
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-K

**ANNUAL REPORT PURSUANT TO
SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

**FOR THE FISCAL YEAR ENDED
December 31, 2025**

**COMMISSION FILE NUMBER
1-9608**

NEWELL BRANDS INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware

(State or other jurisdiction of incorporation or organization)

36-3514169

(I.R.S. Employer Identification No.)

5 Concourse Parkway NE, 8th Floor

Atlanta, Georgia

(Address of principal executive offices)

30328

(Zip Code)

Registrant's telephone number, including area code: **(770) 418-7000**

Securities registered pursuant to Section 12(b) of the Act:

<u>TITLE OF EACH CLASS</u>	<u>TRADING SYMBOL</u>	<u>NAME OF EACH EXCHANGE ON WHICH REGISTERED</u>
Common Stock, \$1 par value per share	NWL	Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and

“emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-Accelerated Filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>
		Emerging Growth Company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. Yes No

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

There were 419.2 million shares of the Registrant’s Common Stock outstanding (net of treasury shares) at February 9, 2026. The aggregate market value of the shares of Common Stock on June 30, 2025 (based upon the share count and closing price on the Nasdaq Stock Exchange on such date) beneficially owned by non-affiliates of the Registrant was approximately \$2.2 billion. For purposes of the foregoing calculation only, which is required by Form 10-K, the Registrant has included in the shares owned by affiliates those shares owned by directors and officers of the Registrant, and such inclusion shall not be construed as an admission that any such person is an affiliate for any purpose.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant’s Definitive Proxy Statement for its Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K.

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PART I

ITEM 1. BUSINESS

“Newell Brands” or the “Company” refers to Newell Brands Inc. alone or with its wholly owned subsidiaries, as the context requires. When this report uses the words “we,” “us” or “our,” it refers to the Company and its subsidiaries unless the context otherwise requires. The Company was founded in Ogdensburg, New York in 1903 and is incorporated in Delaware.

Website Access to Securities and Exchange Commission Reports

The Company makes available free of charge on or through its website its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) as soon as practicable after the Company files them with, or furnishes them to, the United States Securities and Exchange Commission (“SEC”). The Company’s website can be found at www.newellbrands.com. The information on the Company’s website is not incorporated by reference into this Annual report on Form 10-K.

GENERAL

Newell Brands is a leading global consumer goods company with a strong portfolio of well-known brands, including Rubbermaid, Sharpie, Graco, Coleman, Rubbermaid Commercial Products, Yankee Candle, Paper Mate, FoodSaver, Dymo, EXPO, Elmer’s, Oster, NUK, Spontex and Campingaz. Newell Brands is focused on delighting consumers by lighting up everyday moments. The Company sells its products in over 150 countries around the world and has operations on the ground in more than 45 of these countries, excluding third-party distributors.

BUSINESS STRATEGY

The Company is actively advancing the strategic priorities identified through its comprehensive capability assessment completed in 2023. These priorities are based on a clear set of “where to play” and “how to win” strategic choices with the goal of improving the Company’s top line, expanding margins and improving cash flows with a new operating model, critical talent upgrades and a culture redesign.

In 2025, the Company continued to strengthen the foundational capabilities needed to compete effectively, and began to see progress across innovation, brand building, productivity and commercial execution. While meaningful progress has been made, the Company remains in the execution phase of its multi-year transformation and expects the benefits of these capability improvements to continue to phase in over time.

The Company continues to implement this strategy while addressing key global challenges such as shifting consumer preferences and behaviors; a highly competitive operating environment; a rapidly changing retail and consumer landscape including evolving retailer inventory, sourcing and promotional patterns and increased adoption of digital and artificial intelligence-enabled tools by consumers and retailers; continued macroeconomic and geopolitical volatility; a soft macro backdrop; significant cumulative inflationary pressures on consumers; new tariffs imposed in 2025 by the United States of America (“U.S.”) presidential administration as well as other countries’ retaliatory actions in response to such tariffs; and an evolving regulatory landscape. The Company continues to deploy a comprehensive mitigation strategy in response to these exposures through pricing optimization, productivity enhancements and strategic manufacturing relocations where appropriate.

In order to successfully navigate these challenges and deliver strong performance, the Company is focused on continuing to create and leverage scale to unlock the full potential of the Company’s portfolio of leading brands through maintaining a disciplined approach and executing congruent with the Company’s key priorities, which also aligns with the Company’s operating focus for 2026, including:

- Igniting top-line improvement over time through product and commercial innovation, brand building, distribution expansion and tariff-advantaged sourcing opportunities, while recognizing that category trends, consumer spending patterns and retailer behaviors may influence the pace and timing of top-line recovery;
- Building a strong defense through margin discipline, productivity, procurement savings and overhead management, while acknowledging that year-to-year margin progression may be impacted by tariffs, competitive dynamics, inflationary pressures, volume trends and planned reinvestment, including advertising and promotion;

- Further deleveraging the balance sheet and improving cash flow efficiency through disciplined working capital management and capital allocation;
- Strengthening commercial and operational excellence and execution discipline through continued complexity reduction, technology standardization, Enterprise Resource Planning System (ERP) consolidation, stock-keeping unit (SKU) optimization and supply chain optimization; and
- Winning through accountability, urgency and the Company's values, while continuing to strengthen a high-performance culture that emphasizes accountability, innovation and inclusion.

The Company remains committed to advancing its turnaround and positioning the business for sustainable, profitable growth over time, while maintaining a balanced and disciplined view of external conditions and factors outside the Company's control.

Execution of these strategic imperatives, in combination with other initiatives aimed to build operational excellence, will better position the Company for long-term sustainable growth. One such initiative is the organizational realignment ("Realignment Plan"), which was designed to strengthen the Company's front-end commercial capabilities, such as consumer understanding and brand communication, in support of the "where to play" and "how to win" strategies the Company initiated in 2023. In addition to improving accountability, the Realignment Plan was designed to unlock operational efficiencies and cost savings, reduce complexity and free up funds for reinvestment. As part of the Realignment Plan, the Company has made several operating model changes, which entailed: standing up a cross-functional brand management organization, realigning business unit finance to fully support the new global brand management model, enhancing and standardizing regional go-to-market organizations, and centralizing domestic retail sales teams, the digital technology team, business-aligned accounting personnel, the Manufacturing Quality team, and the Human Resources functions into the appropriate center-led teams to drive standardization, efficiency and scale with a One Newell approach. The Company has also optimized the Company's real estate footprint and pursued other cost reduction initiatives. Actions under the Realignment Plan were implemented by the end of fiscal year 2025.

Further building on the Company's turnaround strategy, the Company announced a global productivity plan (the "Productivity Plan") in December 2025. The Productivity Plan is designed to further simplify processes, streamline overhead and redirect resources to the highest-value activities. As part of the Productivity Plan the Company will reduce its global workforce by over 900 employees primarily related to professional and clerical employees, with limited impact on manufacturing or supply chain operations. Professional and clerical employee separations in the U.S. were mostly executed by the end of 2025, with international actions to occur throughout 2026, subject to applicable local law and consultation requirements. The Company closed approximately 20 Yankee Candle stores in the U.S. and Canada in January 2026. This retail optimization aligns the brand's footprint with modern consumer shopping behaviors and supports its multi-channel strategy.

In addition, the Company continues to review its operating footprint and non-core brands, which will likely result in future restructuring and restructuring-related charges.

See *Recent Developments, Liquidity and Capital Resources* and *Critical Accounting Estimates* in *Item 7- Management's Discussion and Analysis of Financial Condition and Results of Operations* and *Footnotes 1 and 3* of the *Notes to Consolidated Financial Statements* for further information.

Organizational Structure

The Company's three primary operating segments are as follows:

Segment	Key Brands	Description of Primary Products
Home and Commercial Solutions	Ball ^(a) , Calphalon, Chesapeake Bay, Crockpot, FoodSaver, Mapa, Mr. Coffee, Oster, Rubbermaid, Rubbermaid Commercial Products, Sistema, Spontex, Sunbeam, WoodWick and Yankee Candle	Commercial cleaning and maintenance solutions; closet and garage organization; hygiene systems and material handling solutions; household products, including kitchen appliances; food and home storage products; fresh preserving products; vacuum sealing products; gourmet cookware, bakeware and cutlery and home fragrance products
Learning and Development	Dymo, Elmer's, EXPO, Graco, NUK, Paper Mate, Parker and Sharpie	Baby gear and infant care products; writing instruments, including markers and highlighters, pens and pencils; art products; activity-based products and labeling solutions
Outdoor and Recreation	Bubba, Campingaz, Coleman, Contigo and Marmot	Active lifestyle products for outdoor and outdoor-related activities; technical apparel and on-the-go beverage ware

(a)  and Ball®, TMs of Ball Corporation, used under license.

The President and Chief Executive Officer (the "CEO") of the Company, who is the chief operating decision maker (the "CODM"), reviews the businesses as three operating segments: Home and Commercial Solutions ("H&CS"), Learning and Development ("L&D") and Outdoor and Recreation ("O&R"). This structure reflects the manner in which the CODM regularly assesses information for decision-making purposes, including the allocation of resources. The Company also provides general corporate services to its segments which is reported as a non-operating segment, Corporate. See *Footnote 16* of the *Notes to Consolidated Financial Statements* for further information.

Home and Commercial Solutions

The H&CS segment designs, manufactures, sources, markets and distributes a diverse line of household products, including kitchen appliances, food and home storage, fresh preserving, vacuum sealing, gourmet cookware, bakeware and cutlery and home fragrance products, as well as commercial cleaning and maintenance solutions products, closet and garage organization products, hygiene systems and material handling solutions. Commercial cleaning and maintenance solutions products are primarily sold under the Rubbermaid, Rubbermaid Commercial Products, Mapa and Spontex brands. Kitchen appliances are primarily sold under the Crockpot, Mr. Coffee, Oster and Sunbeam brands. The Company also has rights to sell various small appliances in substantially all of Europe under the Breville brand name. Food storage products are sold primarily under the FoodSaver, Rubbermaid and Sistema brands. Gourmet cookware, bakeware and cutlery are sold under the Calphalon brand. The Company also sells certain home canning and food storage products under the Ball brand, pursuant to a license from Ball Corporation. Home fragrance products are sold primarily under the Chesapeake Bay, WoodWick and Yankee Candle brands.

The H&CS segment primarily markets its products directly to mass merchants, warehouse clubs, home centers, department stores, drug/grocery stores, specialty retailers, discount stores, e-commerce retailers, commercial products distributors, select contract customers and other professional customers, as well as direct to consumers online and in Yankee Candle retail stores.

Learning and Development

The L&D segment designs, manufactures, sources, markets and distributes writing instruments, including markers and highlighters, pens and pencils; art products; activity-based products; labeling solutions; baby gear and infant care products. Writing instruments, activity-based products and labeling solutions products are sold primarily under the Dymo, Elmer's, EXPO, Paper Mate, Parker and Sharpie brands. Baby gear and infant care products are sold primarily under the Graco and NUK brands.

The L&D segment primarily markets its products directly to mass merchants, warehouse clubs, department stores, drug/grocery stores, office superstores, office supply stores, contract stationers, distributors and e-commerce retailers, and direct to consumers online.

Outdoor and Recreation

The O&R segment designs, manufactures, sources, markets and distributes global consumer active lifestyle products for outdoor and outdoor-related activities, including technical apparel and on-the-go beverage ware. Active lifestyle products are sold primarily under the Bubba, Campingaz, Coleman, Contigo, and Marmot brands.

The O&R segment primarily markets its products directly to warehouse clubs, department stores, grocery stores, mass merchants, sporting goods and specialty retailers, distributors and e-commerce retailers, as well as direct to consumers online.

See *Management's Discussion and Analysis of Financial Condition and Results of Operations* for further discussion.

OTHER INFORMATION

Multi-Product Offering

The Company's broad product offering in multiple categories permits it to meet the needs of its customers more effectively. With families of leading brand names and innovative new products, the Company can assist volume purchasers in selling a more profitable product mix. As a potential single source for an entire product line, the Company can use program merchandising to improve product presentation, optimize display space for both sales and income, and encourage impulse buying by consumers.

Raw Materials and Sourced Finished Goods

The Company has multiple foreign and domestic sources of supply for substantially all of its material requirements. The raw materials and various purchased components required for its products have generally been available in sufficient quantities; however the Company continues to monitor risks for capacity constraints around certain raw materials and finished goods driven by evolving global conditions. The Company's product offerings require the purchase of resin, corrugate, glass, plastic, expanded polystyrene, nylon, paper, sawdust, tin plate, wax, wood, natural rubber, electrical components, glass fiber, magnesium, adhesives, various paper-related packaging materials and metals, including steel, stainless steel, aluminum and copper. The Company's resin purchases are principally comprised of polyethylene, polypropylene and copolyester.

The Company also relies on third-party manufacturers as a source for finished goods. Historically, the Company has experienced inflation in sourced product costs due to currency fluctuations and increased input and labor costs. In some cases, a single manufacturer or a limited number of manufacturers may supply substantially all the finished goods for a product line. For example, the Baby business unit within the Company's L&D segment has a single source of supply for products that comprise a majority of its sales and that owns the intellectual property for many of those products.

Backlog

The dollar value of unshipped orders is not material.

Seasonal Variations

Sales of the Company's products tend to be seasonal, with sales, operating income and operating cash flow in the first quarter generally lower than any other quarter during the year, driven principally by reduced volume and the mix of products sold in the first quarter. The seasonality of the Company's sales volume combined with the accounting for fixed costs, such as depreciation, amortization, rent, personnel costs and interest expense, impacts the Company's results on a quarterly basis. In addition, the Company tends to generate the majority of its operating cash flow in the third and fourth quarters of the year due to seasonal variations in operating results, the timing of annual performance-based compensation payments, customer program payments, working capital requirements and credit terms provided to customers. In addition, uncertainty still remains over the volatility and direction of future consumer and customer demand patterns, as well as inflationary pressures.

Patents and Trademarks

The Company has many patents, trademarks, brand names, tradenames and other intellectual property rights that are, in the aggregate, important to its business. The Company's most significant brands include Calphalon, Campingaz, Coleman, Contigo, Crockpot, Dymo, Elmer's, EXPO, FoodSaver, Graco, Mapa, Marmot, Mr. Coffee, NUK, Oster, Paper Mate, Parker, Rubbermaid, Rubbermaid Commercial Products, Sharpie, Sistema, Spontex, Sunbeam, WoodWick and Yankee Candle.

Customers/Competition

The Company's principal customers are large mass merchandisers, discount stores, home centers, warehouse clubs, office superstores, direct-to-consumer channels, specialty retailers and wholesalers, commercial distributors and e-commerce retailers. The dominant share of the market represented by large retailers, together with changes in consumer shopping patterns and the integration of brick and mortar and e-commerce operations at major retailers, has contributed to the formation of dominant multi-category omni-channel and e-commerce retailers that have strong negotiating power with suppliers. This environment may limit the Company's ability to recover cost increases through pricing.

Current trends among retailers include fostering high levels of competition among suppliers, rebalancing and reducing inventory levels, demanding innovative new products and products tailored to each of their unique requirements and requiring suppliers to maintain or reduce product prices and deliver products with shorter lead times. Other trends, in the absence of a strong new product development effort or strong end-user demand for a brand, are for retailers to import generic products directly from foreign sources and to source and sell products under their own private label brands, which compete with the Company's products. The combination of these market influences has created an intensely competitive environment in which the Company's principal customers continuously evaluate which product suppliers to use, resulting in downward pricing pressures and the need for big, consumer-meaningful brands, the ongoing

introduction and commercialization of innovative new products, continuing improvements in category management and customer service, and the maintenance of strong relationships with large, high-volume purchasers. The Company competes with numerous manufacturers and distributors of consumer products, many of which are large and well-established. For example, our Yankee Candle retail stores compete primarily with specialty candle and personal care retailers and a variety of other retailers, including department stores, gift stores and national specialty retailers that sell candles.

The Company's principal methods of meeting its competitive challenges are creating and maintaining leading brands and differentiated products that deliver superior value and performance, delivering superior customer service and consistent on-time delivery and producing and procuring products at a competitive cost. In addition, the Company has an experienced management team that focuses on building consumer loyalty and increasing consumer demand through increased investment in consumer insights and using those insights to develop innovative products and product features that meet consumers' needs.

The Company has also positioned itself to respond to the competitive challenges in the retail environment by developing strong relationships with large, high-volume purchasers. The Company markets its strong multi-product offering through virtually every category of high-volume retailers, including discount, drug, grocery and variety chains; warehouse clubs; department, hardware and specialty stores; home centers; office superstores; contract stationers; and e-commerce retailers. The Company's largest customer in 2025, Amazon, accounted for approximately 17%, 15% and 13% of net sales in 2025, 2024 and 2023, respectively. Walmart Inc. and subsidiaries ("Walmart"), the Company's second largest customer in 2025, accounted for approximately 13%, 14% and 15% of net sales in 2025, 2024 and 2023, respectively. The Company's top-ten customers in 2025 included (in alphabetical order): *Amazon.com Inc.*, *Costco Wholesale Corporation*, *Grainger Inc.*, *Office Depot Inc.*, *Staples Inc.*, *Target Corporation*, *The Home Depot Inc.*, *The Kroger Co.*, *Uline Inc.* and *Walmart Inc. and subsidiaries*.

Environmental Matters

Information regarding the Company's environmental matters is included in the *Management's Discussion and Analysis of Financial Condition and Results of Operations* section and in *Footnote 17* of the *Notes to Consolidated Financial Statements* and is incorporated by reference herein.

Research and Development

The Company's research and development efforts focus on developing new, differentiated and innovative products to meet consumers' needs. The Company's product development efforts begin with consumer insights. The Company continues to invest to strengthen its product design, research and development capabilities and has consolidated its design and innovation capabilities and consumer marketing and insight capabilities into a global center of excellence to further strengthen these capabilities.

Human Capital Management

Newell Brands is committed to creating a workplace that fosters innovation, high performance and inclusion to enable sustainable business success and talent attraction, engagement and retention of required talent capabilities. At December 31, 2025, the Company employed approximately 21,900 people worldwide. Approximately 3,350 were in the Asia-Pacific region, 4,200 were in the Europe, Middle East and Africa region, 4,500 were in the Latin America region and 9,850 were in the North America region. Of the Company's total employees, approximately 13,250 were employed in manufacturing and supply chain roles. The Company's capable employee base, along with its commitment to uncompromising values, provide the foundation for the Company's success.

Our employees are responsible for upholding the Company's goal of creating a safer, sustainable, productive, and consumer-focused future. The Company's values of Integrity, Teamwork, Passion for Winning, Ownership and Leadership guide our own actions as well as our relationships with consumers, customers, suppliers and each other. They are grounded in a mission first philosophy enabling the Company to deliver results, drive long-term sustainability and promote a winning culture. The Company collectively works to create a culture and community where our employees feel their voice is heard in our ongoing progress to make a difference to our consumers around the world.

The Company deploys a talent and workforce planning strategy focused on attracting, engaging, and retaining the required talent pools and capabilities necessary to win in the market. Our global presence and the breadth of our industry-leading iconic brand portfolio require a multi-cultural, multi-generational workforce that reflects the array of consumers we serve. To enable our workforce to stay relentlessly focused on anticipating and meeting the needs and



wants of our consumers, we guard against unfair talent practices and make decisions based on merit. Newell Brands is focused on providing career experience opportunities that encourage the development of our employees. We offer development, resources and other experiences to expand skill sets and provide support to elevate careers. This also includes skill development opportunities in artificial intelligence (“AI”). There are opportunities to access coaching and mentoring. As employees progress at Newell, they will be able to gain expertise and broaden their exposure to different parts of the business. Employees can move up or laterally to access a full array of opportunities in various realms of expertise. The Company tracks and reports internally on key talent metrics including talent pipeline and succession data, and organization health engagement indices. We will continue to enhance our talent and culture measurements to further reflect our progress over 2026.

The Company believes its management team has the experience necessary to effectively execute its strategy and advance its product and technology leadership. The CEO and executive leadership team have deep industry experience. They partner and work closely with an experienced and talented management team who is dedicated to maintaining and expanding our position as a global leader in the consumer products industry. For discussion of the risks relating to the attraction and retention of key management and executive employees, see *Item 1A - Risk Factors* section hereafter.

ITEM 1A. RISK FACTORS

Ownership of the Company’s securities involves a number of risks and uncertainties. Potential investors should carefully consider the risks and uncertainties described below and the other information in this Annual Report on Form 10-K before deciding whether to invest in the Company’s securities. The Company’s business, financial condition or results of operations could be materially adversely affected by any of these risks. The risks described below are not the only ones the Company faces. Additional risks that are currently unknown to the Company or that the Company currently considers immaterial may also impair its business or adversely affect its financial condition or results of operations.

Strategic and Operational Risks

The Company is subject to intense competition in a marketplace dominated by large omni-channel and e-commerce retailers.

The Company competes with numerous other manufacturers and distributors of consumer and commercial products, many of which are large and well-established. A proliferation of digitally native brands has further intensified the competitive landscape. The Company’s principal customers are large mass merchandisers, discount stores, home centers, warehouse clubs, office superstores, specialty retailers, wholesalers, commercial distributors, direct-to-consumer channels, and e-commerce retailers. The dominant share of the market represented by these large retailers, together with changes in consumer shopping patterns, and the integration of brick and mortar and e-commerce operations at major retailers, has contributed to the formation of dominant multi-category omni-channel and e-commerce retailers that have strong negotiating power with suppliers. These retailers have and may continue to foster high levels of competition among suppliers, reduce inventory levels, demand innovative new products and products tailored to each of their unique specifications, require suppliers to maintain or reduce product prices in response to competitive, economic or other factors, and require product delivery with shorter lead times. Retailers have imported and may continue to import products directly from foreign sources and source and sell products under their own private label brands, typically at lower prices, that compete with the Company’s products.

The combination of these market influences and retailer consolidation has created an intensely competitive environment in which the Company’s principal customers continuously evaluate which product suppliers to use, resulting in downward pricing pressures and the need for consumer-meaningful brands, the ongoing introduction and commercialization of innovative new products, continuing improvements in category management and customer service, and the maintenance of strong relationships with large, high-volume purchasers. The Company also faces the risk of changes in the strategy or structure of its major customers, such as overall store and inventory reductions. The intense competition in the traditional retail and e-commerce sectors may result in a number of customers experiencing financial difficulty or failing in the future. To address these challenges, the Company must be able to respond to competitive factors and the potential loss of customers in the future, and the failure to respond effectively could result in a loss of sales, reduced profitability and a limited ability to recover cost increases through price increases.

The Company's customers may further consolidate, which could materially adversely affect the Company's sales and margins.

The Company's customers have steadily consolidated over time. The Company expects any customers that consolidate will take actions to harmonize pricing from their suppliers, close retail outlets, reduce inventory, and rationalize their supply chain, which could adversely affect the Company's business and results of operations. There can be no assurance that, following consolidation, the Company's large customers will continue to buy from the Company across different product categories or geographic regions, or at the same levels as prior to consolidation, which could negatively impact the Company's financial results. Further, if the consolidation trend continues, it could result in additional increase in the customers' negotiating power with suppliers, as well as pricing and other competitive pressures that could reduce the Company's sales and profitability.

The Company's sales are dependent on purchases by several large customers and any significant decline in these purchases or pressure from these customers to reduce prices could have a negative effect on the Company's future financial performance.

Although the Company has long-established relationships with many customers, the Company generally does not have long-term supply or binding contracts or guarantees of minimum purchases with its largest customers. Purchase commitments by these customers are generally made using individual purchase orders. As a result, these customers may cancel their orders, change purchase quantities from forecast volumes, delay purchases for a number of reasons beyond the Company's control or change other terms of the business relationship. Significant or numerous cancellations, reductions, delays in purchases or changes in business practices by customers could have a material adverse effect on the Company's business, results of operations and financial condition. In addition, because many of the Company's costs are fixed, a reduction in customer demand due to decreased sales to end consumers could have an adverse effect on the Company's profitability. The retail landscape in many of the Company's markets continues to be impacted by the rapid growth of e-commerce retailers, changing consumer preferences (including shopping online and through mobile commerce and social applications) and the emergence of alternative retail channels, such as subscription services and direct-to-consumer businesses. The rapid growth in e-commerce and emergence of alternative retail channels may adversely affect the Company's relationships with its key retailers, whereby the number of products it sells will no longer be a reliable indicator of the amount of future business the Company can expect.

The Company depends on a continuous flow of new orders from large, high-volume retail customers; however, the Company may be unable to continually meet the needs of these customers. Retailers are increasing their demands on suppliers to:

- reduce lead times for product delivery, which may require the Company to increase inventories and could impact the timing of reported sales;
- improve customer service; and
- adopt new technologies including those related to inventory management such as Radio Frequency Identification, otherwise known as RFID technology, which may have substantial implementation costs.

The Company cannot provide any assurance that it can continue to successfully meet the needs of its customers or that customer demand will remain consistent. A substantial decrease in sales to any of its major customers and an inability to adapt to the emergence of alternative retail channels could have a material adverse effect on the Company's business, results of operations and financial condition.

If the Company is unable to innovate and commercialize a continuing stream of new products that create demand, the Company's ability to compete in the marketplace and financial results may be adversely impacted.

The Company's strategy includes investment in new product development and a focus on innovation. Its long-term success in the competitive retail environment and the industrial and commercial markets depends on its ability to develop and commercialize a continuing stream of innovative new products and line extensions that create demand. The Company's ability to quickly innovate in order to adapt its products to meet changing consumer demands is essential, especially in light of e-commerce significantly reducing the barriers for even small competitors to quickly introduce new brands and products directly to consumers. New product development and commercialization efforts, including efforts to enter markets or product categories in which the Company has limited or no prior experience, have inherent risks. These risks include the costs involved, such as development and commercialization, product development or launch delays, and the failure of new products and line extensions to achieve anticipated levels of market acceptance or growth in sales or operating income. The Company also faces the risk that its competitors will introduce innovative new products that compete with the Company's products. In addition, sales generated by new

products or line extensions could cause a decline in sales of the Company's existing products. If new product development and commercialization efforts are not successful, the Company's financial results could be adversely affected.

If the Company does not continue to develop and maintain leading brands or realize the anticipated benefits of advertising and promotion spend over the long term, its operating results may suffer.

The Company's ability to compete successfully also depends increasingly on its ability to develop and maintain leading brands that consumers choose and prefer. Leading brands allow the Company to compete at desirable price levels and to realize economies of scale in its operations. The development and maintenance of such brands require significant investment in brand-building and marketing initiatives. Over the long term, these initiatives may not deliver the anticipated results and the results of such initiatives may not cover the costs of the increased investment.

Failure to further expand the Company's e-commerce business, despite e-commerce investments, may materially and adversely affect the Company's market position, net sales and financial performance.

The retail industry has rapidly evolved, and consumers have embraced shopping online and through mobile commerce and social applications. As a result, the portion of total consumer expenditures with retailers occurring through digital platforms is increasing, and the pace of this increase has accelerated. At the same time, the portion of retail business at traditional "brick and mortar" stores and shopping centers has decreased.

The Company's strategy includes investments in e-commerce, omni-channel and technology initiatives. If these investments fail to adequately or effectively allow the Company to further expand its e-commerce business, maintain or grow its overall market position or otherwise benefit the Company, the Company's market position, net sales and financial performance could be adversely affected. In addition, a greater concentration of e-commerce sales could result in a reduction in sales by the Company's other customers, which could, if not offset by a greater increase in e-commerce sales, materially adversely affect the business of the Company.

Furthermore, the cost of certain e-commerce, omni-channel and technology investments may adversely impact the Company's financial performance in the short and long-term. There can be no assurance that investments in e-commerce and omni-channel infrastructure and technology will result in increased sales through e-commerce or otherwise.

The Company's plans to execute its turnaround plan and restructuring initiatives, improve productivity and reduce complexity and costs may not be successful, which would materially adversely affect its financial results.

The Company is executing a turnaround plan to build a global, next generation consumer products company that can unleash the full potential of its brands in a fast-moving omni-channel environment. The Company is implementing various global initiatives in connection with the turnaround plan to reduce costs and improve cash flows, as further described in *Item 1-Business Strategy*.

These initiatives may not be substantially completed in the expected timeframe, may be more costly to implement than expected, or may not fully achieve the anticipated cost savings. Such initiatives involve a significant amount of capital expenditures, organizational change and execution risk, which could have a negative impact on employee engagement, divert management's attention from other initiatives, and if not properly managed, impact the Company's ability to retain key employees, cause disruptions in the Company's day-to-day operations and have a negative impact on the Company's financial results. In addition, the Company's ongoing review of its operating footprint and non-core brands will likely result in future restructuring charges.

Further, the Company has pursued and may continue to pursue acquisitions of brands, businesses, or technologies from third parties. The Company's success depends on its ability to integrate such acquired brands, businesses, or technologies, to continuously improve its manufacturing operations to gain efficiencies, to reduce supply chain costs and to streamline and redeploy nonstrategic selling, general and administrative expenses in order to produce products at a best-cost position and allow the Company to invest in innovation and brand building, including advertising and promotion. Future acquisitions could result in substantial additional debt, exposure to contingent liabilities, such as litigation or earn-out obligations, the potential impairment of goodwill or other intangible assets, or significant integration and transaction costs.

The Company's operations are dependent upon third-party vendors and suppliers whose failure to perform adequately could disrupt the Company's business operations.

The Company currently sources a significant portion of parts and products from third parties. The Company's ability to select and retain reliable vendors and suppliers who provide timely deliveries of quality parts and products will impact the Company's success in meeting customer demand for timely delivery of quality products.

The ability of third-party suppliers to timely deliver finished goods and/or raw materials, and the ability of the Company's own facilities to timely deliver finished goods, may be affected by events beyond their control, such as inability of shippers to timely deliver merchandise due to work stoppages or slowdowns, demand volatility or port congestion, disruption from geopolitical conflicts, unavailability of shipping containers or other equipment, or significant weather and health conditions affecting manufacturers and/or shippers. Any adverse change in the Company's relationships with its third-party suppliers, the financial condition of third-party suppliers, the ability of third-party suppliers to manufacture and deliver outsourced parts or products on a timely basis, or the Company's ability to import products from third-party suppliers or its own facilities could have a material adverse effect on the Company's business, results of operations and financial condition.

In addition, the financial condition of the Company's vendors and suppliers may be adversely affected by general economic conditions, such as credit difficulties and the uncertain macroeconomic environment. In some instances, the Company maintains single-source or limited-source sourcing relationships, either because multiple sources are not available or the relationship is advantageous due to performance, quality, support, delivery, capacity or price considerations. For example, the Baby business unit within the Company's L&D segment has a single source of supply for products that comprise a majority of its sales and which owns intellectual property rights in respect to many of those products. Any inability of the Company's vendors and suppliers to timely deliver quality parts and products or any unanticipated change in supply, quality or pricing of products could be disruptive and costly to the Company. The Company may not be able to quickly or effectively replace any of its suppliers if the need arose, and it may be difficult to retrieve tooling and molds possessed by any of its third-party suppliers. The Company's dependence on these few suppliers could also adversely affect its ability to react quickly and effectively to changes in the market for its products.

The Company may use artificial intelligence in its business, and challenges with properly managing its use could result in reputational harm, competitive harm, and legal liability, and could adversely affect the Company's business.

The Company's use of AI tools in its operations and systems poses inherent risk and could adversely affect the Company's operations and financial conditions. The Company's success may increasingly become dependent on its ability to effectively leverage AI to support its operational efficiencies, such as in supply chain and support functions, and its product development and marketing capabilities. The Company may be outpaced by its competitors in their more successful or earlier adoption of AI solutions, which could negatively affect the Company's commercial competitiveness. Use of AI exposes the Company to risks that such AI solutions may be deficient, produce inaccurate or misleading output, become inoperable or subject the Company to cybersecurity and data privacy breaches, all of which could lead to operational disruptions, flawed decision-making, increased costs, and an inhibited ability to improve product development and marketing through the use of AI, and could impact the Company's operational effectiveness and financial condition. Additionally, the use of certain AI solutions could put the Company's own information and intellectual property rights at risk or expose the Company to risk of infringing third parties' intellectual property or other rights. The global legal, regulatory, and ethical landscape surrounding AI is rapidly evolving and remains uncertain, which creates continued compliance risk and may incur additional operational costs associated with the Company's use of AI, may limit the Company's ability to fully develop or use AI solutions as intended, and may further cause legal repercussions and brand or reputational harm to the Company.

A cyber-attack or failure of one or more key information technology systems, networks, processes, associated sites or service providers could have a material adverse impact on the Company's business or reputation.

The Company relies extensively on information technology ("IT") systems, networks and services, including Internet sites, data hosting and processing facilities and tools and other hardware, software and technical applications and platforms, some of which are managed, hosted, provided and/or used by third parties or their vendors, to assist in conducting business. The various uses of these IT systems, networks and services include, but are not limited to:

- ordering and managing materials from suppliers;
- converting materials to finished products;
- shipping products to customers;

- marketing and selling products to consumers;
- processing transactions;
- summarizing and reporting results of operations;
- hosting, processing and sharing confidential and proprietary research, business plans and financial information;
- complying with regulatory, legal or tax requirements;
- providing data security; and
- handling other processes necessary to manage the Company's business.

Increased IT security threats and cyber-crime, including advanced persistent threats, computer viruses, ransomware, other types of malicious code, hacking, phishing, use of AI and social engineering schemes designed to gain unauthorized access to the Company's networks or data, pose a potential risk to the security of the Company's IT systems, networks and services, as well as the confidentiality, availability and integrity of the Company's data. Cyber threats are becoming more sophisticated, are constantly evolving and are being made by groups and individuals with a wide range of expertise and motives, increasing the difficulty of detecting and successfully defending against them. The Company deploys technical and organizational measures to protect and prevent unauthorized access to or loss of data; however, as techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until launched against a target, the Company may be unable to anticipate these techniques or implement preventive measures. Furthermore, the Company's relationships with, and access provided to, third parties and their vendors may create difficulties in anticipating and implementing adequate preventive measures or fully mitigating harms after an attack or breach occurs.

The Company cannot guarantee that its security efforts will prevent attacks and resulting breaches or breakdowns of the Company's, or its third-party service providers' databases or systems notwithstanding whether the Company takes reasonable steps to prevent such attacks. The Company's operations, especially its retail operations and employee benefits administration, involve the storage and transmission of employees', customers' and consumers' personal and sensitive information, such as credit card and bank account numbers. The Company's payment services may be subject to credit card and other payment fraud schemes, including unauthorized use of credit cards, debit cards or bank account information, identity theft or merchant fraud. If the IT systems, networks or service providers relied upon fail to function properly, or if the Company suffers a loss or disclosure of customers' and consumers' data, business or stakeholder information, due to any number of causes, ranging from catastrophic events to power outages to security breaches, or the inability to effectively address these failures on a timely basis, the Company may suffer interruptions in its ability to manage operations, a risk of government enforcement action, litigation and possible liability, and reputational, competitive and/or business harm, which may adversely impact the Company's results of operations and/or financial condition. In addition, if the Company's service providers, suppliers or customers experience a breach or unauthorized disclosure or system failure, their businesses could be disrupted or otherwise negatively affected, which may result in a disruption in the Company's supply chain or reduced customer orders or other business operations, which could adversely affect the Company.

The Company may face particular data protection and privacy risks in connection with privacy laws and regulations globally.

The Company is subject to laws of various jurisdictions where it operates or does business related to solicitation, collection, processing, transferring, storing or use of consumer, customer, vendor, investor, employee or other stakeholder information and personal data, including but, not limited to, the General Data Protection Regulation of the European Union, the California Consumer Privacy Act, and various other privacy laws and regulations. The Company may be subject to additional regulations, such as the European Union AI Act, that specifically affect the use of personal information in the context of AI systems. The changes introduced by these laws and regulations increase the complexity of regulations enacted to protect business and personal data, subject the Company to additional costs and have required, and may in the future require, costly changes to the Company's security systems, policies, procedures and practices. These laws and regulations may grant, among other things, individual rights to access and delete personal information and the right to opt out of the sale of personal information, causing the Company to incur costs and operational inefficiencies. These laws and regulations can also impose significant forfeitures and penalties for noncompliance and afford private rights of action to individuals under certain circumstances. Any failure to manage data privacy in compliance with applicable laws and regulations could result in significant regulatory investigations, fines, and sanctions, consumer and class action litigation, commercial litigation, prolonged negative publicity, data breaches, declining customer confidence, loss of key customers, employee liability, and other unfavorable consequences.

The Company's operating results can be adversely affected by inflation, changes in the cost or availability of raw materials, labor, energy, transportation and other necessary supplies and services.

The Company's success is dependent, in part, on its continued ability to reduce its exposure to or mitigate the impact of increases in the cost of raw materials, finished goods, energy, transportation and other necessary supplies and services through a variety of programs, including periodic purchases, future delivery purchases, long-term contracts, sales price adjustments and certain derivative instruments, while maintaining and improving margins and market share. Significant inflation in the costs of labor, finished goods, raw materials, energy and transportation has negatively impacted, and may continue to negatively impact, the Company's results of operations. There is no assurance that we will be able to fully offset any such cost increases through cost reduction programs or price increases of our products, especially given the competitive environment. If we generally are not able to sufficiently increase our pricing to offset these increased costs or if increased costs and prolonged inflation were to occur, it could materially and adversely affect our business, operating results and profitability. Sustained price increases may lead to declines in volume as competitors may not adjust their prices or customers may decide not to pay the higher prices, which could lead to sales declines and loss of market share. While we seek to project tradeoffs between price increases and volume, our projections may not accurately predict the volume impact of price increases. Conversely, when raw material prices decline, customer demands for lower prices could result in lower sale prices and, to the extent the Company has existing inventory, lower margins. As a result, fluctuations in raw material prices could have a material adverse effect on the Company's business, results of operations and financial condition.

In addition, some of the products the Company manufactures require particular types of glass, metal, paper, plastic, resin, wax, wood or other materials. Supply shortages for a particular type of material can delay production or cause increases in the cost of manufacturing the Company's products. Pricing and availability of finished goods, raw materials, energy, transportation and other necessary supplies and services for use in the Company's businesses can be volatile due to numerous factors beyond its control, including general, domestic and international economic conditions, natural disasters, labor costs, production levels, competition, consumer demand, import duties and tariffs, currency exchange rates, international treaties, and changes in laws, regulations, and related interpretations.

The Company's operations and financial condition can be adversely impacted by global macroeconomic environment, including the impact of tariffs imposed by the U.S. and retaliatory tariffs imposed by other countries.

Evolving trade policies could continue to make sourcing products from foreign countries more difficult and costly, as the Company sources a significant amount of its products from outside of the U.S. In 2025, the current U.S. presidential administration announced and/or imposed a series of new tariffs on foreign imports into the U.S., including without limitation significant tariffs on products manufactured in China. Tariffs on imports into the U.S., most significantly from China, and retaliatory tariffs on exports from the U.S. to other countries, have increased costs for the Company and could impact the level of trade between the U.S. and its various trading partners around the globe in general. The Company continues to deploy a mitigation strategy designed to offset the impact of this tariff exposure through a number of actions, including pricing, productivity and in some cases relocation of manufacturing. However, the rate or duration of these tariffs and the resulting impact on general economic conditions and on our business are uncertain and depend on various factors, such as negotiations between the U.S. and affected countries, the responses of other countries or regions, exemptions or exclusions that may be granted, availability and cost of alternative sources of supply, and demand for our products in affected markets, and there can be no assurance as to the extent to which the Company will be able to offset the impact through mitigation actions. Given the Company's reliance upon non-domestic suppliers, new or additional tariffs on goods imported to the U.S. from China, Mexico or other countries, or products imported into the European Union or other non-U.S. markets, or other significant changes to the U.S. trade policies (and those of other countries in response) or changes without sufficient notice may cause a material adverse effect on the Company's ability to source products from other countries or significantly increase the costs of obtaining such products, which could result in a material adverse effect on our financial results.

Unfavorable shifts in industry-wide demand for the Company's products could result in inventory valuation risk.

The Company evaluates its ending inventories for excess quantities, impairment of value, and obsolescence. This evaluation includes analysis of sales levels by product and projections of future demand based upon input received from our customers, sales team, and management. If inventories on hand are in excess of demand or slow moving, appropriate write-downs may be recorded. In addition, the Company writes off inventories that are considered obsolete based upon changes in customer demand, product design changes including those required by new product regulation,

that result in existing inventory obsolescence, or new product introductions, which eliminate demand for existing products. Remaining inventory balances are adjusted to approximate net realizable market value.

If future demand or market conditions are less favorable than the Company's estimates, including the volatility of customer demand patterns and the impact of retailer inventory rebalancing in response to soft global demand, write-downs may be required. The Company cannot be certain that obsolete or excess inventories, which may result from unanticipated changes in the estimated total demand for its products, will not affect it beyond the inventory charges that have already been recorded.

The Company's ability to attract, retain and develop critical talent, including readiness for emerging technologies such as AI, is essential to executing its strategic objectives and sustaining long-term performance.

The Company's success depends significantly on the continued contributions of executive leadership and other key personnel. The loss of the services of one or more of these individuals could materially and adversely affect the Company's business, financial condition, and operating results. Additionally, maintaining a pipeline of highly skilled talent across all levels of the organization is critical as global competition intensifies and workforce expectations evolve, including remote work flexibility and technology-driven roles. Failure to attract, retain, or upskill employees—particularly in areas requiring AI proficiency, could impair our ability to innovate, adapt to market changes, and achieve operational goals.

Damage to the Company's reputation or loss of consumer confidence could have an adverse effect on the Company's business.

Maintaining the Company's strong reputation with consumers, customers and suppliers worldwide is critical to the Company's continued success. Adverse publicity about the Company, its brands, corporate practices, or any other issue that may be associated with the Company, whether or not deserved, could jeopardize that reputation. Such adverse publicity could come from traditional sources such as government investigations or public or private litigation, but may also arise from negative comments on social media regarding the Company or its brands.

Additionally, due to the scale and scope of our business, we must rely on relationships with third parties, including our suppliers, distributors, contractors, and other external business partners for certain functions. While we have policies and procedures for managing these relationships, they inherently involve less control over business operations, governance, and compliance, thereby potentially increasing our reputational and legal risk. If third parties fail to comply with our policies and procedures or similar compliance requirements set forth by our customers, the Company could potentially suffer significant losses of business and revenue from certain customers.

Further, third parties sell counterfeit or materially altered versions of some of our products, which are often inferior or may pose safety risks. As a result, consumers of our brands could confuse our products with these counterfeit products, which could cause them to refrain from purchasing our brands in the future and in turn could impair our brand equity.

Finally, there has been an increased focus from certain investors, customers, consumers, employees, and other stakeholders, as well as legislative bodies and regulatory agencies, concerning corporate citizenship and sustainability matters. From time to time, the Company announces certain initiatives regarding its focus areas, some of which may be required in accordance with applicable laws, and which may include environmental matters, human capital, sustainability, packaging, responsible sourcing and social investments. The Company could fail, or be perceived to fail, in its achievement of such initiatives and goals or it could fail in accurately reporting its progress on such initiatives and goals. In addition, the Company could be criticized for the scope of such initiatives or perceived as not acting responsibly in connection with these matters. The Company's reputation and business could be negatively impacted by such developments or litigation may be filed against the Company resulting in significant expenses or investments to repair such impacts. Damage to the Company's reputation or a loss of consumer confidence in the Company's brands could adversely affect the Company's business, results of operations, cash flows and financial condition as well as require resources to repair the harm.

A deterioration in labor relations could adversely impact the Company's global business.

At December 31, 2025, the Company had approximately 21,900 employees worldwide, a portion of which are covered by collective bargaining agreements or are located in countries that have collective arrangements decreed by statute. The Company periodically negotiates with certain unions and labor representatives and may be subject to work stoppages or may be unable to renew such collective bargaining agreements on the same or similar terms, or at all.

Risks related to the strength of global retail, commercial and industrial sectors and changes in foreign, cultural, political and financial market conditions could impair the Company's international operations and financial performance.

The Company's business depends on the strength of the retail, commercial and industrial sectors of the economy in various parts of the world, primarily in North America, and to a lesser extent Europe, Latin America and the Asia Pacific region. These sectors of the economy are affected primarily by factors such as consumer demand and the condition of the retail industry, which, in turn, can be affected by specific events or general economic conditions, including worldwide or country-specific economic instability.

Continuing challenging global economic conditions, particularly outside of the U.S., and potential volatility in domestic and/or foreign equity markets, may result in considerable pressure on consumer demand, which may have an adverse effect on demand for the Company's products, as well as its financial condition and results of operations. The Company could also be negatively impacted by economic crises in specific countries or regions. Such events could negatively impact the Company's overall liquidity and/or create significant credit risks relative to its local customers and depository institutions. Consumer demand and the condition of these sectors of the economy may also be impacted by other external factors such as war, terrorism, geopolitical uncertainties, public health issues, natural disasters and other business interruptions. The impact of these external factors is difficult to predict, and one or more of these factors could adversely impact the Company's business.

Further, some of the Company's operations are conducted or products are sold in countries where economic growth has slowed, or where economies have suffered economic, social and/or political instability or hyperinflation; or where the ability to repatriate funds has been significantly delayed or impaired. Current government economic and fiscal policies in these economies, including stimulus measures and currency exchange rates and controls, may not be sustainable and, as a result, the Company's sales or profits related to those countries may decline. The economies of other foreign countries important to the Company's operations could also suffer slower economic growth or economic, social and/or political instability or hyperinflation in the future. The Company's international operations (and particularly its business in emerging markets), including manufacturing and sourcing operations (and the international operations of the Company's customers), are subject to inherent risks which could adversely affect the Company, including, among other things:

- protectionist policies restricting or impairing the manufacturing, sales or import and export of the Company's products, including tariffs and countermeasures;
- new restrictions on access to markets;
- lack of developed infrastructure;
- inflation (including hyperinflation) or recession;
- devaluations or fluctuations in the value of currencies;
- changes in and the burdens and costs of compliance with a variety of laws and regulations, including the Foreign Corrupt Practices Act, tax laws, accounting standards, trade protection measures and import and export licensing requirements, environmental laws and occupational health and safety laws;
- social, political or economic instability;
- acts of war and terrorism;
- natural disasters or other crises;
- reduced protection of intellectual property rights;
- restrictions on transfer of funds and/or exchange of currencies;
- expropriation of assets or forced relocations of operations; and
- other adverse changes in policies, including monetary, tax and/or lending policies, encouraging foreign investment or foreign trade by host countries.

In addition, our global operations expose us to risks associated with public health crises, such as pandemics and epidemics, which could harm our business and cause our operational results to suffer.

Additionally, if a potential devaluation of the local currencies of our international customers relative to the U.S. dollar occurs, it may impair the purchasing power of our international customers and could cause international customers to decrease their volume of orders or cancel orders completely. Should any of these risks occur, the Company's ability to manufacture, source, sell or export its products or repatriate profits could be impaired. In addition, the Company could experience a loss of sales and profitability from its international operations and/or the Company could experience a substantial impairment or loss of assets.

Financial Risks

The Company has substantial indebtedness, which could materially and adversely affect the Company and its financial position, including decreasing its business flexibility, impacting its ratings and increasing its borrowing costs.

At December 31, 2025, the Company had \$4.67 billion in outstanding debt, reflecting an increase of approximately \$100 million versus December 31, 2024. The Company's substantial indebtedness has, and could continue to have, important consequences for the Company, including:

- requiring the Company to dedicate a substantial portion of its cash flow from operations to payments on its indebtedness, which reduces the availability of its cash flow to fund working capital requirements, capital expenditures, future acquisitions, dividends, repurchases of the Company's common stock and other general corporate purposes;
- limiting the Company's flexibility in planning for, or reacting to, adverse business and economic conditions or changes in the Company's business and the industries in which it operates;
- placing the Company at a competitive disadvantage compared to its competitors that have less debt;
- limiting its ability to borrow additional funds;
- requiring the Company to comply with financial and non-financial covenants in its debt documents that may place restrictions on business activities and, if breached, subject the Company to cross-default and acceleration provisions.

If the Company is unable to timely reduce its level of indebtedness, the Company will be subject to increased demands on its cash resources, which could decrease its collateral coverage ratios, increase its leverage ratios, lower its credit ratings, result in a breach of covenants or otherwise adversely affect the business and financial results of the Company going forward.

The Company is a party to a \$1.00 billion credit revolver maturing in August 2027 (the "Credit Revolver"), which requires compliance with certain financial covenants (as more fully described in *Item 7-Management's Discussion and Analysis of Financial Condition and Results of Operations*). The failure of the Company to achieve anticipated financial results at any point during the term of the Credit Revolver, due to an economic downturn or otherwise, could result in a failure to satisfy one or more financial covenants under the Credit Revolver. The Company's ability to continue to comply with these financial covenants is dependent upon the Company's future operating and financial performance, which may be affected by economic conditions and other factors beyond our control. A failure to maintain the Company's financial covenants and to subsequently remedy a default would impair our ability to borrow under the Credit Revolver and, absent a waiver of such default by the lenders under the Credit Revolver or an amendment or replacement of the Credit Revolver with alternative financing, potentially subject the Company to cross-default and acceleration provisions in its debt documents, which would have a significant adverse effect on the Company's business, financial condition and operating results.

While the majority of the Company's debt is fixed, fluctuations in interest rates can increase borrowing costs on the portion that is variable, and interest rate increases on this portion of the Company's debt could have a material adverse effect on the Company's business. Increases in interest rates would raise the cost of servicing our debt and could reduce our profitability and cash flows. Any change in the fiscal policies or stated target interest rates of the U.S. Federal Reserve or other central banking institutions, or market expectations of such change, are difficult to predict and may result in significantly higher long-term interest rates. Such a transition may be abrupt and may, among other things, reduce the availability and/or increase the costs of issuing new notes, obtaining new debt and refinancing existing indebtedness.

Reductions in the Company's credit ratings could materially and adversely affect its business, availability of future borrowings, financial condition and results of operations.

The Company's credit ratings impact the cost and availability of future borrowings and, accordingly, the Company's cost of capital. The Company's credit ratings reflect each rating organization's opinion of its financial strength, operating performance and ability to meet its debt obligations. The credit ratings assigned to the Company also impact the interest rates paid on short- and long-term financing.

For example, the Company's credit ratings were downgraded in both 2025 and 2024 by each of Moody's Corporation ("Moody's") and S&P Global Inc. ("S&P") which resulted in a coupon step-up of certain of the Company's outstanding senior notes. In addition, credit ratings can also affect the terms of debt agreements to include more restrictive

covenants which may further restrict our business operations or limit our ability to raise additional capital due to our covenant restrictions then in effect. For example, in November 2024, the Company issued \$750 million of aggregate principal amount of 6.375% senior notes due 2030 and \$500 million of aggregate principal amount of 6.625% senior notes due 2032, and in May 2025, the Company completed the offering and sale of \$1.25 billion of 8.500% senior notes due 2028 (collectively the “Notes”). These Notes include covenants that limit the ability of the Company and its subsidiaries to incur or guarantee additional debt, create or permit certain liens, redeem or repurchase certain debt, consummate certain asset sales, make certain loans and investments, consolidate, merge or sell all or substantially all of the Company and its subsidiaries assets, enter into certain transactions with affiliates and pay distributions on, or redeem or repurchase the Company’s capital stock, subject in each case to certain qualifications and exceptions, including the termination of certain of these covenants upon the Notes receiving investment grade credit ratings. There is no guarantee that debt or equity financings will be available in the future to fund future acquisitions, developments, or general operating expenses, or that such financing will be available on terms consistent with our historical agreements or expectations. See *Liquidity and Capital Resources* in *Item 7* and *Footnote 8* of the *Notes to the Consolidated Financial Statements* for further discussion.

Failure to maintain effective internal control over financial reporting could result in material misstatements in our financial statements, and our failure to meet our reporting and financial obligations, which in turn could have a negative impact on our financial condition.

The Company is required by the SEC to establish and maintain effective internal control over financial reporting that provides reasonable assurance regarding the reliability of its financial reporting and the preparation of financial statements in accordance with U.S. generally accepted accounting principles (“GAAP”). Our internal control over financial reporting may not prevent or detect misstatements because of its inherent limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud. Effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements.

The Company has experienced, and in the future may experience again, material weaknesses along with potential problems implementing and maintaining adequate internal controls. Failure to maintain effective internal controls, including any failure to implement required new or improved controls, could result in our inability to conclude that the Company has effective internal control over financial reporting. If the Company cannot meet its financial reporting obligations in a timely and reliable manner, or prevent fraud, the public perception of the Company and its securities may be harmed, and it may be unable to raise capital on favorable terms in the future or otherwise, which could have a negative impact on the Company’s financial condition.

Continued declines in the future expected cash flows for the Company’s businesses or changes to underlying assumptions used to calculate fair value could result in additional impairment charges which could have a material adverse effect on the Company’s financial results of operations.

The Company is required under U.S. GAAP to review its long-lived assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable, and is also required to conduct impairment tests on goodwill and other indefinite-lived intangible assets annually or more frequently, if circumstances indicate that the carrying value may not be recoverable or that an other-than-temporary impairment exists.

During the years ended December 31, 2025, 2024 and 2023, the Company recorded non-cash impairment charges related to goodwill and indefinite-lived intangibles of \$340 million, \$345 million and \$339 million, respectively. Future events or factors may occur that could adversely affect the fair value of the Company’s assets and require impairment charges, including, but not limited to, divestitures of certain businesses or product lines, strategic decisions made in response to changes in economic and competitive conditions, the impact of the economic environment on the Company’s sales and customer base, a material adverse change in the Company’s relationship with significant customers or business partners, or a further sustained decline in the Company’s stock price. In the event any such impairment indicators become known or are present, the Company may be required to perform impairment tests based on changes in the economic environment and other factors, and these tests could result in non-cash impairment charges in the future. As there is minimal difference between the estimated fair values and the carrying values of some of the Company’s intangible assets as a result of recent non-cash impairment charges, future non-cash impairment charges may occur. See *Critical Accounting Estimates* in *Item 7* and *Footnotes 1* and *6* of the *Notes to Consolidated Financial Statements* for further discussion.

The Company is exposed to both foreign currency translation and transaction risks that may materially adversely affect the Company's operating results, financial condition and liquidity.

The reporting currency for the Company's financial statements is the U.S. dollar and it has substantial assets, liabilities, revenues and costs denominated in currencies other than U.S. dollars. The preparation of the Company's Consolidated Financial Statements requires translation of those assets, liabilities, revenues and expenses into U.S. dollars at then-applicable exchange rates. Consequently, increases and decreases in the value of the U.S. dollar versus other currencies will affect the amount of these items in the Company's Consolidated Financial Statements, even if their value has not changed in their original currency. These translations could result in significant changes to the Company's results of operations from period to period. Although the Company may employ, at times, a variety of techniques to mitigate the impact of exchange rate fluctuations, including foreign currency hedging activities, it cannot guarantee that such risk management strategies will be effective, and its financial condition or results of operations could be adversely impacted.

In addition, foreign currency transaction risk arises when the Company and its subsidiaries enter into transactions where the settlement occurs in a currency other than its functional currency. The Company continues to recognize foreign exchange losses related to the currency devaluation in Argentina and its designation as a hyperinflationary economy. Exchange differences (gains and losses) arising on the settlement of monetary items or on translation of monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognized in the Consolidated Statements of Operations in the period in which they arise. Although the Company may employ, at times, a variety of techniques to mitigate the impact of foreign currency transaction risk, including the hedging of forecasted cash inflows and outflows, it cannot guarantee that such risk management strategies will be effective, and its financial condition or results of operations could be adversely impacted. See *Management's Discussion and Analysis of Financial Condition and Results of Operations* and *Footnote 9 of the Notes to Consolidated Financial Statements* for further information.

Circumstances associated with divestitures and brand or product line exits could adversely affect the Company's results of operations and financial condition.

The Company may decide to sell or discontinue or exit certain brands, businesses or product lines in the future based on an evaluation of performance and strategic fit. Divestitures or discontinuations of businesses or products may result in asset impairments, including those related to goodwill and other intangible assets, and losses upon disposition, both of which could have an adverse effect on the Company's results of operations and financial condition. In addition, the Company may encounter difficulty in finding buyers or executing alternative exit strategies at acceptable prices and terms and in a timely manner, and prospective buyers may have difficulty obtaining financing. Past and future divestitures and business discontinuations also involve additional risks, including the following:

- difficulties in the separation of operations, services, products and personnel;
- the retention of certain current or future liabilities in order to induce a buyer to complete a divestiture;
- the disruption of the Company's business;
- the potential loss of key employees; and
- disputes or litigation with the buyers.

The Company may not be successful in managing these or any other significant risks that it may encounter in divesting, discontinuing or exiting a brand, business or product line, which could have a material adverse effect on its business.

Legal, Tax and Regulatory Risks

Governmental investigations or actions by other third parties could have a material adverse effect on management and the Company's business operations.

The Company is subject to various federal, state and foreign laws and regulations. As further described in *Footnote 17 of the Notes to the Consolidated Financial Statements*, the Company is also subject to third party litigation. The potential outcomes of third-party litigation, if insured, could exceed policy limits, resulting in significant costs and expenses. The Company could be responsible for any settlement or judgment over the amount of available insurance coverage or for the entire settlement or judgment, if not insured. The Company is also subject to formal and informal regulatory and governmental examinations, subpoenas, requests for documents, testimony or information, inquiries, investigations, threatened legal actions and proceedings. For example, in 2023, the Company entered into a settlement with the SEC, which concluded an investigation primarily relating to the Company's sales practices and certain accounting matters between the third quarter of fiscal year 2016 and second quarter of fiscal year 2017. Under the terms of the settlement,



the Company neither admitted nor denied the SEC's findings and agreed to pay a civil penalty of approximately \$13 million. Responding to governmental investigations, voluntary document requests, subpoenas or actions by regulatory bodies is time-consuming, expensive and disruptive to the Company's operations and could divert the attention of management and key personnel from the Company's business operations.

The Company's businesses and operations are subject to regulation in the U.S. and abroad.

Changes in laws, regulations and related interpretations may alter the environment in which the Company does business. This includes changes in environmental, data privacy, competition and product-related laws, as well as changes in accounting standards, taxation and other regulations. Accordingly, the Company's ability to manage regulatory, tax and legal matters (including environmental, human resource, product liability, patent and other intellectual property matters), and to resolve pending legal and environmental matters without significant liability could require the Company to record significant reserves in excess of amounts accrued to date or pay significant fines during a reporting period, which could materially impact the Company's results. In addition, new regulations may be enacted in the U.S. or abroad that may introduce compliance uncertainty and may require the Company to incur additional personnel-related, environmental or other costs on an ongoing basis, significantly restrict the Company's ability to sell certain products, or incur fines or penalties for noncompliance, any of which could adversely affect the Company's results of operations.

As a U.S.-based multi-national company, the Company is also subject to tax regulations in the U.S. and multiple foreign jurisdictions, some of which are interdependent. For example, certain income that is earned and taxed in countries outside the U.S. may not be taxed in the U.S. until those earnings are actually repatriated or deemed repatriated. If these or other tax regulations should change, the Company's financial results could be impacted. Furthermore, the Organization for Economic Co-operation and Development (the "OECD") introduced a framework implementing a global minimum corporate tax of 15%, referred to as Pillar Two. Much of Pillar Two was enacted in countries outside the U.S. effective as of January 1, 2024, with certain remaining aspects effective beginning January 1, 2025 or later. In January 2025, the U.S. issued an executive order announcing opposition to aspects of these rules. While it is unlikely that the U.S. will enact legislation to adopt Pillar Two, many countries in which we operate have adopted the legislation, and other countries are in the process of introducing legislation to implement Pillar Two.

On June 18, 2019, the U.S. Treasury and the Internal Revenue Service ("IRS") released temporary regulations under IRC Section 245A ("Section 245A") as enacted by the 2017 U.S. Tax Reform Legislation ("2017 Tax Reform") and IRC Section 954(c)(6) (the "Temporary Regulations") to apply retroactively to the date the 2017 Tax Reform was enacted. On August 21, 2020, the U.S. Treasury and IRS released finalized versions of the Temporary Regulations (collectively with the Temporary Regulations, the "Regulations"). The Regulations seek to limit the 100% dividends received deduction permitted by Section 245A for certain dividends received from controlled foreign corporations and to limit the applicability of the look-through exception to foreign personal holding company income for certain dividends received from controlled foreign corporations. Before the retroactive application of the Regulations, the Company benefited in 2018 from both the 100% dividends received deduction and the look-through exception to foreign personal holding company income. The Company analyzed the Regulations and concluded the relevant Regulations were not validly issued. Therefore, the Company has not accounted for the effects of the Regulations in its Consolidated Financial Statements for the periods presented. If the Company's position on the Regulations is not sustained, the Company would be required to recognize an income tax expense of approximately \$180 million to \$220 million related to an income tax benefit from fiscal year 2018 that was recorded based on regulations in existence at the time. In addition, the Company may be required to pay any applicable interest and penalties. The Company believes it has strong arguments in favor of its position and believes it has met the more likely than not recognition threshold that its position will be sustained. However, due to the inherent uncertainty involved in challenging the validity of regulations as well as a potential litigation process, there can be no assurances that the relevant Regulations will be invalidated or that a court of law will rule in favor of the Company.

The resolution of the Company's tax contingencies may result in additional tax liabilities, which could adversely impact the Company's cash flows and results of operations.

The Company is subject to income tax in the U.S. and numerous jurisdictions internationally. Significant estimation and judgment are required in determining the Company's worldwide provision for income taxes. In the ordinary course of the Company's business, there are many transactions and calculations where the ultimate tax determination is uncertain. The Company is regularly under audit by various worldwide tax authorities. Although the Company believes its tax estimates are reasonable, the final outcome of tax audits and related litigation could be materially different than that reflected in its historical income tax provisions and accruals. There can be no assurance that the resolution of any audits

or litigation will not have an adverse effect on future operating results. See *Footnote 11* of the *Notes to the Consolidated Financial Statements* for further information.

The Company may incur significant costs in order to comply with environmental remediation obligations.

In addition to operational standards, environmental laws also impose obligations on various entities to investigate and/or clean up contaminated properties or to pay for the cost of such activities, often upon parties that did not actually cause the contamination. Accordingly, the Company may be liable, either contractually or by operation of law, for investigation and/or remediation costs even if the contaminated property is not presently owned or operated by the Company, is a landfill or other location where it has disposed of wastes, or if the contamination was caused by third parties during or prior to the Company's ownership or operation of the property. Given the nature of the past industrial operations conducted by the Company and others at these properties, there can be no assurance that all potential instances of soil or groundwater contamination have been identified, even for those properties where an environmental site assessment has been conducted. The Company does not believe that any of the Company's existing obligations, including at third-party sites where it has been named a potentially responsible party, will have a material adverse effect upon its business, results of operations or financial condition. However, future events, such as changes in existing laws or policies or their enforcement, or the discovery of currently unknown contamination, may give rise to additional remediation liabilities that may be material. See *Footnote 17* of the *Notes to Consolidated Financial Statements* for a further discussion of these and other environmental-related matters.

The Company's business involves the potential for product recalls, product liability and other claims against it, which could affect its earnings and financial condition.

As a manufacturer and distributor of consumer products, the Company is subject to the U.S. Consumer Products Safety Act of 1972, as amended by the Consumer Product Safety Improvement Act of 2008, which empowers the U.S. Consumer Products Safety Commission to exclude from the market products that are found to be unsafe or hazardous, and similar laws under foreign jurisdictions. Under certain circumstances, the Consumer Products Safety Commission or a comparable foreign agency could require the Company to repurchase or recall one or more of its products. Additionally, other laws and agencies, such as the National Highway Traffic Safety Administration, regulate certain consumer products sold by the Company in the U.S. and abroad, and more restrictive laws and regulations may be adopted in the future. From time to time, the Company has announced voluntary recalls of its products where it has identified potential product safety concerns. When the Company is required to remove, or voluntarily removes, its products from the market, the Company might have large quantities of finished products that it is unable to sell. The Company also faces exposure to product liability claims if one of its products is alleged to have resulted in property damage, bodily injury or other adverse effects.

In addition to the risk of substantial monetary judgments or fines or penalties that may result from any governmental investigations, product liability claims or regulatory actions could result in negative publicity that could harm the Company's reputation in the marketplace, adversely impact the value of its end-user brands, or result in an increase in the cost of producing the Company's products. Similar to product liability claims, the Company faces exposure to class action lawsuits related to the performance, safety or advertising of its products. Such class action suits could result in substantial monetary judgments and, injunctions related to the sale of products and could potentially tarnish the Company's reputation.

Although the Company maintains product liability insurance in amounts that it believes are reasonable, that insurance is, in most cases, subject to significant self-insured retentions for which the Company is responsible, and the Company cannot assure that it will be able to maintain such insurance on acceptable terms, if at all, in the future or that product liability claims will not exceed the amount of insurance coverage. The Company does not maintain insurance against many types of claims involving alleged product defects other than personal injury or property damage. Additionally, the Company does not maintain product recall insurance and may not have insurance coverage for claims asserted in consumer class action lawsuits that seek monetary compensation unrelated to personal injury and/or property damage, such as claims related to the marketing or warranty of the product. The Company spends substantial resources ensuring compliance with governmental and other applicable standards. However, compliance with these standards does not necessarily prevent individual or class action lawsuits, which can entail significant cost and risk. As a result, these types of claims could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company's product liability insurance program is an occurrence-based program based on its current and historical claims experience and the availability and cost of insurance. The Company currently either self-insures or administers a high retention insurance program for most product liability risks. The Company cannot give assurance that its future

product liability experience will be consistent with its past experience or that claims and awards subject to self-insured retention will not be material. See *Footnote 17* of the *Notes to Consolidated Financial Statements* for a further discussion of these and other regulatory and litigation-related matters.

If the Company fails to adequately protect its intellectual property rights, competitors may manufacture and market the same or similar products, which could adversely affect the Company's market share and results of operations.

The Company's success with its proprietary products depends, in part, on its ability to protect its current and future technologies and products and to defend its intellectual property rights, including its patent, trade secret, copyright and trademark rights. If the Company fails to adequately protect its intellectual property rights, competitors may manufacture and market the same or similar products, or the incidence of counterfeit products may increase.

The Company holds numerous design and utility patents covering a wide variety of products. The Company cannot be sure that it will receive patents for any of its innovations or that any existing or future patents that it receives or licenses from others will provide competitive advantages for its products. The Company also cannot be sure that competitors will not challenge and potentially invalidate any existing or future patents that the Company receives or licenses. In addition, patent rights may not prevent competitors from developing, using or selling products that are similar or functionally equivalent to the Company's products.

If the Company is found to have infringed the intellectual property rights of others or cannot obtain necessary intellectual property rights from others, its competitiveness could be negatively impaired.

If the Company is found to have violated the trademark, trade secret, copyright, patent or other intellectual property rights of others, directly or indirectly, such a finding could result in the need to cease use of such intellectual property in the Company's business, as well as the obligation to pay for past infringement. If rights holders are willing to permit the Company to continue to use such intellectual property rights, they could require a payment of a substantial amount for such continued use. Either ceasing use or paying such amounts could cause the Company to become less competitive and could have a material adverse effect on the Company's business, financial condition, and results of operations.

Even if the Company is not found to infringe a third party's intellectual property rights, claims of infringement could adversely affect the Company's business. The Company could incur significant legal costs and related expenses to defend against such claims, and the Company could incur significant costs associated with discontinuing to use, provide, or manufacture certain products, or services even if it is ultimately found not to have infringed such rights.

Climate change and increased focus by governmental and non-governmental organizations and customers on sustainability issues, including those related to climate change, may adversely affect our business and financial results.

Rising temperatures and increased frequency of extreme weather resulting from climate change could cause increased incidence of disruption to the production and distribution of our products at these locations and could subject the Company to increased operating costs and capital expenses in response thereto. The consequences of climate change could also be a direct threat to our third-party vendors, service providers or other stakeholders, including increased costs of supplies and disruptions of supply chains or IT or other necessary services for our Company.

Federal, state, and local governments, as well as some of our customers, are beginning to respond to climate change issues. This increased focus on sustainability is resulting in new legislation, regulations and customer requirements that could negatively affect us, as we may incur additional costs or be required to make changes to our operations in order to comply with any new regulations or customer requirements. Legislation or regulations that potentially impose restrictions, caps, taxes, or other controls on emissions of greenhouse gases such as carbon dioxide, a by-product of burning fossil fuels such as those used in the Company's supply chain, could adversely affect our operations and financial results.

More specifically, legislative or regulatory actions related to climate change could adversely impact the Company by increasing our energy costs and reducing fuel efficiency and could result in the creation of substantial additional capital expenditures and operating costs in the form of taxes, emissions allowances, or required equipment upgrades. Any of these factors could impair our operating efficiency and productivity and result in higher operating costs. In addition, revenues could decrease if we are unable to meet regulatory or customer sustainability requirements. These additional costs, changes in operations, or loss of revenues could have a material adverse effect on our business, financial condition, and results of operations. Likewise, a failure to comply with any current or future sustainability-related

reporting requirements, as established by regulators in the U.S., Europe and beyond, may result in loss of business, regulatory penalties, litigation, and/or reputational damage.

Expectations relating to environmental, social and governance considerations expose the Company to potential liabilities, increased costs, reputational harm and other adverse effects on the Company's business.

Many governments, regulators, investors, employees, customers and other stakeholders are increasingly focused on environmental, social and governance and sustainability considerations relating to businesses, including climate change and greenhouse gas emissions, data privacy, AI and human capital. The Company makes statements about its environmental, social and governance targets, goals and initiatives that require investments and are impacted by factors that may be outside the Company's control. In addition, some stakeholders may disagree with the Company's goals and initiatives and the focus of stakeholders may change and evolve over time. The Company may also amend, abandon or replace its targets, goals and initiatives due to a change in strategy, reduced relevance of such targets, goals and initiatives or changing market conditions, and the Company may take certain actions that stakeholders or regulators view as contrary to such targets, goals and initiatives. Stakeholders also may have very different views on where the Company's focus on environmental, social and governance and sustainability issues should be placed, including differing views of regulators in various jurisdictions in which we operate. Any failure, or perceived failure, by the Company to achieve its targets or goals, further its initiatives, adhere to its public statements, comply with federal, state or international environmental, social and governance laws and regulations, or meet evolving and varied stakeholder expectations and standards could result in legal and regulatory proceedings against the Company and materially adversely affect the Company's business, reputation, results of operations, financial condition and stock price.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 1C. CYBERSECURITY

Risk Management and Strategy

The Company recognizes the critical importance of developing, implementing, and maintaining robust cybersecurity measures to safeguard its information systems and to protect the confidentiality, integrity, and availability of its data. Cybersecurity risks are monitored, updated on a regular basis, and integrated as part of the Company's broader enterprise risk management process. The reporting and analysis of cybersecurity risks have also been incorporated within the Company's disclosure controls and procedures and internal disclosure committee process. The Company conducts multiple forms of cybersecurity awareness and training for employees including general cybersecurity awareness articles, role-based training, online cybersecurity awareness tools, and frequent monthly awareness presentations.

The Company uses a combination of internal and external resources to assess, identify, and manage material risks from cybersecurity threats. Internally, the Company leverages its global information security organization, the IT function, privacy and compliance departments, operating segments, functional areas, and its internal audit function. Given the complexity and evolving nature of cybersecurity threats, the Company also utilizes the following external resources:

- two industry research and technology firms for benchmarking and industry research;
- several cybersecurity operations partners for risk detection and threat information sharing;
- cybersecurity penetration testing companies to provide regular technical assessments of our systems;
- an information sharing and analysis service specific to the consumer goods industry; and
- the assistance of its outside cybersecurity counsel.

The Company oversees its third-party service providers' security posture by using an internally managed vendor security assessment process prior to vendor onboarding, with ongoing monitoring for any emerging risks. The Company supplements its internal processes with third-party security partners that provide risk measurements for third parties. While the Company has not encountered cybersecurity risks that have materially affected or are reasonably likely to materially affect its strategy, results of operations or financial condition, there can be no guarantee that the Company will not be materially affected by such cybersecurity risks or a cybersecurity incident in the future. For a discussion of cybersecurity risks and incidents that may impact the Company, refer to preceding section *Item 1A. Risk Factors*.

Governance

The Company's Board of Directors provides oversight of risks from cybersecurity threats through its Audit Committee. The Company's Chief Information Security Officer provides regular quarterly updates to the Audit Committee on material cybersecurity risks, performance and material risk related metrics, and material risk mitigation strategies. These reviews help to inform the Audit Committee, identify areas for improvement and help align the Company's cybersecurity risk management efforts with overall enterprise risk management. The Audit Committee incorporates this information into its regular reporting to the Board of Directors. The Company's management plays a critical role in assessing and managing cybersecurity risks.

The Newell Brands Information Security program is led by the Company's Chief Information Security Officer, a Certified Information Systems Security Professional (CISSP) with over 20 years of experience in cybersecurity gained at four global Fortune 500 companies, and the Company's Chief Information Officer who has overseen the Company's security function for more than 12 years. The Newell Brands Information Security program is governed by the Information Security Governance Committee (the "ISG Committee"), comprised of the Chief Information Security Officer (its Chair), Chief Financial Officer, Chief Legal and Administrative Officer, Chief Human Resources Officer, Chief Information Officer, and Vice President of Internal Audit and SOX. The ISG Committee meets quarterly to discuss material risks, material risk related metrics, and material risk mitigating strategies and conducts tabletop exercises.

In addition to the ISG Committee, Company management is informed about and monitors material cybersecurity risks and incidents through the following formal processes:

- Newell Brands Incident Response Policy and Procedures and related response and governance protocols for high severity incidents;
- Periodic Information Security program presentations to leadership; and
- Chief Information Security Officer material incident notifications to Company management, including the President and CEO.

The outputs from the management processes above are synthesized into the above-mentioned reporting to the Audit Committee of the Board of Directors.

ITEM 2. PROPERTIES

The Company's primary corporate offices are located in a leased office space in Atlanta, Georgia and a leased office space in Norwalk, Connecticut. At December 31, 2025, the Company's global physical presence included approximately 40 manufacturing facilities (15 in the U.S.), approximately 60 regional distribution centers and warehouses (30 in the U.S.), approximately 95 offices for sales, research and development and administrative purposes (25 in the U.S.), as well as approximately 235 retail stores (220 in the U.S.) primarily related to Yankee Candle. Approximately 90% of our global properties are leased (90% in the U.S.), which primarily reflect the Yankee Candle retail stores.

In general, the Company's properties are well-maintained, considered adequate and are utilized for their intended purposes. See *Footnote 5* of the *Notes to Consolidated Financial Statements* for amounts invested in land, buildings and machinery and equipment. Also, see *Footnote 12* of the *Notes to Consolidated Financial Statements* for information about the Company's leased properties.

ITEM 3. LEGAL PROCEEDINGS

Information regarding legal proceedings is included in *Footnote 17* of the *Notes to Consolidated Financial Statements* and is incorporated by reference herein.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

SUPPLEMENTARY ITEM — INFORMATION ABOUT OUR EXECUTIVE OFFICERS:

Name	Age	Title
Christopher H. Peterson	59	President and Chief Executive Officer
Mark J. Erceg	56	Chief Financial Officer
Bradford R. Turner	53	Chief Legal and Administrative Officer and Corporate Secretary
Tracy L. Platt	52	Chief Human Resources Officer
Melanie A. Huet	49	President, Home and Commercial – Home
Robert F. Posthauer	57	President, Home and Commercial – Commercial
Kristine K. Malkoski	65	President, Learning and Development
Nicolas Duran	50	President, Outdoor and Recreation

Christopher H. Peterson has been Chief Executive Officer (“CEO”) of the Company since May 2023 and President since May 2022. He served as Chief Financial Officer (“CFO”) of the Company between December 2018 and January 2023. Mr. Peterson also served as President, Business Operations from February 2020 to May 2022 and as Interim CEO from June 2019 until October 2019. From April 2018 to August 2018, Mr. Peterson served as the Executive Vice President and Chief Operating Officer (“COO”), Operations of Revlon, Inc., a global beauty company. Before that, Mr. Peterson served as both Revlon’s COO, Operations and CFO from June 2017 until March 2018, and as COO, Operations from April 2017 until June 2017. Prior to his positions at Revlon, Mr. Peterson held several senior management roles at Ralph Lauren Corporation, a designer, marketer, and distributor of premium lifestyle products, including serving as President, Global Brands from April 2015 to May 2016, Executive Vice President, Chief Administrative Officer & CFO from November 2013 to March 2015, and Senior Vice President and CFO from September 2012 to November 2013. Previously, Mr. Peterson held several financial management positions at The Procter & Gamble Company, a global consumer products company, from 1992 to 2012. Mr. Peterson serves on the Board of Directors of BJ’s Wholesale Club Holdings, Inc.

Mark J. Erceg has been CFO of the Company since January 2023. Previously, Mr. Erceg served as the Executive Vice President and CFO of Cerner Corporation, a health care information technology company, from February 2021 until July 2022. From October 2016 to January 2021, he served as Executive Vice President and CFO of Tiffany & Company, a manufacturer and retailer of luxury jewelry. Prior to that, Mr. Erceg served as Executive Vice President and CFO of Canadian Pacific Railway from May 2015 to September 2016 and as Executive Vice President and CFO of Masonite International, a global building products company, from June 2010 to May 2015. Previously, Mr. Erceg held several financial and business management positions at The Procter & Gamble Company, a global consumer products company, from 1992 to 2010.

Bradford R. Turner has been Chief Legal and Administrative Officer and Corporate Secretary of the Company since August 2017 and served as Chief Legal Officer and Corporate Secretary from April 2016 to August 2017. Prior to this role, he served as Senior Vice President, General Counsel, and Corporate Secretary from March 2015 to March 2016. Mr. Turner joined the Company in 2004 and has served in various legal roles including Vice President and Deputy General Counsel from October 2011 to March 2015, and Group Vice President & General Counsel, Office Products, from June 2007 to October 2011.

Tracy L. Platt has served as Chief Human Resources Officer of the Company since December 2023. Prior to joining the Company, she served as Executive Vice President and Chief Human Resources Officer of Cerner Corporation, a health care information technology company, from July 2019 to August 2022. Prior to that, Ms. Platt held various human resource leadership roles between 2009 and 2019 at Medtronic Inc., a medical equipment manufacturer, including Vice President of Human Resources and integration leader during Medtronic’s acquisition of Covidien. Earlier in her career, Ms. Platt also held human resources leadership positions at Cardinal Health, Lands’ End, and GE Healthcare.

Melanie A. Huet has served as President, Home and Commercial Solutions – Home since August 2025. Prior to this role, she served as Co-CEO, Home and Commercial Solutions of the Company from June 2025 to August 2025, as President, Brand Management and Innovation of the Company from February 2023 to May 2025, and as a consultant to the Company from October 2022 to January 2023. Prior to joining the Company, she served as Executive Vice President, Chief Commercial Officer at Serta Simmons Bedding LLC, a global sleep products company, between April 2021 and June 2022, and as its Executive Vice President, Chief Marketing Officer between January 2019 and April 2021. Between July 2017 and October 2018, Ms. Huet served as Vice President, Beverages & Snack Nuts of Kraft Heinz, a global consumer packaged goods company. Previously, she served in various senior roles at Kimberly Clark, a global consumer packaged goods company, between 2011 and 2017, including Global Brand Director, Baby & Child

Care from January 2016 to June 2017 and General Manager/Brand Director, Child Care from February 2014 to December 2015. Prior to that, Ms. Huet served in various sales and marketing leadership roles at Unilever, a global consumer packaged goods company, between 2005 and 2011. Ms. Huet serves on the Board of Directors of Quad/Graphics, Inc.

Robert F. Posthauer has served as President, Home and Commercial Solutions – Commercial since August 2025. Prior to this role he served as Senior Vice President and General Manager, Rubbermaid Commercial Products from May 2021 to August 2025. Prior to joining the Company, he served as Senior Vice President of Global Merchandising at Lowe's Companies from September 2017 to December 2020. He also held a series of leadership roles at General Electric Appliances from 2004 to 2017, culminating in his position as Senior Vice President of Sales and Marketing.

Kristine K. Malkoski has served as President, Learning and Development of the Company since August 2025. Prior to this role, she served as Segment CEO - Learning and Development of the Company from January 2023 to August 2025, as Business Unit CEO, Writing of the Company from April 2022 through January 2023 and Business Unit CEO, Food of the Company from February 2020 through January 2023. Prior to joining the Company, from April 2019 to January 2020, Ms. Malkoski was Chief Executive Officer, Americas, for Arc International, a global manufacturer of glassware products for the housewares industry, where she was responsible for housewares sales, marketing, manufacturing and distribution across North and South America. From January 2015 to August 2017, Ms. Malkoski served as President, Global Business and Chief Commercial Officer for World Kitchen, a privately owned international housewares company, where she oversaw operations for its retail stores, and, previously, from June 2012 to January 2015, Ms. Malkoski served as President, North America, Chief Innovation Officer, and President North America Household for World Kitchen. Prior thereto, Ms. Malkoski served as Vice President and General Manager of the Craftsman division of Sears Holding Company and in various other management roles at Sears, Ubiquity Brands and Procter & Gamble. From 1997 to 2002, Ms. Malkoski founded and served as President and Chief Operating Officer of Pharmaceutical Corporation of America, the first contract product management company for the prescription drug industry.

Nicolas Duran has served as President, Outdoor and Recreation of the Company since August 2025. Prior to this role, he served as Segment CEO - Outdoor and Recreation of the Company from January 2024 to August 2025. Prior to joining the Company, Mr. Duran held several leadership roles at Dorel Industries Inc., a global manufacturer of juvenile and home products, from March 2012 to December 2023, including President and CEO, Juvenile Group from November 2016 to December 2023; President, Canada and Latin America, Dorel Juvenile from February 2015 to November 2016; and Group Chief Operating Officer, South America from March 2012 to February 2015. Mr. Duran started his career at Reebok International, which was acquired by the Adidas Group, where he spent 14 years, from 1998 to 2012, in various roles of increasing responsibility in marketing, operations and sales, including serving as Vice President, Latin America, Reebok Brand, and Vice President, Americas and Europe, the Middle East and Africa Distribution, Rockport Brand.

PART II

ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Company’s common stock is listed on the Nasdaq Stock Market (symbol: **NWL**). At February 9, 2026 there were 7,586 stockholders of record.

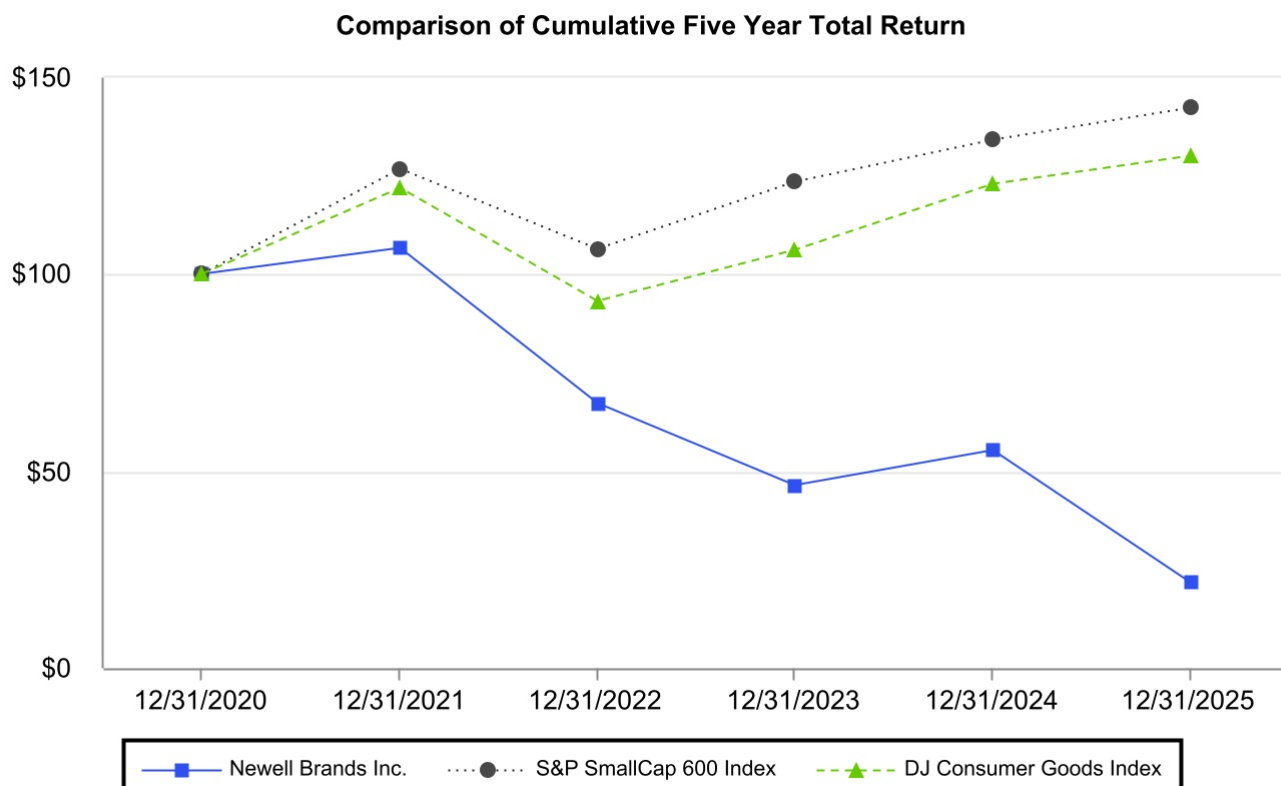
Dividend Policy

The Company continues to prioritize paying dividends, and the Board of Directors currently intends to declare and pay dividends based on the financial condition and results of operations of the Company.

Stock Performance Graph

The following Performance Graph and related information shall not be deemed “soliciting material” or to be “filed” with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent that the Company specifically incorporates it by reference into such filing.

The graph below compares total stockholder return on the Company’s common stock from December 31, 2020 through December 31, 2025 with the cumulative total return of the Standard and Poor’s (“S&P”) SmallCap 600 Index and the Dow Jones (“DJ”) Consumer Goods Index, assuming a \$100 investment made on December 31, 2020. Each of the three measures of cumulative total return assumes reinvestment of dividends, if applicable. The stock performance shown on the graph below is based on historical data and is not indicative of, or intended to forecast, possible future performance of the Company’s common stock.



For information on securities authorized for issuance under the Company’s equity compensation plans, see *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters in Item 12*.

ISSUER PURCHASES OF EQUITY SECURITIES

The following table provides information about the Company's acquisition of equity securities during the three months ended December 31, 2025:

Calendar Month	Total Number of Shares Purchased ^(a)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
October	—	\$ —	—	\$ —
November	—	—	—	—
December	22,791	3.68	—	—
Total	<u>22,791</u>	<u>\$ 3.68</u>	<u>—</u>	<u>—</u>

(a) Shares purchased during the three months ended December 31, 2025, were acquired by the Company based on their fair market value on the vesting date in order to satisfy employees' tax withholding and payment obligations in connection with the vesting of awards of restricted stock units.

ITEM 6. RESERVED

Not applicable.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management's Discussion and Analysis of Financial Condition and Results of Operations section should be read in conjunction with "Financial Statements and Supplementary Data" included in *Part II, Item 8* of this Annual Report on Form 10-K and the Company's audited Consolidated Financial Statements and Notes thereto included elsewhere in this Annual Report on Form 10-K. The "Business Strategy" and "Recent Developments" sections below are brief presentations of our business and certain significant items addressed in this section or elsewhere in this Annual Report on Form 10-K. This section should be read along with the relevant portions of this Annual Report on Form 10-K for a complete discussion of the events and items summarized below. The "Results of Operations" section generally discusses 2025 and 2024 items and year-to-year comparisons between 2025 and 2024. Discussions of 2023 items and year-to-year comparisons between 2024 and 2023 that are not included in this Form 10-K can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in *Part II, Item 7* of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2024.

Overview

Newell Brands is a leading global consumer goods company with a strong portfolio of well-known brands, including Rubbermaid, Sharpie, Graco, Coleman, Rubbermaid Commercial Products, Yankee Candle, Paper Mate, FoodSaver, Dymo, EXPO, Elmer's, Oster, NUK, Spontex and Campingaz. Newell Brands is focused on delighting consumers by lighting up everyday moments. The Company sells its products in over 150 countries around the world and has operations on the ground in more than 45 of these countries, excluding third-party distributors. The Company has three operating segments: Home and Commercial Solutions ("H&CS"), Learning and Development ("L&D") and Outdoor and Recreation ("O&R").

Business Strategy

The Company is actively advancing the strategic priorities identified through its comprehensive capability assessment completed in 2023. These priorities are based on a clear set of "where to play" and "how to win" strategic choices with the goal of improving the Company's top line, expanding margins and improving cash flows with a new operating model, critical talent upgrades and a culture redesign.

Execution of these strategic imperatives, in combination with other initiatives aimed to build operational excellence, will better position the Company for long-term sustainable growth. One such initiative is the organizational Realignment

Plan, announced in 2024, which was designed to strengthen the Company's front-end commercial capabilities, such as consumer understanding and brand communication, in support of the "where to play" and "how to win" strategies the Company initiated in 2023. Actions under the Realignment Plan were implemented by the end of fiscal year 2025.

Further building on the Company's turnaround strategy, the Company announced the Productivity Plan in December 2025. The Productivity Plan is designed to further simplify processes, streamline overhead and redirect resources to the highest-value activities. See *Business in Item 1* for additional information on these initiatives.

Recent Developments

Update on Tariffs

The current U.S. presidential administration has announced and/or imposed a series of new tariffs on foreign imports into the U.S., including without limitation significant tariffs on products manufactured in China. Tariffs on imports into the U.S., most significantly from China, and any retaliatory tariffs on exports from the U.S. to other countries, have increased costs for the Company and could impact the level of trade between the U.S. and its various trading partners around the globe in general.

We believe that the Company is well-positioned to respond to the current tariff environment, primarily because the Company maintains a significant U.S. manufacturing presence of 15 production facilities and manufacturers, in the U.S. and two of its facilities in Mexico, products representing over half of the Company's U.S. revenues that are not presently subject to the recently announced U.S. tariffs. This manufacturing presence is expected to provide a competitive advantage to the Company in certain categories where its competitors are exposed to import tariffs. The Company also has a scaled, centralized procurement team that is proficient in sourcing raw materials and finished products from over 50 countries around the world.

The Company incurred incremental cash tariff cost of approximately \$174 million in 2025 due to the currently announced and imposed tariffs as well as retaliatory tariffs on U.S. exports, prior to any offsetting impact from mitigating actions. There will be a timing difference between the operating cash outflow and the recognition of cost of products sold arising from the tariffs. As a result, the Company recognized approximately \$114 million of incremental costs of products sold in the Consolidated Statement of Operations in 2025. The Company continues to deploy a mitigation strategy designed to offset the impact of this tariff exposure through a number of actions, including pricing, productivity and in some cases relocation of manufacturing. At this time, it is difficult to predict the rate or duration of these tariffs, and there can be no assurance as to the extent to which the Company will be able to offset the impact through mitigation actions. Additional tariffs or further increases to the U.S. tariffs, retaliatory actions taken by other countries, or failure to effectively deploy the Company's mitigation plans could have a significant negative impact on the Company.

Global Productivity Plan

In December 2025, the Company announced the Productivity Plan, as further described in the preceding section. The Company expects to record \$75 million to \$90 million of restructuring and restructuring-related charges in connection with the Productivity Plan, primarily for severance and related costs, with most of the charges to be recognized by the end of 2026. The Company commenced separation of professional and clerical employees during December 2025 and recorded \$40 million of restructuring charges for severance and other termination benefits and restructuring-related charges. See *Risk Factors in Item 1A*, and *Footnote 3 of the Notes to Consolidated Financial Statements* for further information.

Indefinite-Lived Intangible Asset Impairment

During the fourth quarter of 2025, as a result of the Company's annual impairment testing, the Company recorded an aggregate non-cash impairment charge of \$340 million related to two tradenames in the H&CS segment and one in the L&D segment, as the carrying values of the tradenames exceeded their fair values. The decline in the fair values resulted primarily from a downward revision of the forecasted cash flows and an increase in the reporting unit's discount rate, primarily due to the increased risk premium applied to enable reconciliation to the Company's total enterprise value given the decline in the Company's stock price since the last annual impairment test. See *Critical Accounting Estimates and Footnotes 1 and 6 of the Notes to Consolidated Financial Statements* for further information.

Debt Redemption

In November 2025, the Company repaid the outstanding principal amount of its 3.900% senior notes due 2025 (the “2025 Notes”), plus accrued and unpaid interest upon maturity for total consideration of \$48 million.

Debt Rating Downgrades

During the fourth quarter of 2025, Moody’s further downgraded the Company’s senior unsecured debt rating to “B2”, without any further impact to the interest rates on any of the Company’s senior notes, as the Company has reached the maximum provision on the affected bonds.

See *Footnote 8 of the Notes to Consolidated Financial Statements* for further information on debt redemption and debt rating downgrades.

Results of Operations

Consolidated Operating Results 2025 vs. 2024

<i>(in millions, except per share data)</i>	Years Ended December 31,			
	2025	2024	\$ Change	% Change
Net sales	\$ 7,204	\$ 7,582	\$ (378)	(5.0)%
Gross profit	2,432	2,548	(116)	(4.6)%
<i>Gross margin</i>	33.8 %	33.6 %		
Operating income	39	67	(28)	(41.8)%
<i>Operating margin</i>	0.5 %	0.9 %		
Interest expense, net	321	295	26	8.8%
Loss on extinguishment and modification of debt	13	14	(1)	(7.1)%
Other expense, net	6	18	(12)	(66.7)%
Loss before income taxes	(301)	(260)	(41)	(15.8)%
Income tax benefit	(16)	(44)	28	63.6%
<i>Income tax rate</i>	5.3 %	16.9 %		
Net loss	\$ (285)	\$ (216)	(69)	(31.9)%
Diluted loss per share	\$ (0.68)	\$ (0.52)		

Net sales decreased 5% compared to the prior year. Net sales were unfavorably impacted by soft demand across all segments, primarily by our H&CS and O&R segments, net distribution losses and product line exits. These unfavorable factors were partially mitigated by launches of product innovations. Changes in foreign currency unfavorably impacted net sales by \$2 million, or less than 1%.

Gross profit decreased by approximately \$116 million, or approximately 5% compared to the prior year, primarily driven by our H&CS segment. Gross margin improved to 33.8% as compared with 33.6% in 2024. The improvement in gross margin was driven by gross productivity and pricing and lower restructuring-related charges of approximately \$32 million, partially offset by volume impact of lower sales, additional tariffs of approximately \$114 million and inflation.

Notable items, other than the aforementioned, impacting operating income for 2025 and 2024 are as follows:

<i>(in millions)</i>	Years Ended December 31,		
	2025	2024	\$ Change
Impairment of goodwill and intangible assets ^(a)	\$ 340	\$ 345	\$ (5)
Restructuring and restructuring-related ^(b)	90	102	(12)
Transaction costs and other ^(c)	39	12	27

- (a) See *Footnotes 1 and 6 of the Notes to Consolidated Financial Statements* for further information.
- (b) Restructuring-related costs reported in cost of products sold and selling, general and administrative expenses ("SG&A") for 2025 were \$4 million and \$24 million, respectively, and primarily relate to facility closures associated with the Realignment Plan and various discrete initiatives as well as previously disclosed but substantially completed restructuring activities. Restructuring-related costs reported in cost of products sold, SG&A and in impairment of goodwill, intangibles and other assets for 2024 were \$36 million, \$13 million and \$8 million, respectively, and primarily relate to facility closures associated with previously disclosed but substantially completed restructuring activities, as well as other discrete initiatives. Restructuring costs for 2025 and 2024 were \$62 million and \$45 million, respectively. See *Footnote 3 of the Notes to Consolidated Financial Statements* for further information.
- (c) Transaction costs and other for 2025 includes expenses for certain legal proceedings and completed divestitures, costs of a product recall, fire-related losses and hyperinflationary currency movements. Transaction costs and other reported in cost of products sold and SG&A for 2025 were \$29 million and \$10 million, respectively. Transaction costs and other for 2024 primarily relate to release of a bad debt reserve due to a recovery of a receivable from an international customer, hyperinflationary currency movements and accelerated amortization and write-offs of other assets associated with integration projects. Transaction costs and other reported in cost of products sold and SG&A for 2024 were \$11 million and \$1 million, respectively.

Operating income was \$39 million as compared to \$67 million in the prior year period. The decline reflects the aforementioned impact of lower gross profit of \$116 million, higher restructuring charges of \$17 million (See *Footnote 3 of the Notes to the Consolidated Financial Statements* for further information), and increase in advertising and promotion costs of \$12 million, partially offset by lower incentive compensation expense of approximately \$95 million, due to weaker performance relative to targets in 2025, and savings from restructuring actions related to the Realignment Plan and Productivity Plan.

Interest expense, net increased primarily due to higher interest rates and lower interest income. The weighted average interest rates for 2025 and 2024 were approximately 6.4% and 5.8%, respectively. The loss on extinguishment and modification of debt of \$13 million for 2025, is primarily related to the Company's redemption of certain of its senior notes. See *Footnote 8 of the Notes to Consolidated Financial Statements* for further information.

Other expense, net for 2025 and 2024 include the following items:

<i>(in millions)</i>	Years Ended December 31,	
	2025	2024
(Gain) loss on disposition of businesses and investments ^(a)	\$ (12)	\$ 2
Foreign exchange losses, net ^(b)	10	8
Discount on factored receivables and other, net	8	8
	<u>\$ 6</u>	<u>\$ 18</u>

(a) During 2025, the Company sold its equity interest in a joint venture and realized a pretax gain of \$12 million.

(b) See *Footnote 9 of the Notes to Consolidated Financial Statements* for further information.

The income tax benefit for 2025 was \$16 million as compared to \$44 million in 2024. The effective tax rate for 2025 was 5.3% as compared to 16.9% for 2024. The decrease in the tax benefit rate was primarily driven by decrease in discrete benefits and lower pretax book income for 2025. See *Footnote 11 of the Notes to Consolidated Financial Statements* for further information on income taxes.

Business Segment Operating Results 2025 vs. 2024

Home and Commercial Solutions

<i>(in millions)</i>	Years Ended December 31,			
	2025	2024	\$ Change	% Change
Net sales	\$ 3,772	\$ 4,071	\$ (299)	(7.3)%
Operating loss	(138)	(2)	(136)	NM
Operating margin	(3.7)%	— %		

NM — NOT MEANINGFUL

H&CS net sales for 2025 decreased approximately 7% compared to prior year, which reflected soft demand across all businesses, net distribution losses and product line exits, primarily in our Kitchen and Commercial businesses. These declines were partially offset by launches of product innovations mainly in the Kitchen and Home Fragrance businesses. Changes in foreign currency unfavorably impacted net sales by \$8 million, or less than 1%.

Operating loss was \$138 million as compared to \$2 million in the prior year. The decline in operating results is primarily due to lower gross profit of \$116 million, resulting from unfavorable fixed cost leverage associated with lower sales volume, additional tariffs and inflation, partially offset by gross productivity. The decline in operating results was also

unfavorably impacted by \$15 million of higher non-cash impairment charges related to indefinite-lived tradenames (see *Footnote 6 of the Notes to Consolidated Financial Statements* for further information) and \$15 million of higher advertising and promotion costs. These unfavorable factors were partially offset by savings from restructuring actions related to the Realignment Plan.

Learning and Development

(in millions)	Years Ended December 31,			
	2025	2024	\$ Change	% Change
Net sales	\$ 2,691	\$ 2,717	\$ (26)	(1.0)%
Operating income	464	473	(9)	(1.9)%
Operating margin	17.2 %	17.4 %		

L&D net sales for 2025 decreased 1%, compared to prior year as soft demand primarily in the Writing business was partially offset by contributions from launches of product innovations in both the Baby and Writing businesses. Changes in foreign currency favorably impacted net sales by \$4 million, or less than 1%.

Operating income for 2025 decreased to \$464 million as compared to \$473 million in 2024. The decrease in operating income is primarily due to lower gross profit of \$31 million, as gross productivity was more than offset by inflation and impact of tariffs. The decline in gross profit was partially offset by lower non-cash impairment charge of \$20 million, related to an indefinite-lived tradename (see *Footnote 6 of the Notes to Consolidated Financial Statements* for further information) and savings from restructuring actions primarily related to the Realignment Plan.

Outdoor and Recreation

(in millions)	Years Ended December 31,			
	2025	2024	\$ Change	% Change
Net sales	\$ 741	\$ 794	\$ (53)	(6.7)%
Operating loss	(25)	(86)	61	70.9%
Operating margin	(3.4)%	(10.8)%		

O&R net sales for 2025 decreased approximately 7% compared to prior year primarily due to net distribution losses, soft demand and business exits. These declines were partially offset by contribution from launches of product innovation and pricing. Changes in foreign currency favorably impacted net sales by \$2 million, or less than 1%.

Operating loss for 2025 was \$25 million as compared to \$86 million in 2024. The improvement was due to higher gross profit of \$31 million driven primarily by gross productivity, pricing actions and mix. Savings from restructuring actions also contributed to the improvement of operating results.

Liquidity and Capital Resources

Liquidity

The Company believes the extent of the impact of the rapidly changing retail and consumer landscape, which reflects an increased focus by retailers to rebalance inventory levels, inflationary pressures and uncertainty over the volatility and direction of future demand patterns on the Company's future sales, operating results, cash flows, liquidity and financial condition, will continue to be driven by numerous evolving factors the Company cannot accurately predict and which will vary. As noted in Business Strategy and Recent Developments, the Company has taken actions to further strengthen its financial position and balance sheet, and maintain financial liquidity and flexibility, including refinancing certain of its senior notes.

The Company believes these actions and its cash generating capability, together with its borrowing capacity and available cash and cash equivalents, provide adequate liquidity to fund its operations, support its growth platforms, pay down debt and debt maturities as they come due and execute its ongoing business initiatives. The Company regularly assesses its cash requirements and the available sources to fund these needs. For further information, refer to *Item 1A. Risk Factors – Financial Risks in Part I*.

At December 31, 2025, the Company had cash and cash equivalents of approximately \$203 million, of which approximately \$133 million was held by the Company's non-U.S. subsidiaries. The Company maintains a position of partial permanent reinvestment in the earnings of its non-U.S. subsidiaries. Deferred taxes are recorded for earnings of



the Company's foreign operations that are determined to be not indefinitely reinvested. See *Footnote 11* of the *Notes to Consolidated Financial Statements* for further information.

The table below summarizes the Company's cash activity for 2025 and 2024 (in millions):

	2025	2024	Increase (Decrease)
Cash provided by operating activities	\$ 264	\$ 496	\$ (232)
Cash used in investing activities	(164)	(151)	(13)
Cash used in financing activities	(101)	(451)	350
Exchange rate effect on cash, cash equivalents and restricted cash	2	(36)	38
Increase (decrease) in cash, cash equivalents and restricted cash	\$ 1	\$ (142)	\$ 143

The Company has historically generated the majority of its operating cash flow in the third and fourth quarters of the year due to seasonal variations in operating results, the timing of annual performance-based compensation payments, customer program payments, working capital requirements and credit terms provided to customers.

Cash Flows from Operating Activities

The change in net cash provided by operating activities for 2025, was primarily driven by lower cash generated from accounts receivable, due to lower net sales and timing of collections, cash impact of additional tariffs and higher cash incentive compensation payments in 2025. These were partially offset by improvement in inventory levels and timing of vendor payments as well as lower restructuring payments during the year.

Cash Flows from Investing Activities

The change in net cash used in investing activities for 2025 primarily reflects lower capital expenditures of \$12 million, as the Company continues to streamline its initiatives and higher proceeds from sale of divested businesses and investments, offset by lower proceeds from settlement of swaps. See *Footnote 9 of the Notes to Consolidated Financial Statements* for further information on swaps.

Cash Flows from Financing Activities

The change in cash used in financing activities was primarily due to higher utilization of the Credit Revolver during the current year.

See *Footnote 8 of the Notes to Consolidated Financial Statements* for further information.

Capital Resources

The Company currently believes its capital structure and cash resources, as further described below, will continue to support the funding of the future dividends, and the Company will continue to evaluate all actions to strengthen its financial position and balance sheet and to maintain its financial liquidity, flexibility and capital allocation strategy.

The Company was in compliance with all of its debt covenants at December 31, 2025.

Credit Revolver

The Company's \$1.00 billion Credit Revolver matures in August 2027. Under the Credit Revolver, the Company may borrow funds on a variety of interest terms. The Credit Revolver agreement (i) requires the Company to satisfy financial covenants testing the Company's Collateral Coverage Ratio and Total Net Leverage Ratio (each further defined in the Credit Revolver, as amended), (ii) requires the Company and certain of its domestic and foreign subsidiaries (the "Guarantors") to guaranty Company obligations under the Credit Revolver and (iii) requires the Company and other Guarantors to grant a lien and security interest in certain assets consisting of eligible accounts receivables, eligible inventory, eligible equipment and eligible intellectual property, and all products and proceeds of the foregoing, subject to certain limitations.

In accordance with the terms of the Credit Revolver, the Total Net Leverage Ratio covenant, is scheduled to decrease as of the last day of the fiscal quarter ending September 30, 2026 and to continue at such level for each fiscal quarter

ending thereafter during the remaining term of the Credit Revolver. The Company's ability to continue to comply with the Total Net Leverage Ratio covenant is dependent upon the Company's future operating and financial performance, which may be affected by economic conditions and other factors beyond our control. A failure to maintain the Company's financial covenants and to subsequently remedy a default would impair its ability to borrow under the Credit Revolver and, absent a waiver of such default by the lenders under the Credit Revolver or an amendment or replacement of the Credit Revolver with alternative financing, potentially subject the Company to cross-default and acceleration provisions in its debt documents, which would have a significant adverse effect on the Company's business, financial condition and operating results. While the Company would pursue refinancing the Credit Revolver with a new or amended borrowing facility should such action be necessary, there can be no assurance regarding the availability of such a new or amended facility on terms favorable to the Company or at all.

Other than outstanding borrowings under the Credit Revolver, availability under the Credit Revolver is subject to change in accordance with the terms of the agreement, including in response to changes in the Company's pledged collateral value or outstanding letters of credit under the Credit Revolver. At December 31, 2025, there was \$852 million of availability under the Credit Revolver, based on the value of the pledged collateral and prior to giving effect to outstanding borrowings and letters of credit.

The Credit Revolver provides for the issuance of up to \$150 million of letters of credit, so long as there is sufficient availability for borrowing under the Credit Revolver. At December 31, 2025, the Company had approximately \$37 million of outstanding standby letters of credit issued against the Credit Revolver and \$130 million of outstanding borrowings under the Credit Revolver resulting in a net availability of approximately \$685 million.

Customer Receivable Purchase Agreements

The Company maintains a factoring agreement with a financial institution to sell certain customer receivables (the "Customer Receivables Purchase Agreement") up to \$700 million of eligible accounts receivable. Outstanding receivables sold under the Customer Receivables Purchase Agreement totaled approximately \$270 million at both December 31, 2025 and 2024.

In addition, the Company, through a wholly-owned special purpose entity ("SPE"), has a three-year factoring agreement with a financial institution to sell certain customer receivables up to \$225 million, between February and April of each year and up to \$275 million at all other times, of eligible accounts receivable without recourse on a revolving basis (the "Receivables Facility"). Under the Receivables Facility, certain of the Company's subsidiaries continuously sell their accounts receivables, originated in the U.S., to the SPE which then sells the receivables to the financial institution. The SPE is a variable interest entity for which the Company is considered to be the primary beneficiary. The SPE's sole business consists of the purchase of receivables from certain subsidiaries of the Company and the subsequent transfer of such receivables to the financial institution. Although the SPE is included in the Company's consolidated financial statements, it is a separate legal entity with separate creditors. The assets of the SPE are not available to pay creditors of the Company or its subsidiaries. The fair value of these servicing arrangements as well as the fees earned was immaterial. Outstanding receivables sold under the Receivables Facility at December 31, 2025 and 2024 were approximately \$125 million and \$145 million, respectively.

The Company accounts for receivables sold to the financial institutions under both factoring agreements as a sale of financial assets and derecognizes the trade receivables from the Company's Consolidated Balance Sheets. The Company classifies the proceeds received from the sales of accounts receivable to the financial institutions as an operating cash flow and collections of accounts receivables not yet remitted to the financial institutions as financing cash flow in the Consolidated Statements of Cash Flows, and such collections are classified as restricted cash (included in prepaid expenses and other current assets) on the Company's Consolidated Balance Sheets.

Senior Notes

In May 2025, the Company completed the offering and sale of \$1.25 billion of 8.500% senior notes due 2028 (the "2028 Notes") and received proceeds of \$1.23 billion, net of fees and expenses paid. The Company used the proceeds of the offering to fully redeem its outstanding 4.200% senior notes due 2026 (the "2026 Notes") at a redemption price equal to 100.757% of the outstanding aggregate principal amount of the notes, plus accrued unpaid interest to the redemption date. The total consideration was approximately \$1.25 billion. As a result of the redemption, the Company recorded a loss on debt extinguishment of \$13 million.

In November 2025, the Company repaid the outstanding principal amount of the 2025 Notes, plus accrued and unpaid interest upon maturity for total consideration of \$48 million.

During the second quarter of 2025 Moody's and S&P downgraded the Company's senior unsecured debt rating. As a result, certain of the Company's outstanding senior notes were subject to interest rate adjustments, taking effect in the fourth quarter of 2025. During the fourth quarter of 2025, Moody's further downgraded the Company's senior unsecured debt rating to "B2", without any further impact to the interest rates on any of the Company's senior notes, as the Company has reached the maximum provision on the affected bonds.

See *Footnote 8* of the *Notes to Consolidated Financial Statements* for further information.

Risk Management

From time to time, the Company enters into derivative transactions to hedge its exposures to interest rate, foreign currency rate and commodity price fluctuations. The Company does not enter into derivative transactions for trading purposes.

See *Footnote 9* of the *Notes to Consolidated Financial Statements* for further information on the Company's derivative instruments.

Contractual Obligations, Commitments and Off-Balance Sheet Arrangements

The Company has outstanding debt obligations maturing at various dates through 2046. Certain other items, such as purchase commitments and other executory contracts, are not recognized as liabilities in the Company's consolidated financial statements but are required to be disclosed. Examples of items not recognized as liabilities in the Company's consolidated financial statements are commitments to purchase raw materials or inventory that has not yet been received at December 31, 2025, and other non-cancelable obligations including capital assets and other licensing services.

The following table summarizes the effect that material contractual obligations and commitments are expected to have on the Company's cash flow in the indicated period at December 31, 2025. Additional details regarding these obligations are provided in the *Notes to Consolidated Financial Statements*:

<i>(in millions)</i>	Total	1 year	2-3 years	4-5 years	After 5 years
Debt ^(a)	\$ 4,718	\$ 130	\$ 1,752	\$ 1,250	\$ 1,586
Interest on debt ^(b)	2,242	333	581	333	995
Lease obligations ^(c)	652	137	212	140	163
Purchase obligations ^(d)	802	589	155	58	—
Total ^(e)	\$ 8,414	\$ 1,189	\$ 2,700	\$ 1,781	\$ 2,744

(a) Amounts represent contractual obligations based on the earliest date that the obligation may become due, excluding interest, based on borrowings outstanding as of December 31, 2025. For further information relating to these obligations, see *Footnote 8* of the *Notes to Consolidated Financial Statements*.

(b) Amounts represent estimated interest payable on borrowings outstanding as of December 31, 2025, excluding the impact of fixed to floating rate interest rate swaps. Interest on floating-rate debt was estimated using the rate in effect as of December 31, 2025. For further information, see *Footnotes 8* and *9* of the *Notes to Consolidated Financial Statements*.

(c) Amounts represent lease liabilities on operating leases as of December 31, 2025. See *Footnote 12* of the *Notes to Consolidated Financial Statements*.

(d) Primarily consists of purchase commitments with suppliers entered into as of December 31, 2025, for the purchase of materials, packaging and other components and services. These purchase commitment amounts represent only those items which are based on agreements that are legally enforceable and that specify all significant terms including minimum quantity, price and term and do not represent total anticipated purchases.

(e) Total does not include contractual obligations reported as of December 31, 2025 balance sheet as current liabilities, except for the current portion of long-term debt, short-term debt, accrued interest and current portion of lease liabilities.

The Company also has liabilities for uncertain tax positions and unrecognized tax benefits. The Company is under audit from time-to-time by the Internal Revenue Service ("IRS") and other taxing authorities, and it is possible that the amount of the liability for uncertain tax positions and unrecognized tax benefits could change in the coming year. While it is possible that one or more of these examinations may be resolved in the next year, the Company is not able to reasonably estimate the timing or the amount by which the liability will be settled over time; therefore, the \$360 million in unrecognized tax benefits at December 31, 2025 is excluded from the preceding table. See *Footnote 11* of the *Notes to Consolidated Financial Statements* for additional information.

Additionally, the Company has obligations with respect to its pension and postretirement benefit plans, which are excluded from the preceding table. The timing and amounts of the funding requirements are uncertain because they are dependent on interest rates and actual returns on plan assets, among other factors. See *Footnote 10* of the *Notes to Consolidated Financial Statements* for further information.

At December 31, 2025, the Company had approximately \$49 million in standby letters of credit primarily related to the Company's self-insurance programs, including workers' compensation, product liability and medical. See *Footnote 17* of the *Notes to Consolidated Financial Statements* for further information.

At December 31, 2025, the Company did not have any significant off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of Regulation S-K.

Critical Accounting Estimates

The preparation of the Company's financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions about future events that affect the amounts reported in the financial statements and accompanying footnotes. Future events and their effects cannot be determined with absolute certainty. Therefore, the determination of estimates requires the exercise of judgment. Actual results will differ from those estimates, and such differences may be material to the Consolidated Financial Statements. The Company's significant accounting policies are more fully described in *Footnote 1* of the *Notes to Consolidated Financial Statements*. The Company's most critical accounting policies, which are those that have or are reasonably likely to have a material impact on its financial condition and results of operations, are described below.

Revenue Recognition

The Company recognizes revenue when performance obligations under the terms of a contract with the customer are satisfied or at a point in time, which generally occurs either on shipment or on delivery based on contractual terms, when control is transferred. The Company's primary performance obligation is the sale and distribution of its consumer and commercial products to its customers.

Revenue is measured as the amount of consideration to which it expects to be entitled in exchange for transferring goods or providing services. Certain customers may receive cash and/or non-cash incentives such as cash discounts, returns, credits or reimbursements related to defective products, customer discounts (such as volume or trade discounts), cooperative advertising and other customer-related programs, which are accounted for as variable consideration. In some cases, the Company applies judgment when estimating variable consideration by evaluating contractual rates and historical payment trends.

In addition, the Company participates in various programs and arrangements with customers designed to increase the sale of products by these customers. Among the programs negotiated are arrangements under which allowances are earned by customers for attaining agreed-upon sales levels or for participating in specific marketing programs. Coupon programs are also developed on a customer- and territory-specific basis.

Under customer programs and arrangements that require sales incentives to be paid in advance, the Company amortizes the amount paid over the period of benefit or contractual sales volume. When incentives are paid in arrears, the Company accrues the estimated amount to be paid based on the program's contractual terms, expected customer performance and/or estimated sales volume. These estimates are determined using historical customer experience and other factors, which sometimes require significant judgment. Due to the length of time necessary to obtain relevant data from customers, among other factors, actual amounts paid can differ from these estimates.

Sales taxes and other similar taxes are excluded from revenue. The Company has elected to account for shipping and handling activities as a fulfillment cost. The Company also elected not to disclose the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less and (ii) contracts for which revenue is recognized at the amount to which the Company has the right to invoice for services performed.

Goodwill and Indefinite-Lived Intangibles

Goodwill and indefinite-lived intangibles are tested and reviewed for impairment annually during the fourth quarter (on December 1), or more frequently if facts and circumstances warrant. On December 1, 2025, the carrying values for goodwill and indefinite-lived intangible assets were \$3.1 billion and \$889 million, respectively.

Goodwill

Goodwill is tested for impairment at a reporting unit level, and all of the Company's goodwill is assigned to its reporting units. Reporting units are determined based upon the Company's organizational structure in place at the date of the goodwill impairment testing and generally are one level below the operating segment level. The Company's operations are comprised of six reporting units, within its three primary operating segments. The Company has the option of first analyzing qualitative factors to determine whether it is more likely than not that the fair value of any reporting unit is less than its carrying amount. However, the Company may elect to perform a quantitative goodwill impairment test in lieu of the qualitative test.

When a qualitative goodwill test is performed, the Company analyzes factors to determine whether it is more likely than not that the fair value of a reporting unit is less than the carrying amount as a basis for determining whether it is necessary to perform the quantitative goodwill impairment test. The evaluation of qualitative factors includes an assessment of relevant facts, events, and circumstances including but not limited to: macroeconomic conditions, industry and market conditions, and the current and forecasted financial performance of the reporting unit. If the qualitative test indicates it is more likely than not that the fair value of a reporting unit is less than the carrying amount the Company performs the quantitative test, which measures the amount of the goodwill impairment, if any.

During the fourth quarter of 2025, the Company elected to perform a qualitative assessment for the Writing reporting unit and a quantitative assessment for the Commercial and Baby reporting units. Based on the Company's qualitative assessment, the Company concluded there were no events or circumstances that rise to a level that would more likely than not reduce the fair value of the Writing reporting unit below the carrying value; therefore, a quantitative goodwill impairment analysis was not required for the Writing reporting unit.

In performing a quantitative assessment, the Company estimates the fair value of each reporting unit by using the income approach. The quantitative goodwill impairment test requires significant use of judgment and assumptions, such as the identification of reporting units; assignment of assets and liabilities to reporting units; and estimation of future cash flows (including net sales, gross profit and operating expenses), terminal values, discount rates and total enterprise value.

The income approach used is the discounted cash flow methodology and is based on five-year cash flow projections reflecting the Company's latest projections which included, among other things, the impact of current and projected financial performance of the reporting unit at the time the Company performed its impairment testing. The cash flows projected are analyzed on a debt-free basis (before cash payments to equity and interest-bearing debt investors) in order to develop an enterprise value from operations for the reporting unit. A provision is made, based on these projections, for the value of the reporting unit at the end of the forecast period, or terminal value. The present value of the finite-period cash flows and the terminal value are determined using a selected discount rate. Changes in forecasted operations and other assumptions could materially affect the estimated fair values. Changes in business conditions could potentially require adjustments to these asset valuations.

During the fourth quarter of 2025, in conjunction with its annual impairment testing, there were no goodwill impairment charges recorded as a result of the quantitative goodwill assessments. However, the Commercial reporting unit in the H&CS segment, had a fair value within 10% of its associated carrying value. The decline in fair value of the Commercial reporting unit resulted primarily from a downward revision of forecasted cash flows and an increase in the reporting unit's discount rate, primarily due to an increased risk premium applied to enable reconciliation to the Company's total enterprise value, given the decline in the Company's stock price since the last annual impairment test. A hypothetical 10% reduction in forecasted earnings before interest, taxes, depreciation and amortization used in the discounted cash flows to estimate the fair value to the Commercial reporting unit would have resulted in an impairment charge of approximately \$131 million against its goodwill carrying value of \$747 million.

See *Footnote 6 of the Notes to Consolidated Financial Statements* for further information on the Company's goodwill.

Indefinite-lived intangibles

As part of the Company's annual indefinite-lived intangible asset impairment testing (primarily tradenames), the Company has the option to first analyze qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired. The evaluation of qualitative factors includes an assessment of relevant facts, events, and circumstances including but not limited to: macroeconomic conditions, industry and market conditions, and the current and forecasted financial performance. The Company performs a quantitative test when

qualitative factors alone are not sufficient to conclude whether it is more likely than not that an indefinite-lived intangible asset is not impaired. If the Company performs a quantitative test, an impairment loss will only be recognized for the amount by which the carrying value of the indefinite-lived intangible asset exceeds its fair value, not to exceed the total carrying value of the asset.

During the fourth quarter of 2025, the Company elected to perform qualitative assessments for two indefinite-lived intangible assets in the L&D segment and quantitative assessments for two indefinite-lived intangible assets in the H&CS segment as well as two for the L&D segment. Based on the Company's qualitative assessments, the Company concluded there were no events or circumstances that rise to a level that would more likely than not reduce the fair value of those indefinite-lived intangible assets in the L&D segment below the carrying value; therefore, a quantitative impairment analysis was not required for these two indefinite-lived intangible assets.

The quantitative testing of indefinite-lived intangibles under established guidelines for impairment requires significant use of judgment and assumptions (such as estimation of future cash flows, royalty rates, terminal values and discount rates). An indefinite-lived intangible asset is impaired by the amount by which its carrying value exceeds its estimated fair value. For impairment testing purposes, the fair value of indefinite-lived intangibles is determined using either the relief from royalty method or the excess earnings method. The relief from royalty method estimates the value of a tradename by discounting the hypothetical avoided royalty payments to their present value over the economic life of the asset. The excess earnings method estimates the value of the intangible asset by quantifying the residual (or excess) cash flows generated by the asset and discounts those cash flows to the present. The excess earnings methodology requires the application of contributory asset charges. Contributory asset charges typically include assumed payments for the use of working capital, tangible assets and other intangible assets. Changes in forecasted operations and other assumptions could materially affect the estimated fair values. Changes in business conditions could potentially require adjustments to these asset valuations.

During the fourth quarter of 2025, in conjunction with its annual impairment testing, the Company recorded non-cash impairment charges of \$163 million and \$127 million associated with two tradenames in the H&CS segment and \$50 million associated with one tradename in the L&D segment, as the carrying values exceeded the fair values.

The decline in the fair value of the tradenames in the H&CS and L&D segments resulting in the aforementioned non-cash impairment charges was the result of a downward revision of forecasted cashflows and an increase in the tradenames' discount rates, primarily due to increased risk premiums applied to enable reconciliation to the Company's total enterprise value, given the decline in the Company's stock price since the last annual impairment test. A hypothetical 10% reduction in the forecasted revenue and residual (excess) cash flows used in the excess earnings method applied in determining the fair value of each tradename would have resulted in an incremental non-cash impairment charge in the H&CS segment of \$19 million and \$9 million, for each tradename. A hypothetical 10% reduction in the forecasted revenue used in the relief from royalty method in determining the fair value of the tradename would have resulted in an incremental non-cash impairment charge in the L&D segment of \$1 million.

There was no resulting non-cash impairment charge with respect to the other tradename in the L&D segment for which a quantitative assessment was performed. However, this tradename had a fair value within 10% of its associated carrying value of \$135 million. A hypothetical 10% reduction in the forecasted revenue used in the relief from royalty method in determining the fair value of the tradename would have resulted in a non-cash impairment charge of \$9 million in the L&D segment.

The Company has experienced headwinds due to soft global demand, announced and/or imposed tariffs on foreign imports into the U.S., and an increased focus by retailers to rebalance inventory levels in light of continued inflationary pressures on consumers. The Company expects that current market contraction is reflective of a reset of demand levels. If the demand continues to contract or the business fails to regain lost distribution, additional declines in the fair value of reporting units or certain tradenames may occur resulting in an impairment charge. Additional impairment testing may be required based on further deterioration of global demand and/or the macroeconomic environment, further declines in operating results of the Company's reporting units and/or tradenames, further sustained deterioration of the Company's market capitalization, and other factors, which may necessitate changes to estimates or valuation assumptions used in the fair value of the reporting units for goodwill and indefinite-lived intangible tradenames. Although management cannot predict when improvements in macroeconomic conditions will occur, if consumer confidence and consumer spending continue to decline significantly in the future or if commercial and industrial economic activity experiences a sustained deterioration from current levels, the Company may be required to record further impairment charges in the future.

See *Footnote 6* of the *Notes to Consolidated Financial Statements* for further information associated with non-cash indefinite-lived intangibles impairment charges resulting from its annual test during 2025.

Other Long-Lived Assets

The Company continuously evaluates whether impairment indicators related to its property, plant and equipment, operating leases and other long-lived assets are present. These impairment indicators may include a significant decrease in the market price of a long-lived asset or asset group, early termination of an operating lease, a significant adverse change to the extent or manner in which a long-lived asset or asset group is being used or in its physical condition, or a current-period operating or cash flow loss combined with a history of operating or cash flow losses or a forecast that demonstrates continuing losses associated with the use of a long-lived asset or asset group. If impairment indicators are present, the Company estimates the future cash flows for the asset or group of assets. The sum of the undiscounted future cash flows attributable to the asset or group of assets is compared to their carrying amount. The cash flows are estimated utilizing various assumptions regarding future sales and expenses, working capital and proceeds from asset disposals on a basis consistent with the Company's forecasts. If the carrying amount exceeds the sum of the undiscounted future cash flows, the Company discounts the future cash flows using a discount rate required for a similar investment of like risk and records an impairment charge as the difference between the fair value and the carrying value of the asset group. The Company performs its testing of the asset group at the reporting unit level, as this is the lowest level for which identifiable cash flows are available, with the exception of the Yankee Candle business, where testing is performed at the retail store level. See *Footnotes 5, 6, and 12* of the *Notes to Consolidated Financial Statements* for further information.

Income Taxes

The Company accounts for deferred income taxes using the asset and liability approach. Under this approach, deferred income taxes are recognized based on the tax effects of temporary differences between the financial statement and tax bases of assets and liabilities, as measured by current enacted tax rates. Valuation allowances are recorded to reduce the deferred tax assets to an amount that will more likely than not be realized.

The Company's income tax provisions are based on calculations and assumptions that are subject to examination by various worldwide tax authorities. Although the Company believes that the positions taken on previously filed tax returns are reasonable, it has established tax, interest and penalty reserves in recognition that various taxing authorities may challenge the positions taken, which could result in additional liabilities for taxes, interest and penalties. The Company regularly reviews its deferred tax assets for recoverability considering historical profitability, projected future taxable income, the expected timing of the reversals of existing temporary differences and tax planning strategies.

For uncertain tax positions, the Company applies the provisions of relevant authoritative guidance, which requires application of a "more likely than not" threshold to the recognition and derecognition of tax positions. The Company's ongoing assessments of the more likely than not outcomes of tax authority examinations and related tax positions require significant judgment and can increase or decrease the Company's effective tax rate, as well as impact operating results.

The Company's provision for income taxes is subject to volatility and could be favorably or adversely affected by earnings being higher or lower in countries that have lower tax rates and higher or lower in countries that have higher tax rates; by changes in the valuation of deferred tax assets and liabilities; by expiration of or lapses in tax-related legislation; by expiration of or lapses in tax incentives; by tax effects of nondeductible compensation; by changes in accounting principles; by liquidity needs driving repatriations of non-U.S. cash to the U.S.; or by changes in tax laws and regulations, including possible U.S. changes to the taxation of earnings of foreign subsidiaries, the deductibility of expenses attributable to foreign income, or the foreign tax credit rules.

The Company's effective tax rate differs from the statutory rate, primarily due to the tax impact of state taxes, foreign tax rates, tax credits, the domestic manufacturing deduction, tax audit settlements and valuation allowance adjustments. Significant judgment is required in evaluating uncertain tax positions, determining valuation allowances recorded against deferred tax assets, and ultimately, the income tax provision.

It is difficult to predict when resolution of income tax matters will occur and when recognition of certain income tax assets and liabilities is appropriate, and the Company's income tax expense in the future may continue to differ from the statutory rate because of the effects of similar items. For example, if items are favorably resolved or management determines a deferred tax asset is realizable that was previously reserved, the Company will recognize period tax benefits. Conversely, to the extent tax matters are unfavorably resolved or management determines a valuation

allowance is necessary for a tax asset that was not previously reserved, the Company will recognize incremental period tax expense. These matters are expected to contribute to the tax rate differing from the statutory rate and continued volatility in the Company's effective tax rate. See *Footnote 11* of the *Notes to Consolidated Financial Statements* for further information.

Pensions and Postretirement Benefits

The Company records annual amounts relating to its pension and postretirement plans based on calculations, which include various actuarial assumptions, including discount rates, assumed rates of return, compensation increases, turnover rates and health care cost trend rates. The Company reviews its actuarial assumptions on an annual basis and makes modifications to the assumptions based on current rates and trends when it is deemed appropriate to do so. The effect of modifications is generally deferred and amortized over future periods. The Company believes that the assumptions utilized in recording its obligations under its plans are reasonable based on its experience, market conditions and the input from its actuaries and investment advisors. The pension and postretirement obligations are measured at December 31, 2025 and 2024.

The Company employs a total return investment approach for its pension and postretirement benefit plans whereby a mix of equities and fixed income investments are used to optimize the long-term return of pension plan assets. The intent of this strategy is to minimize plan expenses by outperforming plan liabilities over the long run. Risk tolerance is established through careful consideration of plan liabilities, plan funded status, and corporate financial condition. The investment portfolios contain a diversified blend of equity and fixed-income investments. The equity investments are diversified across geography and market capitalization through investments in U.S. large-capitalization stocks, U.S. small-capitalization stocks and international securities. Investment risk is measured and monitored on an ongoing basis through annual liability measurements, periodic asset/liability studies and quarterly investment portfolio reviews.

The expected long-term rate of return for plan assets is based upon many factors including expected asset allocations, historical asset returns, current and expected future market conditions, risk and active management premiums. The target asset allocations for the Company's domestic pension plans may vary by plan, in part due to plan demographics, funded status and liability duration. In general, the Company's target asset allocations are as follows: equities approximately 30%; fixed income approximately 65%; multi-sector fixed income approximately 5% and nominal for cash, alternative investments and other at December 31, 2025. Actual asset allocations may vary from the targeted allocations for various reasons, including market conditions and the timing of transactions. The Company maintains numerous international defined benefit pension plans. The asset allocations for the international investment may vary by plan and jurisdiction and are primarily based upon the plan structure and plan participant profile. At December 31, 2025, the domestic plan assets were allocated as follows: equities approximately 30% and other investments (alternative investments, fixed-income securities, cash and other) approximately 70%. Actual asset allocations may vary from the targeted allocations for various reasons, including market conditions and the timing of transactions.

For 2025, 2024 and 2023, the actual return on plan assets for the Company's U.S. pension plan assets was approximately \$66 million, \$14 million and \$57 million, respectively, versus an expected return on plan assets of approximately \$48 million, \$47 million and \$52 million, respectively. The actual amount of future contributions will depend, in part, on long-term actual return on assets and future discount rates. Pension contributions for all the Company's pension plans and postretirement benefit obligations for 2026 are estimated to be approximately \$8 million, as compared to the 2025 contributions of approximately \$3 million.

The weighted average expected return on plan assets assumption for 2025 was approximately 5.7% for the Company's domestic and international pension plans. The weighted average discount rate at the 2025 measurement date used to measure the pension plans' benefit obligations and postretirement benefit obligations was approximately 5.0% and 4.8%, respectively. A 25 basis points decrease in the discount rate at the 2025 measurement date would increase projected benefit obligations for the pension plans and postretirement plans by approximately \$17 million.

See *Footnote 10* of the *Notes to Consolidated Financial Statements* for further information.

Recent Accounting Pronouncements

A summary of recent accounting pronouncements is included in *Footnote 1* of the *Notes to Consolidated Financial Statements*.

International Operations

The Company's non-U.S. businesses accounted for approximately 39%, 38% and 37% of net sales for 2025, 2024 and 2023, respectively (see *Footnote 16* of the *Notes to Consolidated Financial Statements*).

Forward-Looking Statements

This report contains forward-looking statements within the meaning of the federal securities law. These statements generally can be identified by the use of words such as “intend,” “anticipate,” “believe,” “estimate,” “project,” “target,” “plan,” “expect,” “setting up,” “beginning to,” “will,” “should,” “would,” “could,” “resume,” “are confident that,” “remain optimistic that,” “seek to,” or similar statements. The Company cautions that forward-looking statements are not guarantees because there are inherent difficulties in predicting future results. Actual results may 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:

- the Company's ability to optimize costs and cash flow and mitigate the impact of soft global demand and retailers' inventory rebalancing through discretionary and overhead spend management, advertising and promotion expense optimization, demand forecast and supply plan adjustments and actions to improve working capital;
- the Company's dependence on the strength of retail and consumer demand and commercial and industrial sectors of the economy in various countries around the world;
- the Company's ability to improve productivity, reduce complexity and streamline operations;
- risks related to the Company's substantial indebtedness and current leverage profile, ability to refinance upcoming revolver and bond maturities on favorable terms, and potential increases in interest rates or changes in the Company's credit ratings including the failure to maintain financial covenants which if breached could subject us to cross-default and acceleration provisions in our debt documents;
- the impact on the Company's operations and financial condition resulting from current global macroeconomic environment, including the impact of tariffs imposed by the U.S. and retaliatory tariffs imposed by foreign countries, and the Company's ability to effectively execute its mitigation plans;
- competition with other manufacturers and distributors of consumer products;
- major retailers' strong bargaining power and consolidation of the Company's customers;
- supply chain and operational disruptions in the markets in which we operate, including as a result of geopolitical and macroeconomic conditions and any global military conflicts including those between Russia and Ukraine and in the Middle East;
- changes in the prices and availability of labor, transportation, raw materials and sourced products, including significant inflation, and the Company's ability to offset cost increases through pricing and productivity in a timely manner;
- the Company's ability to effectively execute its turnaround plan, including the Productivity Plan and other restructuring and cost saving initiatives;
- the Company's ability to develop innovative new products, to develop, maintain and strengthen end-user brands and to realize the benefits of increased advertising and promotion spend;
- the risks inherent to the Company's foreign operations, including currency fluctuations, exchange controls and pricing restrictions;
- future events that could adversely affect the value of the Company's assets and/or stock price and require additional impairment charges;
- unexpected costs or expenses associated with dispositions;
- the cost and outcomes of governmental investigations, inspections, lawsuits, legislative requests or other actions by third parties, including but not limited to those described in *Footnote 17* of the *Notes to Consolidated Financial Statements*, the potential outcomes of which could exceed policy limits, to the extent insured;
- the Company's ability to maintain effective internal control over financial reporting;
- risk associated with the use of artificial intelligence in the Company's operations and the Company's ability to properly manage such use;
- a failure or breach of one of the Company's key information technology systems, networks, processes or related controls or those of the Company's service providers;
- the impact of U.S. and foreign regulations on the Company's operations, including environmental remediation costs and legislation and regulatory actions related to product safety, data privacy and climate change;
- the potential inability to attract, retain and motivate key employees;
- changes in tax laws and the resolution of tax contingencies resulting in additional tax liabilities;
- product liability, product recalls or related regulatory actions;
- the Company's ability to protect its intellectual property rights;



- the impact of climate change and the increased focus of governmental and non-governmental organizations and customers on sustainability issues, as well as external expectations related to environmental, social and governance considerations;
- significant increases in the funding obligations related to the Company's pension plans; and
- other factors listed from time to time in our SEC filings, including but not limited to our Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q and other filings.

The information contained in this Annual Report on Form 10-K is as of the date indicated. The Company assumes no obligation to update any forward-looking statements contained in this Annual Report on Form 10-K as a result of new information or future events or developments. In addition, there can be no assurance that the Company has correctly identified and assessed all of the factors affecting the Company or that the publicly available and other information the Company receives with respect to these factors is complete or correct.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risk

In general, business enterprises can be exposed to market risks including fluctuations in interest rates, foreign currency exchange rates and certain commodity prices, which can affect the cost of operating, investing and financing under those conditions. The Company believes it has moderate exposure to these risks. The Company assesses market risk based on changes in interest rates, foreign currency rates and commodity prices utilizing a sensitivity analysis that measures the potential loss in earnings, fair values and cash flows based on hypothetical changes in rates and prices.

The Company is exposed to interest rate risk on its variable rate debt and price risk on its fixed rate debt. As such, the Company monitors the interest rate environment and uses interest rate swap agreements to manage its interest rate risk and price risk by balancing its exposure to fixed and variable interest rates while attempting to minimize interest costs. At December 31, 2025, approximately \$1.13 billion of the Company's debt carries a variable rate of interest either by nature or through the use of interest rate swaps. The remainder of the debt (approximately \$3.54 billion) carries a fixed rate of interest. Based upon the Company's debt structure at December 31, 2025, a hypothetical 1% increase in these variable interest rates would increase interest expense by approximately \$11 million and decrease the fair value of debt by approximately \$179 million.

While the Company transacts business principally in U.S. dollars and most of its revenues are collected in U.S. dollars, a substantial portion of the Company's operating costs are denominated in other currencies, such as the Brazilian Real, British Pound, Canadian Dollar, European Euro, Japanese Yen and Mexican Peso. Changes in the relation of these and other currencies to the U.S. dollar will affect Company's sales and profitability and could result in exchange losses. For 2025, approximately 39% of the Company's sales were denominated in foreign currencies, the most significant of which were: European Euro, approximately 10%; British Pound and Mexican Peso, approximately 5% each and Canadian Dollar, approximately 4%. The primary purpose of the Company's foreign currency hedging activities is to mitigate the foreign exchange rate exposure on the cash flows related to forecasted inventory purchases and sales. A hypothetical 10% change in foreign currency exchange rates would not have a material effect on foreign currency gains and losses related to the foreign currency derivatives or the net fair value of the Company's foreign currency derivatives. In this sensitivity analysis, all other assumptions are constant and assumes that a change in one currency's rate relative to the U.S. dollar would not impact another currency's rates relative to the U.S. dollar.

The Company is exposed to the price risk that the rising cost of commodities has on certain of its raw materials. As such, the Company monitors the commodities markets and from time to time the Company enters into commodity-based derivatives in order to mitigate the impact that the rising price of these commodities has on the cost of certain of the Company's raw materials. The Company did not enter into any commodity-based derivatives during 2025 and 2024.

The Company is exposed to credit loss in the event of non-performance by the counterparties to its derivative financial instruments, all of which are highly rated institutions; however, the Company does not anticipate non-performance by such counterparties. The Company does not enter into derivative financial instruments for trading purposes.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Newell Brands Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Newell Brands Inc. and its subsidiaries (the "Company") as of December 31, 2025 and 2024, and the related consolidated statements of operations and comprehensive income (loss), of stockholders' equity and of cash flows for each of the three years in the period ended December 31, 2025, including the related notes and the financial statement schedule listed in the index appearing under Item 15(a)(2) (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are

material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Impairment Assessments – Commercial and Baby Reporting Units Goodwill and Certain Indefinite-Lived Tradenames

As described in Notes 1 and 6 to the consolidated financial statements, the Company's consolidated goodwill and indefinite-lived tradenames balances were \$3.1 billion and \$553 million, respectively, as of December 31, 2025. Goodwill and indefinite-lived tradenames are tested and reviewed for impairment annually on December 1, or more frequently if facts and circumstances warrant. Management performed quantitative assessments for the Commercial and Baby reporting units and certain indefinite-lived tradenames. At the impairment assessment date of December 1, 2025, the goodwill associated with the Commercial and Baby reporting units was \$747 million and \$415 million, respectively; and certain indefinite-lived tradenames were \$567 million and \$203 million in the Home and Commercial Solutions and Learning and Development segments, respectively. In performing the quantitative assessments, management estimated the fair value of each reporting unit using the income approach, specifically the discounted cash flow method. Management also performed quantitative assessments for certain indefinite-lived tradenames, where fair value was determined using the relief from royalty or the excess earnings method depending on the individual tradename. Management's impairment assessments require significant use of judgment and assumptions such as (i) the identification of reporting units, assignment of assets and liabilities to reporting units, and the estimation of future cash flows (including net sales, gross profit, and operating expenses), terminal values, discount rates, and total enterprise value for reporting units, (ii) the estimation of future cash flows, royalty rates, terminal values, and discount rates under the relief from royalty method for certain indefinite-lived tradenames, and (iii) the estimation of future cash flows, terminal values, discount rates, and contributory asset charges under the excess earnings method for certain indefinite-lived tradenames. As a result of the assessments, no impairment charges were recorded related to goodwill for the Commercial and Baby reporting units, and non-cash impairment charges of \$290 million and \$50 million were recorded for certain indefinite-lived tradenames in the Home and Commercial Solutions and Learning and Development segments.

The principal considerations for our determination that performing procedures relating to the impairment assessments of goodwill for the Commercial and Baby reporting units and for certain indefinite-lived tradenames is a critical audit matter are (i) the significant judgment by management when developing the fair value estimates of the Commercial and Baby reporting units and certain indefinite-lived tradenames; (ii) a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management's significant assumptions related to (a) the estimation of future cash flows (including net sales, gross profit, and operating expenses), terminal values, and discount rates for the Commercial and Baby reporting units, (b) the estimation of future cash flows, royalty rates, terminal values, and discount rates under the relief from royalty method for certain indefinite-lived tradenames, and (c) the estimation of future cash flows, terminal values, discount rates, and contributory asset charges under the excess earnings method for certain indefinite-lived tradenames; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's impairment assessments of goodwill and indefinite-lived tradenames, including controls over the valuation of the Company's Commercial and Baby reporting units and certain indefinite-lived tradenames. These procedures also included, among others, (i) testing management's process for developing the fair value estimates of the Commercial and Baby reporting units and certain indefinite-lived tradenames; (ii) evaluating the appropriateness of the discounted cash flow, relief from royalty, and excess earnings methods used by management; (iii) testing the completeness and accuracy of underlying data used in the valuation methods; and (iv) evaluating the reasonableness of the significant assumptions used by management related to (a) the estimation of future cash flows (including net sales, gross profit, and operating expenses), terminal values, and discount rates for the Commercial and Baby reporting units, (b) the estimation of future cash flows, royalty rates, terminal values, and discount rates under the relief from royalty method for certain indefinite-lived tradenames, and (c) the estimation of future cash flows, terminal values, discount rates, and contributory asset charges under the excess earnings method for certain indefinite-lived tradenames. Evaluating management's assumptions related to the estimation of future cash flows (including net sales, gross profit, and operating expenses) for the Commercial and Baby reporting units and the estimation of future cash flows for certain indefinite-lived tradenames involved evaluating whether the assumptions used by management were reasonable considering (i) the current and past performance of the Commercial and Baby reporting units and indefinite-lived tradenames; (ii) the consistency with external and industry data; and (iii) whether the assumptions were consistent with evidence obtained in other areas of the audit. Professionals with specialized skill and knowledge were used to assist in evaluating (i) the appropriateness of the valuation methods and (ii) the reasonableness of the discount rate assumption for the Commercial and Baby reporting units, and the discount rate, royalty rate, and contributory asset charges assumptions for certain indefinite-lived tradenames.

/s/ PricewaterhouseCoopers LLP
Atlanta, Georgia
February 13, 2026

We have served as the Company's auditor since 2016.

NEWELL BRANDS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
(Amounts in millions, except per share data)

Year Ended December 31,	2025	2024	2023
Net sales	\$ 7,204	\$ 7,582	\$ 8,133
Cost of products sold	4,772	5,034	5,780
Gross profit	2,432	2,548	2,353
Selling, general and administrative expense	1,985	2,083	2,001
Restructuring costs, net	62	45	95
Impairment of goodwill, intangibles and other assets	346	353	342
Operating income (loss)	39	67	(85)
Non-operating expenses:			
Interest expense, net	321	295	283
Loss on extinguishment and modification of debt	13	14	—
Other expense, net	6	18	175
Loss before income taxes	(301)	(260)	(543)
Income tax benefit	(16)	(44)	(155)
Net loss	\$ (285)	\$ (216)	\$ (388)
Weighted average common shares outstanding:			
Basic	418.2	415.5	414.1
Diluted	418.2	415.5	414.1
Loss per share:			
Basic	\$ (0.68)	\$ (0.52)	\$ (0.94)
Diluted	\$ (0.68)	\$ (0.52)	\$ (0.94)

COMPREHENSIVE INCOME (LOSS)

Net loss	\$ (285)	\$ (216)	\$ (388)
Other comprehensive loss, net of tax			
Foreign currency translation adjustments	(16)	(99)	20
Unrecognized pension and postretirement costs	17	(16)	113
Derivative financial instruments	(10)	24	(12)
Total other comprehensive income (loss), net of tax	(9)	(91)	121
Total comprehensive loss	\$ (294)	\$ (307)	\$ (267)

See Notes to Consolidated Financial Statements.

NEWELL BRANDS INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Amounts in millions, except par values)

December 31,	2025	2024
Assets:		
Cash and cash equivalents	\$ 203	\$ 198
Accounts receivable, net	987	878
Inventories	1,281	1,400
Prepaid expenses and other current assets	237	299
Total current assets	2,708	2,775
Property, plant and equipment, net	1,209	1,157
Operating lease assets	453	466
Goodwill	3,101	3,038
Other intangible assets, net	1,634	2,008
Deferred income taxes	825	806
Other assets	785	754
Total assets	\$ 10,715	\$ 11,004
Liabilities:		
Accounts payable	\$ 931	\$ 891
Other accrued liabilities	1,464	1,459
Short-term debt and current portion of long-term debt	130	87
Total current liabilities	2,525	2,437
Long-term debt	4,543	4,508
Deferred income taxes	50	178
Operating lease liabilities	433	418
Other noncurrent liabilities	773	712
Total liabilities	8,324	8,253
Commitments and contingencies (<i>Footnote 17</i>)		
Stockholders' equity:		
Preferred stock (10.0 authorized shares, \$1.00 par value, no shares issued at December 31, 2025 and 2024)	—	—
Common stock (800.0 authorized shares, \$1.00 par value, 447.1 shares and 442.3 shares issued at December 31, 2025 and 2024, respectively)	447	442
Treasury stock, at cost (27.9 and 26.2 shares at December 31, 2025 and 2024, respectively)	(644)	(634)
Additional paid-in capital	6,805	6,866
Retained deficit	(3,227)	(2,942)
Accumulated other comprehensive loss	(990)	(981)
Total stockholders' equity	2,391	2,751
Total liabilities and stockholders' equity	\$ 10,715	\$ 11,004

See Notes to Consolidated Financial Statements.

NEWELL BRANDS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in millions)

Year Ended December 31,	2025	2024	2023
Cash flows from operating activities:			
Net loss	\$ (285)	\$ (216)	\$ (388)
<i>Adjustments to reconcile net loss to net cash provided by operating activities:</i>			
Depreciation and amortization	311	323	334
Impairment of goodwill, intangibles and other assets	346	353	342
(Gain) loss from sale of businesses and investments	(12)	2	(1)
Deferred income taxes	(66)	(114)	(283)
Stock based compensation expense	68	74	50
Pension settlement	—	(1)	126
Loss on extinguishment and modification of debt	13	14	—
Other, net	(10)	(18)	(33)
<i>Changes to operating accounts, excluding the effects of divestitures:</i>			
Accounts receivable	(53)	241	67
Inventories	172	70	673
Accounts payable	10	(96)	(50)
Accrued liabilities and other, net	(230)	(136)	93
Net cash provided by operating activities	264	496	930
Cash flows from investing activities:			
Capital expenditures	(247)	(259)	(284)
Proceeds from sale of divested businesses and investments	22	14	11
Proceeds from settlement of swaps	31	60	43
Other investing activities, net	30	34	31
Net cash used in investing activities	(164)	(151)	(199)
Cash flows from financing activities:			
Proceeds from (payments on) short-term debt, net	90	(91)	(488)
Proceeds from short-term debt with original maturities greater than 90 days	—	431	—
Payments on short-term debt with original maturities greater than 90 days	—	(431)	—
Payments on current portion of long-term debt	(1,282)	(701)	(2)
Net proceeds from issuance of long-term debt	1,235	1,237	—
Payments on long-term debt	—	(750)	—
Debt extinguishment and modification costs	(9)	(14)	(1)
Cash dividends	(120)	(118)	(184)
Equity compensation activity and other, net	(15)	(14)	11
Net cash used in financing activities	(101)	(451)	(664)
Exchange rate effect on cash, cash equivalents and restricted cash	2	(36)	(9)
Increase (decrease) in cash, cash equivalents and restricted cash	1	(142)	58
Cash, cash equivalents and restricted cash at beginning of period	219	361	303
Cash, cash equivalents and restricted cash at end of period	\$ 220	\$ 219	\$ 361
<i>Supplemental disclosures:</i>			
Restricted cash at beginning of period (Footnote 1)	\$ 21	\$ 29	\$ 16
Restricted cash at end of period (Footnote 1)	17	21	29
Cash paid for income taxes, net of refunds (Footnote 11)	137	173	103
Cash paid for interest	354	319	298

See Notes to Consolidated Financial Statements.

NEWELL BRANDS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Amounts in millions)

	Common Stock	Treasury Stock	Additional Paid-In Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance at December 31, 2022	\$ 439	\$ (623)	\$ 7,052	\$ (2,338)	\$ (1,011)	\$ 3,519
Comprehensive income (loss)	—	—	—	(388)	121	(267)
Dividends declared on common stock - \$0.44 per share	—	—	(185)	—	—	(185)
Equity compensation, net of tax	1	(4)	48	—	—	45
Balance at December 31, 2023	\$ 440	\$ (627)	\$ 6,915	\$ (2,726)	\$ (890)	\$ 3,112
Comprehensive loss	—	—	—	(216)	(91)	(307)
Dividends declared on common stock - \$0.28 per share	—	—	(121)	—	—	(121)
Equity compensation, net of tax	2	(7)	72	—	—	67
Balance at December 31, 2024	\$ 442	\$ (634)	\$ 6,866	\$ (2,942)	\$ (981)	\$ 2,751
Comprehensive loss	—	—	—	(285)	(9)	(294)
Dividends declared on common stock - \$0.28 per share	—	—	(123)	—	—	(123)
Equity compensation, net of tax	5	(10)	62	—	—	57
Balance at December 31, 2025	\$ 447	\$ (644)	\$ 6,805	\$ (3,227)	\$ (990)	\$ 2,391

See Notes to Consolidated Financial Statements.

NEWELL BRANDS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Footnote 1 — Basis of Presentation and Significant Accounting Policies

Description of Business

Newell Brands is a leading global consumer goods company with a strong portfolio of well-known brands, including Rubbermaid, Sharpie, Graco, Coleman, Rubbermaid Commercial Products, Yankee Candle, Paper Mate, FoodSaver, Dymo, EXPO, Elmer's, Oster, NUK, Spontex and Campingaz. Newell Brands is focused on delighting consumers by lighting up everyday moments. The Company sells its products in over 150 countries around the world and has operations on the ground in more than 45 of these countries, excluding third-party distributors. The Company has three operating segments: Home and Commercial Solutions ("H&CS"), Learning and Development ("L&D") and Outdoor and Recreation ("O&R").

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP") in the United States of America ("U.S.") and include the consolidated accounts of the Company and its majority-owned subsidiaries after elimination of intercompany transactions and balances.

The preparation of these consolidated financial statements requires the use of certain estimates and assumptions by management in determining the Company's assets, liabilities, sales and expenses, and related disclosures. Significant estimates in these Consolidated Financial Statements include restructuring charges, estimates of future cash flows associated with asset impairments, useful lives for depreciation and amortization, loss contingencies (including legal, environmental and product liability reserves), net realizable value of inventories, estimated contract revenue and related variable consideration, capitalized software costs, income taxes, uncertain tax provisions, tax valuation allowances, and pension and postretirement employee benefit liabilities and expenses. Actual results could differ from those estimates. Certain prior year amounts have been reclassified to conform to the current year presentation.

Use of Estimates and Risks

Management's application of U.S. GAAP in preparing the Company's consolidated financial statements requires the pervasive use of estimates and assumptions. The Company continues to be impacted by inflationary pressures, soft global demand, major retailers' focus on tight control over their inventory levels, fluctuating interest rates and indirect macroeconomic impacts from geopolitical conflicts as well as new tariffs imposed by the current U.S. presidential administration and other countries' retaliatory actions in response to such tariffs. The Company continues to deploy a mitigation strategy designed to offset the impact of this tariff exposure through a number of actions, including pricing, productivity and in some cases relocation of manufacturing. These collective macroeconomic trends, the duration or severity of which are highly uncertain, are still changing the retail and consumer landscape and continue to negatively impact the Company's operating results, cash flows and financial condition and are to some degree expected to persist into 2026. As consumers continue to face widespread increases in prices and fluctuating interest rates, their discretionary spending and purchase patterns may continue to be unfavorably impacted. The high level of uncertainty of these factors has resulted in estimates and assumptions that have the potential for more variability and are more subjective. In addition, some of the other inherent estimates and assumptions used in the Company's forecasted results of operations and cash flows that form the basis of the determination of the fair value of the reporting units for goodwill and indefinite-lived intangible asset impairment testing are outside the control of management, including interest rates, cost of capital, tax rates, tariffs, industry growth, credit ratings, foreign exchange rates and labor inflation. Although management has made its best estimates and assumptions based upon current information, actual results could materially differ given the uncertainty of these factors and may require future changes to such estimates and assumptions, including reserves, which may result in future expense or impairment charges. In addition, the Company has experienced a significant sustained decline in its market capitalization as a result of a decrease in its stock price, resulting in the Company's market capitalization being less than its consolidated stockholders' equity. If there are further declines in the Company's stock price, macroeconomic conditions, or industry and market conditions that may impact the current and forecasted financial performance of each reporting unit, the Company may need to record a non-cash impairment charge, which could be material, in a future period.

During the fourth quarter of 2025, in conjunction with the Company's annual impairment testing, the Company recorded an aggregate non-cash impairment charge of \$340 million for indefinite-lived tradenames in the H&CS and L&D segments as the carrying values exceeded the fair values.



Significant Accounting Policies

Concentration of Credit Risk

The Company's forward exchange contracts generally do not subject the Company to risk due to foreign exchange rate movement, because gains and losses on these instruments generally offset gains and losses on the assets, liabilities and other transactions being hedged. The Company is exposed to credit-related losses in the event of non-performance by counterparties to certain derivative financial instruments. The Company does not obtain collateral or other security to support derivative financial instruments subject to credit risk, but monitors the credit standing of its counterparties.

Revenue Recognition

The Company recognizes revenue when performance obligations under the terms of a contract with the customer are satisfied or at a point in time, which generally occurs either on shipment or on delivery based on contractual terms, when control is transferred. The Company's primary performance obligation is the sale and distribution of its consumer and commercial products to its customers.

Revenue is measured as the amount of consideration to which it expects to be entitled in exchange for transferring goods or providing services. Certain customers may receive cash and/or non-cash incentives such as cash discounts, returns, credits or reimbursements related to defective products, customer discounts (such as volume or trade discounts), cooperative advertising and other customer-related programs, which are accounted for as variable consideration. In some cases, the Company applies judgment when estimating variable consideration by evaluating contractual rates and historical payment trends.

In addition, the Company participates in various programs and arrangements with customers designed to increase the sale of products by these customers. Among the programs negotiated are arrangements under which allowances are earned by customers for attaining agreed-upon sales levels or for participating in specific marketing programs. Coupon programs are also developed on a customer- and territory-specific basis.

Under customer programs and arrangements that require sales incentives to be paid in advance, the Company amortizes the amount paid over the period of benefit or contractual sales volume. When incentives are paid in arrears, the Company accrues the estimated amount to be paid based on the program's contractual terms, expected customer performance and/or estimated sales volume. These estimates are determined using historical customer experience and other factors, which sometimes require significant judgment. Due to the length of time necessary to obtain relevant data from customers, among other factors, actual amounts paid can differ from these estimates.

Sales taxes and other similar taxes are excluded from revenue. The Company has elected to account for shipping and handling activities as a fulfillment cost. The Company also elected not to disclose the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less and (ii) contracts for which revenue is recognized at the amount to which the Company has the right to invoice for services performed.

Goodwill and Indefinite-Lived Intangibles

Goodwill and indefinite-lived intangibles are tested and reviewed for impairment annually during the fourth quarter (on December 1), or more frequently if facts and circumstances warrant.

Goodwill

Goodwill is tested for impairment at a reporting unit level, and all of the Company's goodwill is assigned to its reporting units. Reporting units are determined based upon the Company's organizational structure in place at the date of the goodwill impairment testing and generally are one level below the operating segment level. The Company's operations are comprised of six reporting units, within its three primary operating segments. The Company has the option of first analyzing qualitative factors to determine whether it is more likely than not that the fair value of any reporting unit is less than its carrying amount. However, the Company may elect to perform a quantitative goodwill impairment test in lieu of the qualitative test.

When a qualitative goodwill test is performed, the Company analyzes factors to determine whether it is more likely than not that the fair value of a reporting unit is less than the carrying amount as a basis for determining whether it is necessary to perform the quantitative goodwill impairment test. The evaluation of qualitative factors includes an assessment of relevant facts, events, and circumstances including but not limited to: macroeconomic conditions,



industry and market conditions, and the current and forecasted financial performance of the reporting unit. If the qualitative test indicates it is more likely than not that the fair value of a reporting unit is less than the carrying amount the Company performs the quantitative test, which measures the amount of the goodwill impairment, if any.

In performing a quantitative assessment, the Company estimates the fair value of each reporting unit by using the income approach. The quantitative goodwill impairment test requires significant use of judgment and assumptions, such as the identification of reporting units; assignment of assets and liabilities to reporting units; and estimation of future cash flows (including net sales, gross profit and operating expenses), terminal values, discount rates and total enterprise value.

The income approach used is the discounted cash flow methodology and is based on five-year cash flow projections reflecting the Company's latest projections which included, among other things, the impact of current and projected financial performance of the reporting unit at the time the Company performed its impairment testing. The cash flows projected are analyzed on a debt-free basis (before cash payments to equity and interest-bearing debt investors) in order to develop an enterprise value from operations for the reporting unit. A provision is made, based on these projections, for the value of the reporting unit at the end of the forecast period, or terminal value. The present value of the finite-period cash flows and the terminal value are determined using a selected discount rate. Changes in forecasted operations and other assumptions could materially affect the estimated fair values. Changes in business conditions could potentially require adjustments to these asset valuations.

Indefinite-lived intangibles

As part of the Company's annual indefinite-lived intangible asset impairment testing (primarily tradenames), the Company has the option to first analyze qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired. The evaluation of qualitative factors includes an assessment of relevant facts, events, and circumstances including but not limited to: macroeconomic conditions, industry and market conditions, and the current and forecasted financial performance. The Company performs a quantitative test when qualitative factors alone are not sufficient to conclude whether it is more likely than not that an indefinite-lived intangible asset is not impaired. If the Company performs a quantitative test, an impairment loss will only be recognized for the amount by which the carrying value of the indefinite-lived intangible asset exceeds its fair value, not to exceed the total carrying value of the asset.

The quantitative testing of indefinite-lived intangibles under established guidelines for impairment requires significant use of judgment and assumptions (such as estimation of future cash flows, royalty rates, terminal values and discount rates). An indefinite-lived intangible asset is impaired by the amount by which its carrying value exceeds its estimated fair value. For impairment testing purposes, the fair value of indefinite-lived intangibles is determined using either the relief from royalty method or the excess earnings method. The relief from royalty method estimates the value of a tradename by discounting the hypothetical avoided royalty payments to their present value over the economic life of the asset. The excess earnings method estimates the value of the intangible asset by quantifying the residual (or excess) cash flows generated by the asset and discounts those cash flows to the present. The excess earnings methodology requires the application of contributory asset charges. Contributory asset charges typically include assumed payments for the use of working capital, tangible assets and other intangible assets. Changes in forecasted operations and other assumptions could materially affect the estimated fair values. Changes in business conditions could potentially require adjustments to these asset valuations.

Other Long-Lived Assets

The Company continuously evaluates whether impairment indicators related to its property, plant and equipment, operating leases and other long-lived assets are present. These impairment indicators may include a significant decrease in the market price of a long-lived asset or asset group, early termination of an operating lease, a significant adverse change to the extent or manner in which a long-lived asset or asset group is being used or in its physical condition, or a current-period operating or cash flow loss combined with a history of operating or cash flow losses or a forecast that demonstrates continuing losses associated with the use of a long-lived asset or asset group. If impairment indicators are present, the Company estimates the future cash flows for the asset or group of assets. The sum of the undiscounted future cash flows attributable to the asset or group of assets is compared to their carrying amount. The cash flows are estimated utilizing various assumptions regarding future sales and expenses, working capital and proceeds from asset disposals on a basis consistent with the Company's forecasts. If the carrying amount exceeds the sum of the undiscounted future cash flows, the Company discounts the future cash flows using a discount rate required for a similar investment of like risk and records an impairment charge as the difference between the fair value and the carrying value of the asset group. The Company performs its testing of the asset group at the reporting unit level, as this

is the lowest level for which identifiable cash flows are available, with the exception of the Yankee Candle business, where testing is performed at the retail store level.

Sales of Accounts Receivable

The Company maintains a factoring agreement with a financial institution to sell certain customer receivables (the "Customer Receivables Purchase Agreement") up to \$700 million, of eligible accounts receivable. During the years ended December 31, 2025, 2024 and 2023, the Company factored receivables pursuant to the Customer Receivables Purchase Agreement. The following table sets forth proceeds received and amount collected from customers and remitted to the financial institution for the years ended December 31, (in millions):

	2025	2024	2023
Proceeds received	\$ 2,895	\$ 2,984	\$ 3,099
Collected from customers and remitted to financial institution	2,889	2,964	3,285

Outstanding receivables sold under the Customer Receivables Purchase Agreement were approximately \$270 million at both December 31, 2025 and 2024.

In addition, the Company, through a wholly-owned special purpose entity ("SPE"), has a three-year factoring agreement with a financial institution to sell certain customer receivables up to \$225 million, between February and April of each year, and up to \$275 million at all other times, of eligible accounts receivable without recourse on a revolving basis (the "Receivables Facility"). Under the Receivables Facility, certain of the Company's subsidiaries continuously sell their accounts receivables, originated in the U.S. (but excluding those sold under the Customer Receivables Purchase Agreement described above), to the SPE, which then sells the receivables to the financial institution. The SPE is a variable interest entity for which the Company is considered to be the primary beneficiary. The SPE's sole business consists of the purchase of receivables from certain subsidiaries of the Company and the subsequent transfer of such receivables to the financial institution. Although the SPE is included in the Company's consolidated financial statements, it is a separate legal entity with separate creditors. The assets of the SPE are not available to pay creditors of the Company or its subsidiaries. The fair value of these servicing arrangements as well as the fees earned was immaterial. During the years ended December 31, 2025, 2024 and 2023, the Company factored receivables pursuant to the Receivables Facility. The following table sets forth proceeds received and amount collected from customers and remitted to the financial institution for the years ended December 31, (in millions):

	2025	2024	2023
Proceeds received	\$ 1,164	\$ 1,262	\$ 279
Collected from customers and remitted to financial institution	1,190	1,159	226

Outstanding receivables sold under the Receivables Facility at December 31, 2025 and 2024 were approximately \$125 million and \$145 million, respectively.

Generally, for a receivable to be eligible under either program, the Company must have fulfilled its performance obligations and be contractually entitled to payment for such, based on a valid receivable that is not past due at the time of factoring the underlying receivable. The Company accounts for receivables sold to the financial institutions under both factoring agreements as a sale of financial assets and derecognizes the trade receivables from the Company's Consolidated Balance Sheets. The Company classifies the proceeds received from the sales of accounts receivable to the financial institutions as an operating cash flow and collections of accounts receivables not yet remitted to the financial institutions as financing cash flow in the Consolidated Statements of Cash Flows, and such collections are classified as restricted cash (included in prepaid expenses and other current assets) on the Company's Consolidated Balance Sheets. Restricted cash related to both programs was \$17 million, \$21 million and \$29 million at December 31, 2025, 2024 and 2023, respectively. The Company records the discounts as other expense, net in the Consolidated Statements of Operations.

Supplier Finance Program Obligations

The Company has an arrangement with a third-party vendor which provides a service for the Company's suppliers, at their sole discretion, to sell their receivables due from the Company to various financial institutions, who at their sole discretion, contract with the third-party vendor to participate in the supplier finance program (the "SF Program").

The Company and its suppliers agree on contractual terms for the goods and services procured, including prices, quantities and payment terms, regardless of whether the supplier elects to participate in the SF Program. The suppliers sell goods or services, as applicable, to the Company and issue the associated invoices to the Company based on the agreed-upon contractual terms. Suppliers that participate in the SF Program, at their sole discretion, determine which invoices, if any, they want to sell to the third-party vendor. The suppliers' voluntary inclusion of invoices in the SF Program does not change the Company's existing contractual terms with its suppliers. The Company does not provide any guarantees or collateral under the SF Program, nor does it have any economic interest in a supplier's decision to participate in the SF Program. Amounts due to suppliers participating in the SF Program are included in accounts payable in the Consolidated Balance Sheets and amounts paid to suppliers participating in the SF Program are classified as operating cash flows in the Consolidated Statements of Cash Flows. During the years ended December 31, 2025 and 2024, supplier payment terms for those participating in the program averaged approximately 120 and 130 days, respectively.

The following table sets forth the outstanding payment obligations due to the third-party vendor and activities related to the suppliers who participated in the SF Program for the years ended December 31, (in millions):

	2025	2024
Balance at beginning of period	\$ 14	\$ 96
Invoices participating in the SF Program	76	137
Invoices paid to the third-party vendor	(79)	(219)
Balance at end of period	\$ 11	\$ 14

Cash, Cash Equivalents and Restricted Cash

Cash and cash equivalents include cash on hand and highly liquid investments that have an original maturity of three months or less when purchased. Restricted cash reflects cash received on previously sold customer receivables in connection with the factoring programs that are required to be remitted to a financial institution. Restricted cash is reported as prepaid expenses and other current assets on the Consolidated Balance Sheets.

Accounts Receivable, Net

Accounts receivable, net, include amounts billed and due from customers. Payment terms vary but generally are 90 days or less. An allowance for expected credit losses is based on the amount ultimately expected to be collected from the customer. The Company evaluates the collectability of accounts receivable based on a combination of factors including the length of time the receivables are past due, historical collection experience, current market conditions and forecasted direction of economic and business environment. Accounts deemed uncollectible are written off, net of expected recoveries.

Capitalized Software Costs

The Company capitalizes costs associated with internal-use software during the application development stage after both the preliminary project stage has been completed and the Company's management has authorized and committed to funding for further project development. Capitalized internal-use software costs include: (i) external direct costs of materials and services consumed in developing or obtaining the software; (ii) payroll and payroll-related costs for employees who are directly associated with and who devote time directly to the project; and (iii) interest costs incurred while developing the software. Capitalization of these costs ceases no later than the point at which the project is substantially complete and ready for its intended purpose. The Company expenses as incurred research and development, general and administrative, and indirect costs associated with internal-use software. In addition, the Company expenses as incurred training, maintenance and other internal-use software costs incurred during the post-implementation stage. Costs associated with upgrades and enhancements of internal-use software are capitalized only if such modifications result in additional functionality of the software. The Company amortizes internal-use software costs using the straight-line method over the estimated useful life of the software. Capitalized software costs are evaluated annually for indicators of impairment, including but not limited to a significant change in available technology or the manner in which the software is being used. Impaired items are written down to their estimated fair values. Capitalized software is included in other intangible assets, net in the Consolidated Balance Sheets. See *Footnote 6* for further information.

Capitalized implementation costs for certain qualified Software-as-a-Service ("SaaS") arrangements are also subject to the same accounting criteria described above, when the Company does not own the intellectual property for the

software license used in the arrangement. SaaS arrangements are included in prepaid expenses and other current assets and other assets in the Consolidated Balance Sheets. The straight-line amortization of these costs is presented along with the fees related to the hosted cloud computing service in the Consolidated Statements of Operations.

Product Liability Reserves

The Company has a self-insurance program for product liability that includes reserves for self-retained losses and certain excess and aggregate risk transfer insurance. The Company uses historical loss experience combined with actuarial evaluation methods, review of significant individual files and the application of risk transfer programs in determining required product liability reserves. The Company's actuarial evaluation methods take into account claims incurred but not reported when determining the Company's product liability reserve. While the Company believes that it has adequately reserved for these claims, the ultimate outcome of these matters may exceed the amounts recorded by the Company, and such additional losses may be material to the Company's Consolidated Financial Statements.

Product Warranties

In the normal course of business, the Company offers warranties for a variety of its products. The specific terms and conditions of the warranties vary depending upon the specific product and markets in which the products were sold. The Company accrues for the estimated cost of product warranty at the time of sale based on historical experience.

Advertising Costs

The Company expenses production costs of print, radio, television and other advertisements as of the first date the advertisements take place, and the Company expenses all other advertising and marketing costs when incurred. Advertising and promotion costs are recorded in selling, general and administrative expenses ("SG&A") and totaled \$429 million, \$417 million and \$371 million in 2025, 2024 and 2023, respectively.

Research and Development Costs

Research and development costs relating to both future and current products are charged to SG&A as incurred. These costs totaled \$114 million, \$123 million and \$117 million in 2025, 2024 and 2023, respectively.

Other Significant Accounting Policies

Other significant accounting policies are disclosed as follows:

- Restructuring – *Footnote 3*
- Inventory – *Footnote 4*
- Property, Plant and Equipment – *Footnote 5*
- Derivative Instruments – *Footnote 9*
- Foreign Currency Operations – *Footnote 9*
- Pensions and Postretirement Benefits – *Footnote 10*
- Income Taxes – *Footnote 11*
- Leases – *Footnote 12*
- Share-Based Compensation – *Footnote 14*

Recent Accounting Pronouncements

Changes to U.S. GAAP are established by the Financial Accounting Standards Board ("FASB") in the form of accounting standards updates ("ASUs") to the FASB's Accounting Standards Codification. The Company considers the applicability and impact of all ASUs.

In September 2025, the FASB issued ASU No. 2025-06, "*Intangibles—Goodwill and Other—Internal-Use Software*." This ASU establishes targeted enhancements to *Subtopic 350-40* improving the operability of the recognition guidance considering different methods of software development. The update is effective for annual reporting periods beginning after December 15, 2027. Early adoption is permitted. Management is currently evaluating the effects this guidance will have on its consolidated financial statements.

In September 2025, the FASB issued ASU No. 2025-07, "*Derivatives and Hedging (Topic 815) and Revenue from Contracts with Customers (Topic 606)*." The amendments in the ASU exclude from derivative accounting non-exchange-traded contracts with underlying components that are based on operations or activities specific to one of the parties to

the contract. This update is effective for annual reporting periods beginning after December 15, 2026. Early adoption is permitted. Management is currently evaluating the effects this guidance will have on its consolidated financial statements.

In November 2024, the FASB issued ASU No. 2024-03, “Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures.” This ASU requires that each interim and annual reporting period, an entity disclose more information about the components of certain expense captions that are currently disclosed in the financial statements. This update is effective for annual reporting periods beginning after December 15, 2026. Early adoption is permitted. Management is currently evaluating the effects this guidance will have on its consolidated financial statements.

Adoption of New Accounting Guidance

In December 2023, the FASB issued ASU 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures.” The standard requires all entities subject to income taxes to disclose disaggregated information about a reporting entity’s effective tax rate reconciliation as well as information on income taxes paid. The new requirement is effective for annual periods beginning after December 15, 2024. The guidance may be applied on a prospective or retrospective basis. The Company adopted ASU 2023-09 and applied the prospective method. The adoption of ASU 2023-09 did not have a material impact on its consolidated financial statements. See *Footnote 11* for further information.

In November 2023, the FASB issued ASU 2023-07, “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures.” The amendments in this update require that a public entity disclose on an annual and interim basis significant segment expenses that are regularly provided to the chief operating decision maker (the “CODM”), amount for other segment items by reportable segment and a description of its composition, segment profit and loss and assets, additional measures of segment profit used by the CODM in assessing segment performance and the title and position of the CODM, as well as an explanation of how the CODM uses the reported measures in assessing segment performance and deciding allocation of resources. The Company adopted ASU 2023-07 beginning with its 2024 annual reporting and it did not have a material impact on its consolidated financial statements. See *Footnote 16* for further information.

Footnote 2 — Accumulated Other Comprehensive Income (Loss)

The following tables display the components of accumulated other comprehensive income (loss) (“AOCL”), net of tax, as of and for the years ended December 31, 2025 and 2024 (in millions):

	Cumulative Translation Adjustment	Pension and Postretirement Costs	Derivative Financial Instruments	AOCL
Balance at December 31, 2023	\$ (668)	\$ (196)	\$ (26)	\$ (890)
Other comprehensive income (loss) before reclassifications	(100)	(14)	14	(100)
Amounts reclassified to earnings	1	(2)	10	9
Net current period other comprehensive income (loss)	(99)	(16)	24	(91)
Balance at December 31, 2024	\$ (767)	\$ (212)	\$ (2)	\$ (981)
Other comprehensive income (loss) before reclassifications	(16)	18	(14)	(12)
Amounts reclassified to earnings	—	(1)	4	3
Net current period other comprehensive income (loss)	(16)	17	(10)	(9)
Balance at December 31, 2025	\$ (783)	\$ (195)	\$ (12)	\$ (990)

Reclassifications from AOCL to the results of operations for the years ended December 31, were pretax (income) expense of (in millions):

	2025	2024	2023
Cumulative translation adjustment	\$ —	\$ 1	\$ 11
Pension and postretirement costs ^(a)	(1)	(2)	130
Derivative financial instruments ^(b)	5	13	5

(a) See *Footnote 10* for further information.

(b) See *Footnote 9* for further information.

The income tax provision (benefit) allocated to the components of AOCL for the years ended December 31, are as follows (in millions):

	2025	2024	2023
Foreign currency translation adjustments	\$ (64)	\$ 33	\$ (20)
Pension and postretirement costs	6	(5)	36
Derivative financial instruments	(3)	8	(4)
Income tax provision (benefit) related to AOCL	\$ (61)	\$ 36	\$ 12

Footnote 3 — Restructuring

The Company has engaged and expects to continue to engage in restructuring activities, which requires management to utilize significant estimates related to the timing and amount of severance and other employee separation costs for workforce reductions and other separation programs as well as other exit costs associated with restructuring activities. The Company's accrual for severance and other employee separation costs depends on whether the costs result from an ongoing severance plan or are one-time costs. The Company accounts for relevant expenses as severance costs when there is an established severance policy, statutory requirements dictate the severance amounts, or if the Company's historical experience is to routinely provide certain benefits to impacted employees. The Company recognizes severance costs when it is probable that benefits will be paid and the amount can be reasonably estimated. The Company estimates one-time severance and other employee costs related to exit and disposal activities not resulting from an ongoing severance plan based on the benefits available to the employees being terminated. The Company recognizes these costs when it identifies the specific classification or functions of the employees being terminated, notifies the employees who might be included in the termination, and expects to terminate employees within the legally required notification period. When employees are receiving incentives to stay beyond the legally required notification period, the Company records the cost of their severance over the remaining service period. All cash payments are expected to be paid within one year of charges being incurred.

To better align its resources with its strategy and operating model and to reduce the cost structure of its global operations, the Company commits to restructuring plans as necessary and as follows:

Global Productivity Plan

Building on the Company's turnaround strategy, the Company announced a global productivity plan (the "Productivity Plan") in December 2025. The Productivity Plan is designed to further simplify processes, streamline overhead and redirect resources to the highest-value activities. As part of the Productivity Plan the Company will reduce its global workforce by over 900 employees primarily related to professional and clerical employees, with limited impact on manufacturing or supply chain operations. Professional and clerical employee separations in the U.S. were mostly executed by the end of 2025, with international actions to occur throughout 2026, subject to applicable local law and consultation requirements. The Company closed approximately 20 Yankee Candle stores in the U.S. and Canada in January 2026. This retail optimization aligns the brand's footprint with modern consumer shopping behaviors and supports its multi-channel strategy. The Company expects to record \$75 million to \$90 million, of restructuring and restructuring-related charges in connection with the Productivity Plan, primarily for severance and related costs, with most of the charges to be recognized by the end of 2026.

The Company commenced separation of professional and clerical employees during December 2025 and recorded \$35 million of restructuring charges for severance and other termination benefits and \$5 million of restructuring-related charges in connection with the Productivity Plan.

Organizational Realignment Plan

In January 2024, the Company announced a plan to strengthen its front-end commercial capabilities, such as consumer understanding and brand communication, in support of the "where to play" and "how to win" strategy choices the Company unveiled in June of 2023 (the "Realignment Plan"). In addition to improving accountability, the Realignment Plan was designed to unlock operational efficiencies and cost savings, reduce complexity and free up funds for reinvestment. As part of the Realignment Plan, the Company has made several operating model changes, which entailed: standing up a cross-functional brand management organization, realigning business unit finance to fully support the new global brand management model, further simplifying and standardizing regional go-to-market organizations, and centralizing domestic retail sales teams, the digital technology team, business-aligned accounting personnel, the Manufacturing Quality team, and the Human Resources functions into the appropriate center-led teams

to drive standardization, efficiency and scale with a One Newell approach. The Company also further optimized the Company's real estate footprint and pursued other cost reduction initiatives. Restructuring and restructuring-related charges associated with these actions were estimated to be in the range of \$75 million to \$90 million, mainly for severance payments and other termination benefits, office space reduction and consolidation and other expenses. The Company commenced organizational realignment activities during the first quarter of 2024, and such activities were fully implemented by the end of 2025.

In connection with the Realignment Plan, the Company recorded restructuring charges of \$24 million and \$37 million, during the twelve months ended December 31, 2025 and 2024, respectively and restructuring-related charges of \$6 million and \$15 million, respectively. The Company has incurred aggregate charges of \$82 million since inception in connection with the Realignment Plan.

Network Optimization Project

In May 2023, the Company announced a restructuring and cost savings initiative that is intended to simplify and streamline its North American distribution network (the "Network Optimization Project") in order to improve the Company's cost structure and operating margins while maintaining focus on customer and consumer fulfillment. The Network Optimization Project incorporated a variety of initiatives, including a reduction in the overall number of distribution centers, an optimization of distribution by location, and completion of select automation investments intended to further streamline the Company's cost structure and to maximize operating performance. These actions were substantially implemented by the end of 2024. The Company estimated that it will incur approximately \$37 million to \$49 million in restructuring and restructuring-related charges associated with execution of the Network Optimization Project. This estimate of charges consists primarily of \$8 million to \$11 million related to cash severance payments and other termination benefits and approximately \$29 million to \$38 million associated with industrial site reductions.

In connection with the Network Optimization Project, the Company recorded restructuring charges of \$3 million and \$7 million for the twelve months ended December 31, 2024 and 2023, respectively. There were no restructuring charges recorded during 2025 in connection with the Network Optimization Project. The Company also recorded restructuring-related charges of \$4 million, \$18 million and \$16 million for the twelve months ended December 31, 2025, 2024 and 2023, respectively. Since inception of the Network Optimization Project, the Company has incurred aggregate charges of \$48 million, most of which were cash expenditures.

Project Phoenix

In January 2023, the Company announced a restructuring and savings initiative ("Project Phoenix") that was intended to strengthen the Company by leveraging its scale to further reduce complexity, streamline its operating model and drive operational efficiencies. Project Phoenix was substantially implemented by the end of 2023 and incorporated a variety of initiatives designed to simplify the organizational structure, streamline the Company's real estate portfolio, centralize the Company's supply chain functions, transition to a unified One Newell go-to-market model in key international geographies, and reduce overhead costs. The Company estimated that it would incur approximately \$100 million to \$130 million in restructuring and restructuring-related charges in connection with Project Phoenix. These charges consist primarily of \$80 million to \$105 million in charges related to severance payments and other termination benefits; \$15 million to \$20 million in charges associated with office space reductions; and approximately \$5 million of other charges, including those associated with employee transition and legal costs. While the program was mostly complete by the end of 2023, charges were recognized during 2024 and 2025, as the Company completed remaining actions in accordance with local regulations and consultation requirements.

In connection with Project Phoenix, the Company recorded restructuring charges of \$2 million and \$78 million for the twelve months ended December 31, 2024 and 2023, respectively. There were no restructuring charges recorded during 2025 in connection with Project Phoenix. The Company also recorded restructuring-related charges of \$3 million, \$8 million and \$19 million for the twelve months ended December 31, 2025, 2024 and 2023, respectively. The Company has incurred aggregate charges of \$110 million since inception of Project Phoenix, most of which were cash expenditures.

Restructuring charges, net and restructuring-related charges incurred from inception for the Productivity Plan, Realignment Plan, Network Optimization Project and Project Phoenix (collectively, the “Plans”) were as follows (in millions):

	Severance and termination costs	Contract termination and other costs	Total restructuring costs	Restructuring-related costs	Total costs
Productivity Plan	\$ 35	\$ —	\$ 35	\$ 5	\$ 40
Realignment Plan	58	3	61	21	82
Network Optimization Project	6	4	10	38	48
Project Phoenix	78	2	80	30	110
	\$ 177	\$ 9	\$ 186	\$ 94	\$ 280

Restructuring charges, net and restructuring-related charges incurred by reportable business segment in connection with the Plans, since inceptions were as follows (in millions):

	Total restructuring costs	Restructuring-related costs	Total costs
Home and Commercial Solutions	\$ 54	\$ 47	\$ 101
Learning and Development	30	2	32
Outdoor and Recreation	18	10	28
Corporate	84	35	119
	\$ 186	\$ 94	\$ 280

Other Restructuring and Restructuring-Related Charges

The Company also incurs other restructuring and restructuring-related charges in connection with various discrete initiatives. The Company recorded \$3 million of other restructuring costs for each of the twelve months ended December 31, 2025 and 2024 and \$10 million for the twelve months ended December 31, 2023.

Restructuring-related charges are recorded in cost of products sold, SG&A and impairment of other assets in the Consolidated Statements of Operations based on the nature of the underlying charges incurred. During the twelve months ended December 31, 2025, 2024 and 2023, the Company recorded restructuring-related charges associated with various discrete initiatives of \$10 million, \$16 million and \$64 million, respectively.

Restructuring costs incurred by reportable business segment for all restructuring activities for the years ended December 31, are as follows (in millions):

	2025	2024	2023
Home and Commercial Solutions	\$ 3	\$ 9	\$ 50
Learning and Development	5	14	18
Outdoor and Recreation	3	4	11
Corporate	51	18	16
	\$ 62	\$ 45	\$ 95

Accrued restructuring costs activity for the year ended December 31, 2025 are as follows (in millions):

	Balance at December 31, 2024	Restructuring Costs, Net	Payments	Foreign Currency and Other	Balance at December 31, 2025
Severance and termination costs	\$ 12	\$ 60	\$ (36)	\$ (2)	\$ 34
Contract termination and other costs	—	2	(2)	—	—
	\$ 12	\$ 62	\$ (38)	\$ (2)	\$ 34

Accrued restructuring costs activity for the year ended December 31, 2024 are as follows (in millions):

	Balance at December 31, 2023	Restructuring Costs, Net	Payments	Balance at December 31, 2024
Severance and termination costs	\$ 30	\$ 40	\$ (58)	\$ 12
Contract termination and other costs	—	5	(5)	—
	<u>\$ 30</u>	<u>\$ 45</u>	<u>\$ (63)</u>	<u>\$ 12</u>

Footnote 4 — Inventories

Inventories are stated at the lower of cost or net realizable value, with cost generally determined using first-in, first-out method. The Company reduces its inventory value for estimated obsolete and slow-moving inventory in an amount equal to the difference between the cost of inventory and the net realizable value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required. Inventory costs include direct materials, direct labor and manufacturing overhead, or when finished goods are sourced, the cost is the amount paid to the third party.

The components of inventories were as follows at December 31, (in millions):

	2025	2024
Raw materials and supplies	\$ 165	\$ 183
Work-in-process	159	155
Finished products	957	1,062
	<u>\$ 1,281</u>	<u>\$ 1,400</u>

Footnote 5 — Property, Plant and Equipment, Net

Property, plant and equipment are stated at cost. Expenditures for maintenance and repairs are expensed as incurred. Depreciation expense is calculated principally on the straight-line basis. Useful lives determined by the Company are as follows: buildings and improvements (20 - 40 years) and machinery and equipment (3 - 15 years).

Property, plant and equipment, net, consisted of the following at December 31, (in millions):

	2025	2024
Land	\$ 68	\$ 65
Buildings and improvements	543	522
Machinery and equipment	1,642	2,392
	2,253	2,979
Less: Accumulated depreciation	(1,044)	(1,822)
	<u>\$ 1,209</u>	<u>\$ 1,157</u>

The Company wrote-off \$940 million of fully depreciated property, plant and equipment (including the accumulated depreciation associated with those assets), net book value of zero, as of December 31, 2025. The write-off did not affect the Company's Consolidated Balance Sheet, Statement of Operations, Statement of Cash Flows, or Statement of Stockholders' Equity.

Depreciation expense was \$186 million, \$188 million and \$225 million in 2025, 2024 and 2023, respectively.

Footnote 6 — Goodwill and Other Intangible Assets, Net

A summary of changes in the Company's goodwill by reportable business segment is as follows for 2025 and 2024 (in millions):

Segments:	December 31, 2025				
	Net Book Value at December 31, 2024	Foreign Currency Exchange	Net Book Value	Gross Carrying Amount	Accumulated Impairment Charges
Home and Commercial Solutions	\$ 747	\$ —	\$ 747	\$ 4,052	\$ (3,305)
Learning and Development	2,291	63	2,354	3,441	(1,087)
Outdoor and Recreation	—	—	—	788	(788)
	<u>\$ 3,038</u>	<u>\$ 63</u>	<u>\$ 3,101</u>	<u>\$ 8,281</u>	<u>\$ (5,180)</u>

Segments:	December 31, 2024				
	Net Book Value at December 31, 2023	Foreign Currency Exchange	Net Book Value	Gross Carrying Amount	Accumulated Impairment Charges
Home and Commercial Solutions	\$ 747	\$ —	\$ 747	\$ 4,052	\$ (3,305)
Learning and Development	2,324	(33)	2,291	3,378	(1,087)
Outdoor and Recreation	—	—	—	788	(788)
	<u>\$ 3,071</u>	<u>\$ (33)</u>	<u>\$ 3,038</u>	<u>\$ 8,218</u>	<u>\$ (5,180)</u>

The table below summarizes the balance of other intangible assets, net and the related amortization periods using the straight-line method and attribution method at December 31, 2025 and 2024 (in millions):

	December 31, 2025			December 31, 2024			Amortization Periods (In years)
	Gross Carrying Amount	Accumulated Amortization	Net Book Value	Gross Carrying Amount	Accumulated Amortization	Net Book Value	
Tradenames - indefinite life	\$ 553	\$ —	\$ 553	\$ 844	\$ —	\$ 844	N/A
Tradenames - other	537	(186)	351	531	(135)	396	2-15
Capitalized software ^(a)	212	(95)	117	661	(543)	118	3-12
Patents and intellectual property	—	—	—	13	(13)	—	3-14
Customer relationships and distributor channels	1,013	(400)	613	1,025	(375)	650	3-30
	<u>\$ 2,315</u>	<u>\$ (681)</u>	<u>\$ 1,634</u>	<u>\$ 3,074</u>	<u>\$ (1,066)</u>	<u>\$ 2,008</u>	

(a) The Company wrote-off \$464 million of fully amortized capitalized software (including the accumulated amortization associated with those assets), with net book value of zero, as of December 31, 2025. The write-off did not affect the Company's Consolidated Balance Sheet, Statement of Operations, Statement of Cash Flows, or Statement of Stockholders' Equity.

Amortization expense for intangible assets was \$125 million, \$135 million and \$109 million in 2025, 2024 and 2023, respectively.

At December 31, 2025, the aggregate estimated intangible amortization amounts for the succeeding five years are as follows (in millions):

Years ending December 31,	Amount
2026	\$ 114
2027	108
2028	96
2029	90
2030	86
Thereafter	587

During 2025, the Company elected to perform qualitative assessments for two indefinite-lived tradenames in the L&D segment, with total carrying values of \$119 million. Based on the qualitative assessments, the Company concluded there were no events or circumstances that rise to a level that would more likely than not reduce the fair value of those indefinite-lived tradenames below the carrying value; therefore, a quantitative impairment analysis was not required for these indefinite-lived tradenames in the L&D segment. The Company elected to perform quantitative assessments for two indefinite-lived tradenames in both of the H&CS and L&D segments with total carrying values of \$567 million and \$203 million, respectively. The Company recorded non-cash impairment charges of \$163 million and \$127 million associated with two tradenames in the H&CS segment and \$50 million associated with one tradename in the L&D segment, as the carrying values exceeded the fair values.

During 2025, the Company elected to perform a qualitative assessment for the Writing reporting unit, with goodwill of \$1.93 billion and concluded that there were no events or circumstances that rise to a level that would more likely than not reduce the fair value of the reporting unit below the carrying value; therefore, a quantitative goodwill impairment analysis was not required for the Writing reporting unit. The Company elected to perform quantitative assessments for the Commercial and Baby reporting units with goodwill of \$747 million and \$415 million, respectively. Based on the Company's quantitative assessments, no goodwill impairment charges were recorded for the Commercial and Baby reporting units.

The impairment charges for goodwill and indefinite-lived tradenames were recorded in the Company's reporting segments as follows for the years ended December 31, (in millions):

	2025 ^(a)	2024 ^(b)	2023 ^(c)
Home and Commercial Solutions	\$ 290	\$ 275	\$ 76
Learning and Development	50	70	241
Outdoor and Recreation	—	—	22
	<u>\$ 340</u>	<u>\$ 345</u>	<u>\$ 339</u>

- (a) During the fourth quarter of 2025, in conjunction with its annual impairment testing, the Company recorded non-cash impairment charge of \$290 million associated with two tradenames in the H&CS segment and \$50 million associated with one tradename in the L&D segment, as the carrying values exceeded the fair values. The decline in the fair value of the tradenames in the H&CS and L&D segments resulting in the aforementioned non-cash impairment charges was the result of downward revision of forecasted cashflows and increase in the reporting units' discounts rates primarily due to increased risk premium applied to enable reconciliation to the Company's total enterprise value, given the decline in the Company's stock price since the last annual impairment test. A hypothetical 10% reduction in the forecasted revenue and residual (excess) cash flows used in the excess earnings method applied in determining the fair value of the tradenames would have resulted in an incremental impairment charge in the H&CS segment of \$28 million. A hypothetical 10% reduction in the forecasted revenue used in the relief from royalty method in determining the fair value of the tradename would have resulted in an incremental impairment charge in the L&D segment of \$1 million.
- (b) During the fourth quarter of 2024, in conjunction with its annual impairment testing, the Company recorded non-cash impairment charge of \$85 million associated with one tradename in the H&CS segment, as the carrying value exceeded the fair value. The decline in the fair value of the tradename in the H&CS segment was the result of downward revision of forecasted revenue mainly due to a distribution loss, which the Company was informed of during the fourth quarter of 2024. A hypothetical 10% reduction in the forecasted revenue and residual (excess) cash flows used in the excess earnings method applied in determining the fair value of the tradename would have resulted in an incremental impairment charge on the H&CS segment of \$22 million. During the third quarter of 2024, the Company concluded that triggering events had occurred for indefinite-lived tradenames in the H&CS and L&D segments, as a result of downward revisions of forecasted cash flows primarily due to lower volume and profitability expectations. The Company performed quantitative impairment tests and determined that the indefinite-lived tradenames in the H&CS and L&D segments, were impaired. During the third quarter of 2024, the Company recorded non-cash impairment charges of \$190 million and \$70 million for the indefinite-lived tradenames in the H&CS and in the L&D segments, respectively, as the carrying values exceeded their fair values.
- (c) During the fourth quarter of 2023, in conjunction with its annual impairment testing, the Company recorded a non-cash impairment charge of \$68 million associated with two tradenames in the H&CS segment, as the carrying values exceeded the fair values. The decline in the fair values of the tradenames in the H&CS segment were due to current market contraction, reflecting a reset of demand levels. During the third quarter of 2023, the Company concluded that a triggering event had occurred for an indefinite-lived tradename in the O&R segment, as a result of a downward revision of forecasted cash flows due to market conditions, as well as rising interest rates. The Company performed a quantitative impairment test and determined that the indefinite-lived tradename in the O&R segment was impaired and recorded a non-cash impairment charge of \$22 million for the indefinite-lived tradename in the O&R segment, as the carrying value of the tradename exceeded its fair value. Also, during the third quarter of 2023, the Company concluded that a triggering event had occurred for the goodwill associated with the Baby reporting unit in the L&D segment as a result of a downward revision of forecasted cash flows due to lower volume and profitability expectations, as well as rising interest rates. The Company performed a quantitative impairment test and determined that the Baby reporting unit goodwill was impaired and recorded a non-cash impairment charge of \$241 million as the carrying value of the reporting unit exceeded its fair value. During the second quarter of 2023, the Company concluded that a triggering event had occurred for an indefinite-lived tradename in the H&CS segment as a result of a downward revision of forecasted cash flows due to softening global demand, primarily caused by continued inflationary pressure impacting discretionary spending behavior of consumers, as well as rising interest rates. The Company performed a quantitative impairment test and determined that the indefinite-lived tradename in the H&CS segment was impaired. During the second quarter of 2023, the Company recorded a non-cash impairment charge of \$8 million, as the carrying value of the tradename exceeded its fair value.

The Company continues to evaluate its brand strategy including the assessment of indefinite-lived criteria which may impact the future estimated intangible amortization.

Footnote 7 — Other Accrued Liabilities

Other accrued liabilities included the following at December 31, (in millions):

	2025	2024
Customer accruals	\$ 616	\$ 601
Accrued compensation	168	249
Operating lease liabilities	113	110
Accrued income taxes	23	88
Other	544	411
	<u>\$ 1,464</u>	<u>\$ 1,459</u>

Customer accruals are promotional allowances and rebates, including cooperative advertising, given to customers in exchange for their selling efforts and volume purchased, as well as allowances for returns. Payments for annual rebates and other customer programs are generally made in the first quarter of the year. Included in Other are self-insurance liabilities that relate to casualty liabilities such as workers' compensation, general and product liability and auto liability and are estimated based upon historical loss experience combined with actuarial evaluation methods, review of significant individual files and the application of risk transfer programs.

Footnote 8 — Debt

The following is a summary of outstanding debt, net of unamortized issuance costs and original issue discount, at December 31, (in millions):

	2025	2024
3.900% senior notes due 2025 ^(a)	\$ —	\$ 47
4.200% senior notes due 2026	—	1,233
6.375% senior notes due 2027	497	486
8.500% senior notes due 2028	1,239	—
6.625% senior notes due 2029	492	477
6.375% senior notes due 2030	743	741
6.625% senior notes due 2032	495	494
5.375% senior notes due 2036	417	417
5.500% senior notes due 2046	658	658
Revolving credit facility ^{(a) (b)}	130	40
Other debt	2	2
Total debt	4,673	4,595
Short-term debt and current portion of long-term debt	(130)	(87)
Long-term debt	\$ 4,543	\$ 4,508

(a) Included in short-term debt and current portion of long-term debt at December 31, 2024.

(b) Included in short-term debt and current portion of long-term debt at December 31, 2025.

Senior Notes

In May 2025, in an offering exempt from the registration requirements of the Securities Act of 1933 and all state securities laws, the Company completed the offering and sale of \$1.25 billion of 8.500% senior notes due 2028 (the "2028 Notes") and received proceeds of approximately \$1.23 billion, net of fees and expenses paid. The 2028 Notes were issued pursuant to an indenture, dated as of May 22, 2025, between the Company and U.S. Bank Trust Company, National Association (the "Indenture"). The Indenture provides, among other things that the 2028 Notes are senior unsecured obligations of the Company and includes covenants that limit the ability of the Company and its subsidiaries to incur or guarantee additional debt, create or permit certain liens, redeem or repurchase certain debt, consummate certain assets sales, make certain loans and investments, consolidate, merge or sell all or substantially all of the Company and its subsidiaries assets, enter into certain transactions with affiliates and pay distributions on, or redeem or repurchase the Company's capital stock, subject in each case to certain qualifications and exceptions, including the termination of certain of these covenants upon the 2028 Notes receiving investment grade credit ratings. The Company used the proceeds of the offering to fully redeem its outstanding 4.200% senior notes due 2026 (the "2026 Notes").

In June 2025, the Company fully redeemed its 2026 Notes at a redemption price equal to 100.757% of the outstanding aggregate principal amount of the notes, plus accrued unpaid interest to the redemption date. The total consideration was approximately \$1.25 billion. As a result of the redemption, the Company recorded a loss on debt extinguishment of \$13 million.

In November 2025, the Company repaid the outstanding principal of its 3.900% senior notes due 2025, plus accrued and unpaid interest upon maturity for total consideration of \$48 million.

Revolving Credit Facility

The Company maintains a \$1.00 billion senior secured revolving credit facility (the “Credit Revolver”) maturing in August 2027. Under the Credit Revolver, the Company may borrow funds on a variety of interest terms. The Credit Revolver agreement (i) requires the Company to satisfy financial covenants testing the Company’s Collateral Coverage Ratio and Total Net Leverage Ratio (each further defined in the Credit Revolver, as amended), (ii) requires the Company and certain of its domestic and foreign subsidiaries (the “Guarantors”) to guaranty Company obligations under the Credit Revolver and (iii) requires the Company and other Guarantors to grant a lien and security interest in certain assets consisting of eligible accounts receivables, eligible inventory, eligible equipment and eligible intellectual property, and all products and proceeds of the foregoing, subject to certain limitations.

Other than outstanding borrowings under the Credit Revolver, availability under the Credit Revolver is subject to change in accordance with the terms of the agreement, including in response to changes in the Company’s pledged collateral value or outstanding letters of credit under the Credit Revolver. At December 31, 2025, there was \$852 million of availability under the Credit Revolver, based on the value of the pledged collateral and prior to giving effect to outstanding borrowings and letters of credit.

The Credit Revolver provides for the issuance of up to \$150 million of letters of credit, so long as there is sufficient availability for borrowing under the Credit Revolver. At December 31, 2025, the Company had approximately \$37 million of outstanding standby letters of credit issued against the Credit Revolver and \$130 million of outstanding borrowings under the Credit Revolver resulting in a net availability of approximately \$685 million.

Rating Downgrades

During the second quarter of 2025, Moody’s Corporation (“Moody’s”) and S&P Global Inc. (“S&P”) downgraded the Company’s senior unsecured debt rating to “B1” and “B+”, respectively. As a result, certain of the Company’s outstanding senior notes aggregating to approximately \$1.08 billion (the “Coupon-Step Notes”) were subject to an interest rate adjustment of 25 basis points for each downgrade, or 50 basis points in the aggregate, with such adjustments taking effect in the fourth quarter of 2025. The change to the interest rate due to the downgrades will increase the Company’s interest expense by approximately \$5 million on an annualized basis (approximately \$1 million in 2025). During the fourth quarter of 2025, Moody’s further downgraded the Company’s senior unsecured debt rating to “B2”, with no consequent effect on the interest rates applicable to the Coupon-Step Notes, as the Company has reached the maximum provision under the affected bonds.

Future Debt Maturities

The Company’s debt maturities for the five years following December 31, 2025 and thereafter are as follows (in millions):

2026	2027	2028	2029	2030	Thereafter	Total
\$130	\$500	\$1,252	\$500	\$750	\$1,586	\$4,718

Other

The indentures governing the Company’s senior notes contain usual and customary nonfinancial covenants, with the 2028 Notes containing additional covenants, such as described above, and the 6.375% notes due 2030 and the 6.625% notes due 2032 likewise containing additional covenants consistent with the 2028 Notes. The Company’s borrowing arrangements other than the senior notes contain usual and customary nonfinancial covenants and certain financial covenants, including minimum collateral coverage and net leverage ratios.

Weighted average interest rates for the years ended December 31, are as follows:

	2025	2024	2023
Total debt	6.4%	5.8%	5.2%
Short-term debt	6.7%	8.0%	6.9%

At December 31, 2025 and 2024, unamortized deferred debt issue costs were \$37 million and \$32 million, respectively. These costs are included in total debt and are being amortized over the respective terms of the underlying debt.

The fair values of the Company's senior notes are based on quoted market prices and are as follows at December 31, (in millions):

	2025		2024	
	Fair Value	Book Value	Fair Value	Book Value
Senior notes	\$ 4,493	\$ 4,541	\$ 4,624	\$ 4,553

The carrying amounts of all other debt approximates fair value.

Footnote 9 — Derivatives and Foreign Currency Operations

Derivatives

Derivative financial instruments are generally used to manage certain interest rate and foreign currency risks. These instruments, from time to time, may primarily include interest rate swaps, forward starting interest rate swaps and forward exchange contracts. The Company's forward exchange contracts generally do not subject the Company to exchange rate risk because gains and losses on these instruments generally offset gains and losses on the assets, liabilities and other transactions being hedged. However, these instruments, when settled, impact the Company's cash flows from operations to the extent the underlying transaction being hedged is not simultaneously settled due to an extension, a renewal or otherwise.

On the date when the Company enters into a derivative, the derivative is designated as a hedge of the identified exposure. The Company measures effectiveness of its hedging relationships both at hedge inception and on an ongoing basis.

Interest Rate Contracts

The Company manages its fixed and floating rate debt mix using interest rate swaps. The Company may use fixed and floating rate swaps to alter its exposure to the impact of changing interest rates on its consolidated results of operations and future cash outflows for interest. Floating rate swaps would be used, depending on market conditions, to convert the fixed rates of long-term debt into short-term variable rates. Fixed rate swaps would be used to reduce the Company's risk of the possibility of increased interest costs. The settlement of interest rate swaps is included in interest expense, net in the Consolidated Statements of Operations.

At December 31, 2025, the Company had approximately \$1.00 billion notional amount of interest rate swaps due September 2027 and September 2029 that exchange a fixed rate of interest for a variable rate of interest plus a weighted average spread. These floating rate swaps are designated as fair value hedges against the principal of the 6.375% senior notes due 2027 and the 6.625% senior notes due 2029 for the remaining life of the notes. The effective portion of the fair value gains or losses on these swaps is offset by fair value adjustments in the underlying debt.

Cross-Currency Contracts

The Company uses cross-currency swaps to hedge foreign currency risk on certain financing arrangements. These swaps mature on dates ranging from November 2026 to September 2029, with an aggregate notional amount of \$2.13 billion. These cross-currency swaps were designated as net investment hedges of the Company's foreign currency exposure of its net investment in certain Euro-functional currency subsidiaries with Euro-denominated net assets, and the Company pays a fixed or floating rate of Euro-based interest and receives a fixed or floating rate of U.S. dollar interest. The Company has elected the spot method for assessing the effectiveness of these contracts. During the twelve months ended December 31, 2025, 2024 and 2023, the Company recognized income of \$34 million, \$35 million

and \$38 million, respectively, in interest expense, net, in the Company's Consolidated Statement of Operations, related to the portion of cross-currency swaps excluded from hedge effectiveness testing.

Foreign Currency Contracts

The Company uses forward foreign currency contracts to mitigate the foreign currency exchange rate exposure on the cash flows related to forecasted inventory purchases and sales with maturity dates through December 2026. The derivatives used to hedge these forecasted transactions that meet the criteria for hedge accounting are accounted for as cash flow hedges. The effective portion of the gains or losses on these derivatives is deferred as a component of AOCL until it is recognized in earnings at the same time that the hedged item affects earnings and is included in the same caption (net sales and cost of products sold) in the Company's Consolidated Statement of Operations as the underlying hedged item. At December 31, 2025, the Company had approximately \$287 million notional amount outstanding of forward foreign currency contracts that are designated as cash flow hedges of forecasted inventory purchases and sales.

The Company also uses foreign currency contracts, primarily forward foreign currency contracts, to mitigate the foreign currency exposure of certain other foreign currency transactions. At December 31, 2025, the Company had approximately \$1.11 billion notional amount outstanding of these foreign currency contracts that are not designated as effective hedges for accounting purposes and have maturity dates through November 2026. Fair market value gains or losses are included in the results of operations and are classified in other expense, net in the Company's Consolidated Statement of Operations.

The following table presents the fair value of derivative financial instruments at December 31, (in millions):

		Balance Sheet Location		2025	2024
				Assets (Liabilities)	
Derivatives designated as effective hedges:					
<i>Cash Flow Hedges</i>					
Foreign currency contracts	Prepaid expenses and other current assets		\$	2	\$ 9
Foreign currency contracts	Other accrued liabilities			(4)	(1)
<i>Fair Value Hedges</i>					
Interest rate swaps	Other accrued liabilities			(2)	(7)
Interest rate swaps	Other noncurrent liabilities			(4)	(23)
<i>Net Investment Hedges</i>					
Cross-currency swaps	Prepaid expenses and other current assets			11	30
Cross-currency swaps	Other assets			—	38
Cross-currency swaps	Other accrued liabilities			(62)	—
Cross-currency swaps	Other noncurrent liabilities			(192)	(41)
Derivatives not designated as effective hedges:					
Foreign currency contracts	Prepaid expenses and other current assets			2	21
Foreign currency contracts	Other accrued liabilities			(30)	(4)
Total			\$	(279)	\$ 22

The Company recognized expense of \$53 million, income of \$26 million and expense of \$17 million in other expense, net, during 2025, 2024 and 2023, respectively, related to derivatives that are not designated as hedging instruments. Gains and losses on these derivatives are generally offset by foreign currency movement in the underlying exposure.

The Company is not a party to any derivatives that require collateral to be posted prior to settlement.

The following table presents pretax gain and (loss) activity for 2025, 2024 and 2023 related to derivative financial instruments designated as effective hedges (in millions):

	2025		2024		2023	
	Gain (Loss)		Gain (Loss)		Gain (Loss)	
	Recognized in OCL ^(a)	Reclassified from AOCL to Income	Recognized in OCL ^(a)	Reclassified from AOCL to Income	Recognized in OCL ^(a)	Reclassified from AOCL to Income
Interest rate swaps ^(b)	\$ —	\$ (2)	\$ —	\$ (8)	\$ —	\$ (5)
Foreign currency contracts ^(c)	(20)	(3)	19	(5)	(21)	—
Cross-currency swaps ^(d)	(270)	—	133	—	(80)	—
Total	\$ (290)	\$ (5)	\$ 152	\$ (13)	\$ (101)	\$ (5)

(a) Represents effective portion recognized in Other Comprehensive Loss ("OCL").

(b) Portion reclassified from AOCL to income recognized in interest expense, net and in loss on extinguishment and modification of debt.

(c) Portion reclassified from AOCL to income recognized in net sales and cost of products sold.

(d) Portion reclassified from AOCL to income recognized in other expense, net.

At December 31, 2025, net deferred losses within AOCL expected to be reclassified to earnings over the next twelve months are not expected to be material.

Foreign Currency Operations

Assets and liabilities of foreign subsidiaries are translated into U.S. dollars at the rates of exchange in effect at year-end. The related translation adjustments are made directly to AOCL. Income and expenses are translated at the average monthly rates of exchange in effect during the year. Foreign currency transaction gains and losses are included in the results of operations and are generally classified in other expense, net, in the Consolidated Statements of Operations. Foreign currency transaction net losses for 2025, 2024 and 2023 were \$4 million, \$6 million and \$10 million, respectively.

The Company designates certain foreign currency denominated, long-term intercompany financing transactions as being of a long-term investment nature and records gains and losses on the transactions arising from changes in exchange rates as translation adjustments.

Footnote 10 — Employee Benefit and Retirement Plans

The Company and its subsidiaries have noncontributory pension, profit sharing and contributory 401(k) plans covering substantially all of their international and domestic employees. Pension plan benefits are generally based on years of service and/or compensation. The Company's funding policy is to contribute not less than the minimum amounts required by the Employee Retirement Income Security Act of 1974, as amended, the Internal Revenue Code of 1986, as amended, or foreign statutes to ensure that plan assets will be adequate to provide retirement benefits.

The funded status of the Company's defined benefit pension plans and postretirement benefit plans is recognized in the Consolidated Balance Sheets. The funded status is measured as the difference between the fair value of plan assets and the benefit obligation at December 31, the measurement date. For defined benefit pension and postretirement benefit plans, the benefit obligation is the projected benefit obligation ("PBO"), which represents the actuarial present value of benefits expected to be paid upon retirement based on employee services already rendered and estimated future compensation levels. The fair value of plan assets represents the current market value of assets held for the sole benefit of participants. Over funded plans, with the fair value of plan assets exceeding the benefit obligation, are aggregated and recorded as a prepaid pension asset equal to this excess. Underfunded plans, with the benefit obligation exceeding the fair value of plan assets, are aggregated and recorded as a retirement and postretirement benefit obligation equal to this excess. The current portion of the retirement and postretirement benefit obligations represents the actuarial present value of benefits payable in the next 12 months exceeding the fair value of plan assets, measured on a plan-by-plan basis. This obligation is recorded in other accrued liabilities in the Consolidated Balance Sheets. Net periodic pension and postretirement benefit cost/(income) is recorded in the Consolidated Statements of Operations and includes service cost, interest cost, expected return on plan assets, amortization of prior service costs/(credits) and (gains)/losses previously recognized as a component of AOCL and amortization of the net transition asset remaining in AOCL. The service cost component of net benefit cost is recorded in cost of products sold and SG&A in the Consolidated Statements of Operations (unless eligible for capitalization) based on the employees' respective functions. The other components of net benefit cost are presented separately from service cost within other expense, net in the



Consolidated Statements of Operations. In 2026, the amount of AOCL expected to be recognized related to defined benefit pension and postretirement benefit plans is expense of \$5 million and income of \$2 million, respectively. (Gains)/losses and prior service costs/(credits) are recognized as a component of OCL in the Consolidated Statements of Comprehensive Income (Loss) as they arise. Those (gains)/losses and prior service costs/(credits) are subsequently recognized as a component of net periodic cost/(income) pursuant to the recognition and amortization provisions of applicable accounting guidance. (Gains)/losses arise as a result of differences between actual experience and assumptions or as a result of changes in actuarial assumptions. Prior service costs/(credits) represent the cost of benefit changes attributable to prior service granted in plan amendments.

The measurement of benefit obligations and net periodic cost/(income) is based on estimates and assumptions approved by the Company's management. These valuations reflect the terms of the plans and use participant-specific information such as compensation, age and years of service, as well as certain assumptions, including estimates of discount rates, expected return on plan assets, rate of compensation increases, interest crediting rates and mortality rates.

The Company's matching contributions to the Company's contributory 401(k) plans were \$36 million, \$34 million and \$37 million for 2025, 2024 and 2023, respectively.

Supplemental Executive Retirement Plans

The Company has supplemental executive retirement plans ("SERPs"), which includes features of both nonqualified defined benefit and defined contribution plans pursuant to which the Company will pay supplemental benefits to certain key employees upon retirement based upon the employees' years of service and compensation. The SERPs are primarily funded through a trust agreement with a trustee that owns life insurance policies on both active and former key employees as well as cash and mutual funds. The life insurance contracts are accounted for using the investment method. All premiums paid and proceeds received associated with the life insurance policies are included as investing activities in the Consolidated Statements of Cash Flows.

In October 2025, the Company approved resolutions to terminate certain of the SERPs described above, held by the Company or certain of its subsidiaries, that provided certain participating senior executives with nonqualified, unfunded defined benefit-style retirement benefits (the "NQDB Plans"), in addition to authorizing qualified plan distributions under such plans. The Company issued written notices to all NQDB Plan participants regarding the terminations and planned lump-sum payments of accrued benefits. This approved termination and completed communication created an irrevocable commitment. All accrued benefit obligations will be settled through lump-sum payments utilizing the assets described below, which the Company anticipates occurring in the fourth quarter of 2026. At that time the Company will apply settlement accounting, which will result in the extinguishment of the Company's obligation and recognition of an estimated non-cash settlement charge of \$8 million to \$12 million.

The life insurance contracts funding the SERPs had a cash surrender value of \$111 million at December 31, 2025 and \$142 million at December 31, 2024. The value of the Company's investments in the life insurance contracts at their cash surrender value, cash and mutual funds funding the SERPs as of December 31, 2025 and 2024, was \$127 million and \$148 million, respectively, and is included in other assets in the Consolidated Balance Sheets. Such asset values exceeded the Company's SERPs obligation by \$47 million and \$62 million as of December 31, 2025 and 2024, respectively. The projected benefit obligation and accumulated benefit obligation under the SERPs was \$80 million and \$86 million at December 31, 2025 and 2024, respectively, utilizing a discount rate of 4.44% and 5.36%, respectively. A projected benefit obligation of \$73 million and \$10 million is included in current accrued liabilities and \$7 million and \$76 million is included in other noncurrent liabilities in the Consolidated Balance Sheets at December 31, 2025 and 2024, respectively. The periodic SERP costs were not material for the fiscal years ending December 31, 2025, 2024 and 2023. The life insurance policies on both active and former key employees had aggregate net death benefits of \$197 million as of December 31, 2025.

Other Postretirement Employee Benefit Plans

Historically the Company provided other postretirement employee benefit plans ("OPEBs") primarily in the form of health and welfare benefits to certain of its employees. All OPEBs are currently frozen and, therefore, are not eligible for active employees to accrue benefits. The Company's OPEBs benefit obligations were \$23 million and \$25 million as of December 31, 2025 and 2024, respectively. There are no plan assets associated with the OPEBs; as such, the unfunded status of such plans is equal to the OPEB benefit obligations as of December 31, 2025 and 2024. The periodic OPEBs cost was not material for the years ended December 31, 2025, 2024 and 2023.

Defined Benefit Pension Plans

The following provides a reconciliation of benefit obligations, plan assets and funded status of the Company's qualified noncontributory defined benefit pension plans, as well as other disclosures related to those plans at December 31, (dollars in millions):

	Pension Benefits			
	United States		International	
	2025	2024	2025	2024
Change in benefit obligation:				
Benefit obligation at beginning of year	\$ 598	\$ 617	\$ 208	\$ 244
Service cost	—	—	3	3
Interest cost	30	29	8	9
Actuarial (gain) loss	(1)	—	(11)	(4)
Amendments	—	—	—	(12)
Currency translation	—	—	21	(10)
Benefits paid	(48)	(48)	(13)	(13)
Curtailments, settlements and other	—	—	(5)	(9)
Benefit obligation at end of year ^(a)	\$ 579	\$ 598	\$ 211	\$ 208
Change in plan assets:				
Fair value of plan assets at beginning of year ^(b)	634	668	160	176
Actual return on plan assets	66	14	—	1
Contributions	—	—	—	8
Currency translation	—	—	13	(6)
Benefits paid	(48)	(48)	(13)	(13)
Settlements and other	—	—	(4)	(6)
Fair value of plan assets at end of year	\$ 652	\$ 634	\$ 156	\$ 160
Funded status at end of year	\$ 73	\$ 36	\$ (55)	\$ (48)
Amounts recognized in the Consolidated Balance Sheets:				
Prepaid benefit cost, included in other assets	\$ 73	\$ 36	\$ 16	\$ 24
Accrued benefit cost:				
Current benefit cost—other accrued liabilities	—	—	(4)	(4)
Noncurrent benefit cost— other noncurrent liabilities	—	—	(67)	(68)
Net amount recognized	\$ 73	\$ 36	\$ (55)	\$ (48)
Assumptions				
Weighted-average assumptions used to determine benefit obligation:				
Discount rate	5.26 %	5.51 %	4.31 %	3.80 %
Long-term rate of compensation increase	— %	— %	2.27 %	2.39 %

(a) The accumulated benefit obligation for all defined benefit pension plans was \$783 million and \$799 million at December 31, 2025 and 2024, respectively.

The projected benefit obligation and associated fair value of plan assets related to underfunded or non-funded pension benefit plans was \$100 million and \$29 million and \$98 million and \$27 million as of December 31, 2025 and 2024, respectively. The aforementioned projected benefit obligation and associated fair value of plan assets related to underfunded or non-funded pension benefit plans approximates the accumulated benefit obligations and associated fair value of plan assets at December 31, 2025 and 2024.

Defined Benefit Pension Expense

The components of pension expense for the periods indicated are as follows (dollars in millions):

	Pension Benefits					
	United States			International		
	2025	2024	2023	2025	2024	2023
Service cost	\$ —	\$ —	\$ —	\$ 3	\$ 3	\$ 3
Interest cost	30	29	39	8	9	15
Expected return on plan assets	(48)	(47)	(52)	(5)	(6)	(11)
Amortization:						
Prior service cost	—	—	—	—	1	3
Net actuarial loss	1	—	3	1	2	3
Curtailment, settlement and termination costs	—	—	60	—	(1)	66
Total (income) expense	\$ (17)	\$ (18)	\$ 50	\$ 7	\$ 8	\$ 79

Assumptions

Weighted average assumptions used to calculate net periodic cost:

Effective discount rate for benefit obligations	5.51 %	4.94 %	5.36 %	3.81 %	3.82 %	4.07 %
Effective rate for interest on benefit obligations	5.19 %	4.85 %	5.24 %	3.65 %	3.75 %	4.00 %
Effective rate for service cost	— %	— %	— %	2.48 %	2.57 %	3.20 %
Effective rate for interest on service cost	— %	— %	— %	2.31 %	2.48 %	3.06 %
Long-term rate of return on plan assets	6.50 %	6.00 %	5.88 %	2.70 %	3.99 %	3.61 %
Long-term rate of compensation increase	— %	— %	— %	2.40 %	2.37 %	2.41 %

The components of net periodic pension costs other than the service cost component are included in other expense, net in the Consolidated Statements of Operations.

Defined Benefit Pension Plan Assets

The Company employs a total return investment approach for its pension plans whereby a mix of equities and fixed income investments are used to optimize the long-term return of pension plan assets. The intent of this strategy is to minimize plan expenses by outperforming plan liabilities over the long run. Risk tolerance is established through careful consideration of plan liabilities, plan funded status, and the Company's financial condition.

The investment portfolios contain a diversified blend of equity and fixed-income investments. The equity investments are diversified across geography and market capitalization through investments in U.S. large-capitalization stocks, U.S. small-capitalization stocks and international securities. The fixed income investments are primarily comprised of investment-grade and high-yield securities through investments in corporate and government bonds, government agencies and asset-backed securities. The Level 1 investments are primarily based upon quoted market prices. The Level 2 investments are primarily comprised of insurance contracts whose fair values are estimated based on the future cash flows to be received under the contracts discounted to the present using a discount rate that approximates the discount rate used to measure the associated pension plan liabilities. International Level 3 investments are primarily comprised of insurance contracts valued at contract value. Investment risk is measured and monitored on an ongoing basis through annual liability measurements, periodic asset/liability studies and quarterly investment portfolio reviews. There were no domestic Level 3 investments at December 31, 2025 and 2024. The investments excluded from the fair value hierarchy are net asset value-based ("NAV-based") hedge fund investments that generally have a redemption frequency of 90 days or less, with various redemption notice periods that are generally less than a month. The notice periods for certain investments may vary based on the size of the redemption.

The expected long-term rate of return for plan assets is based upon many factors, including expected asset allocations, historical asset returns, current and expected future market conditions, risk and active management premiums. The expected long-term rate of return is adjusted when there are fundamental changes in expected returns on the Company's defined benefit pension plan's investments. The target asset allocations for the Company's domestic pension plans may vary by plan, based in part on plan demographics, funded status and liability duration. In general, the Company's target asset allocations are as follows: equities approximately 30%; fixed income approximately 65%; multi-sector fixed-income approximately 5% and nominal for cash, alternative investments and other at December 31, 2025. Actual asset allocations may vary from the targeted allocations for various reasons, including market conditions and the timing of transactions. The Company maintains numerous international defined benefit pension plans. The asset

allocations for the international investment may vary by plan and jurisdiction and are primarily based upon the plan structure and plan participant profile.

The composition of domestic pension plan assets at December 31, 2025 and 2024 is as follows (in millions):

Plan Assets — Domestic Plans					
December 31, 2025					
Fair Value Measurements					
Asset Category	Level 1	Level 2	Subtotal	NAV-based assets	Total
Equity securities and funds	\$ —	\$ —	\$ —	\$ 198	\$ 198
Fixed income securities and funds	161	—	161	282	443
Alternative investments	—	—	—	1	1
Cash and other	7	2	9	—	9
Total	\$ 168	\$ 2	\$ 170	\$ 481	\$ 651

Plan Assets — Domestic Plans					
December 31, 2024					
Fair Value Measurements					
Asset Category	Level 1	Level 2	Subtotal	NAV-based assets	Total
Equity securities and funds	\$ —	\$ —	\$ —	\$ 121	\$ 121
Fixed income securities and funds	249	—	249	252	501
Alternative investments	—	—	—	1	1
Cash and other	9	2	11	—	11
Total	\$ 258	\$ 2	\$ 260	\$ 374	\$ 634

The composition of international pension plan assets at December 31, 2025 and 2024 is as follows (in millions):

Plan Assets — International Plans								
Fair Value Measurements								
Asset Category	December 31, 2025				December 31, 2024			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Equity securities and funds	\$ 4	\$ 4	\$ —	\$ 8	\$ 4	\$ 4	\$ —	\$ 8
Fixed income securities and funds	3	5	—	8	3	5	—	8
Cash, insured assets and other	6	123	11	140	3	131	10	144
Total	\$ 13	\$ 132	\$ 11	\$ 156	\$ 10	\$ 140	\$ 10	\$ 160

A reconciliation of the change in fair value of the defined benefit plans' assets using significant unobservable inputs (Level 3) for 2025 and 2024 is as follows (in millions):

	Total
Balance at December 31, 2024	\$ 10
Unrealized gain	1
Balance at December 31, 2025	\$ 11

Defined Benefit Pension Plan Contributions and Estimated Future Benefit Payments

During 2026, the Company expects to make no cash contributions to its domestic defined benefit plan and approximately \$5 million to its international defined benefit plans.

Estimated future benefit payments under the Company's defined benefit pension plans are as follows at December 31, 2025 (in millions):

	2026	2027	2028	2029	2030	Thereafter
Pension benefits	\$ 67	\$ 68	\$ 66	\$ 68	\$ 66	\$ 313

Footnote 11 — Income Taxes

The components of income (loss) before income taxes for the years ended December 31, (in millions):

	2025	2024	2023
Domestic	\$ (746)	\$ (708)	\$ (995)
Foreign	445	448	452
Total	\$ (301)	\$ (260)	\$ (543)

The provision for income taxes consists of the following for the years ended December 31, (in millions):

	2025	2024	2023
Current:			
Federal	\$ (28)	\$ (52)	\$ 56
State	8	10	1
Foreign	70	112	71
Total current	50	70	128
Deferred:			
Federal	(32)	(101)	(232)
State	(3)	(15)	(40)
Foreign	(31)	2	(11)
Total deferred	(66)	(114)	(283)
Total income tax benefit	\$ (16)	\$ (44)	\$ (155)

A reconciliation of the U.S. statutory rate to the effective income tax rate on a continuing basis is as follows for the year ended December 31, 2025, in accordance with ASU 2023-09 (See *Footnote 1*) which was adopted prospectively (in millions):

		Tax Effect	Rate Impact
U.S. Federal Statutory Rate Provision (Benefit)		\$ (63)	21.0 %
Foreign Tax Effects:			
<i>France</i>	Statutory tax rate difference between France and the U.S.	(8)	2.7
	Other	9	(3.0)
<i>Germany</i>	Effect of changes in tax laws or rate	8	(2.7)
<i>Ireland</i>	Statutory tax rate difference between Ireland and the U.S.	(40)	13.3
	Qualified domestic top-up tax	9	(3.0)
	Other	(4)	1.3
<i>Luxembourg</i>	Changes in valuation allowance	(14)	4.7
	Other	5	(1.7)
<i>Switzerland</i>	Changes in valuation allowance	(16)	5.3
	Impairment of investment in subsidiaries	(12)	4.0
	Other	(3)	1.0
<i>Other foreign jurisdictions</i>	Effect of rates different than statutory	9	(3.0)
Cross-Border Tax Laws: ^(a)	U.S. income inclusion on asset transfers	74	(24.6)
	Current taxation of foreign earnings (Subpart F)	27	(9.0)
	Foreign tax credit	(14)	4.7
	Other	8	(2.7)
Tax Credits:	Research and development credits	(7)	2.3
Non-taxable/deductible Item:	Officer compensation	14	(4.7)
Changes in unrecognized benefits		6	(2.0)
Other Adjustments:	Capital loss	(24)	8.0
	Return to provision	(8)	2.7
	Surrender of Company-owned life insurance policies	18	(6.0)
	Other ^(b)	10	(3.3)
Effective Rate		\$ (16)	5.3 %

(a) The Company accounts for tax on global intangible low-taxed income ("GILTI") as a period cost and the effects are included herein.

(b) In 2025, state and local tax expense, net of federal income tax effect, was not material in aggregate or on an individual state basis.

A reconciliation of the U.S. statutory rate to the effective income tax rate on a continuing basis prior to the adoption of ASU 2023-09 (See *Footnote 1*) is as follows for the years ended December 31:

	2024	2023
Statutory rate	21.0 %	21.0 %
<i>Add (deduct) effect of:</i>		
State income taxes, net of federal income tax effect	1.4	5.7
U.S. foreign inclusions and foreign tax credit	(6.3)	(2.4)
Foreign rate differential	9.5	12.3
Change in uncertain tax positions ^(a)	34.6	—
Change in valuation allowance reserve	(1.5)	(9.2)
Impairments	—	1.0
Sale of businesses	—	(0.9)
Capital loss	1.0	1.4
Reversal of outside basis difference	(0.3)	11.2
Non-deductible compensation	(5.4)	(1.1)
Return to provision	0.6	1.5
Other taxes	(7.4)	(1.8)
U.S. income inclusions on asset transfers	(28.4)	(10.1)
Foreign exchange	0.2	—
Other tax credits	2.9	1.8
Other	(5.0)	(1.9)
Effective rate	16.9 %	28.5 %

(a) Includes \$64 million, or 24.6%, income tax benefit as a result of the completion of tax authorities' examination in the U.S. for the years 2011 to 2015 and Brazil for years 2015 to 2017.

At December 31, 2025, the Company has accumulated unremitted earnings generated by our foreign subsidiaries of approximately \$4.40 billion. A portion of these earnings were previously subject to U.S. federal taxation via various U.S. foreign inclusion provisions. The Company does not assert indefinite reinvestment on a portion of its unremitted earnings of certain foreign subsidiaries as of December 31, 2025 and recognized deferred income taxes of approximately \$9 million, primarily related to the future withholding tax effects of those unremitted foreign earnings. With respect to unremitted earnings of \$4.40 billion and any other additional outside basis differences where the Company is continuing to assert indefinite reinvestment, any future reversals could be subject to additional foreign withholding taxes, U.S. state taxes and certain tax impacts relating to foreign currency exchange effects on any future repatriations of the unremitted earnings. The determination of any unrecognized deferred tax liabilities on the amount of unremitted earnings and other outside basis differences where the Company is asserting indefinite reinvestment is not practicable.

Income taxes paid, net of refunds by jurisdiction for the year ended December 31, 2025 are as follows (in millions):

Federal ^(a)	\$	34
State ^(b)		11
Foreign:		
Switzerland ^(c)		26
Ireland		13
United Kingdom		12
Other foreign jurisdictions ^(d)		41
Total	\$	137

(a) Primarily related to the final payment of \$31 million for the one-time toll charge incurred in 2017 related to the Tax Credits and Jobs Act.

(b) Comprised of tax payments of \$4 million to Wisconsin and various other U.S. states, none of which individually exceeded \$2 million.

(c) Final tax payments for settlement with tax authorities related to a prior disposition transaction.

(d) Comprised of tax payments paid to various other foreign jurisdictions, none of which individually exceed \$6 million.

Deferred tax assets (liabilities) consist of the following at December 31, (in millions):

	2025	2024
Deferred tax assets:		
Accruals	\$ 168	\$ 180
Inventory	58	73
Pension and postretirement benefits	24	34
Net operating losses	326	302
Foreign tax credits	25	16
Capital loss carryforward	32	36
Operating lease liabilities	139	139
Capitalized research and development expenses	102	79
Interest expense carryforward	133	134
Amortizable intangibles	65	16
Financial instruments	57	—
Other	73	82
Total gross deferred tax assets	1,202	1,091
Less valuation allowance	(152)	(171)
Net deferred tax assets after valuation allowance	1,050	920
Deferred tax liabilities:		
Accelerated depreciation	(97)	(110)
Operating lease assets	(115)	(122)
Financial instruments	—	(10)
Other	(63)	(50)
Total gross deferred tax liabilities	(275)	(292)
Net deferred tax assets	\$ 775	\$ 628

The net deferred tax amounts have been classified in the balance sheet at December 31, (in millions):

	2025	2024
Noncurrent deferred tax assets	\$ 825	\$ 806
Noncurrent deferred tax liabilities	(50)	(178)
Net deferred tax assets	\$ 775	\$ 628

At December 31, 2025, the Company has net operating losses (“NOLs”) of approximately \$1.31 billion, which comprise of \$149 million in the U.S. and \$1.16 billion outside of the U.S. Approximately \$848 million of these NOLs do not expire and approximately \$465 million expire between 2026 and 2045. At December 31, 2025, the Company has approximately \$1.90 billion of post-apportioned state NOLs of which \$277 million do not expire and \$1.60 billion expire between 2026 and 2045.

The Company has U.S. foreign tax credits of \$25 million which expire between 2028 and 2035. The Company has approximately \$103 million of U.S. capital loss carryforwards of which approximately \$10 million were generated at December 31, 2024 and \$93 million were generated at December 31, 2025. These U.S. capital loss carryforwards can be carried back three years and carried forward five years. The Company has approximately \$103 million of post-apportioned state capital loss carryforwards of which \$25 million was generated at December 31, 2018, \$38 million was generated at December 31, 2020, \$14 million was generated at December 31, 2021, \$4 million was generated at December 31, 2022, \$3 million was generated at December 31, 2024 and \$19 million was generated at December 31, 2025. Of these post-apportioned state capital loss carryforwards, \$26 million can be carried back three years and carried forward five years, and \$77 million can be carried forward five years.

The Company had a noncurrent income tax receivable (see subsequent discussion) of \$352 million and \$311 million as of December 31, 2025 and 2024, respectively and a noncurrent income tax payable of \$13 million as of December 31, 2025.

The Company routinely reviews valuation allowances recorded against deferred tax assets on a more likely than not basis as to whether the Company will realize the deferred tax assets. In making such a determination, the Company takes into consideration all available and appropriate positive and negative evidence, including projected future taxable income, future reversals of existing taxable temporary differences, the ability to carryback net operating losses, and available tax planning strategies. Although realization is not assured, based on this existing evidence, the Company believes it is more likely than not that the Company will realize the benefit of existing deferred tax assets, net of the valuation allowances.

At December 31, 2025, the Company has a valuation allowance recorded against certain deferred tax assets, primarily state and foreign NOLs, foreign capital losses and U.S. foreign tax credits, which the Company believes do not meet the more likely than not threshold to be realized due to uncertainty of future taxable income within the applicable tax jurisdictions. A valuation allowance of \$152 million and \$171 million was recorded against certain deferred tax asset balances at December 31, 2025 and 2024, respectively. For 2025, the Company recorded a net valuation allowance decrease of \$19 million, primarily related to profitability and expected utilization of NOLs in Luxembourg, Switzerland, and China, the write-off of NOLs and corresponding valuation allowances due to liquidation of various subsidiaries in Canada, Netherlands and Russia, netted with recording additional valuation allowances related to other miscellaneous changes in the U.S., state and non-U.S. related to ongoing operations. For 2024, the Company recorded a net valuation allowance decrease of \$13 million, primarily related to the utilization of NOLs in Argentina due to improved ongoing operations, the write-off of NOLs, capital losses and corresponding valuation allowances due to liquidation of various subsidiaries in Canada, Luxembourg and Hong Kong, netted with recording additional valuation allowances due to excess interest expense in Luxembourg, as well as other miscellaneous changes in the U.S., state and non-U.S. valuation allowances related to ongoing operations.

The following table summarizes the changes in gross unrecognized tax benefits periods indicated are as follows (in millions):

	2025	2024	2023
Unrecognized tax benefits, January 1,	\$ 355	\$ 463	\$ 476
<i>Increases (decreases):</i>			
Increases in tax positions for prior years	9	5	—
Decreases in tax positions for prior years	(4)	(90)	(19)
Increase in tax positions for the current period	2	5	12
Settlements with taxing authorities	—	(24)	—
Lapse of statute of limitations	(2)	(4)	(6)
Unrecognized tax benefits, December 31,	\$ 360	\$ 355	\$ 463

If recognized, \$325 million, \$316 million and \$387 million of unrecognized tax benefits at December 31, 2025, 2024 and 2023, respectively, would affect the effective tax rate. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits as a component of income tax expense. During 2025 and 2023, the Company recognized an income tax benefit on interest and penalties of \$8 million and \$9 million, respectively, due to the accrual of current year interest on existing positions and offset by the resolution of certain tax contingencies. During 2024, the Company recognized income tax benefit on interest and penalties of \$12 million due to the effective settlement of various tax positions under examination by the Internal Revenue Service ("IRS") and offset by the accrual of current year interest on existing positions.

The Company files numerous consolidated and separate income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. The statute of limitations for the Company's U.S. federal income tax returns has expired for years prior to 2011 and for 2016. With few exceptions, the Company is no longer subject to other income tax examinations for years before 2016. In the normal course of business, the Company is subject to audits by worldwide taxing authorities regarding various tax liabilities. The Company's U.S. federal income tax returns for 2017 to 2020, as well as certain state and non-U.S. income tax returns for various years, are under examination.

Other

In April 2025, the Company paid \$31 million of tax for the one-time toll charge incurred in 2017 related to the Tax Credits and Jobs Act, due to the IRS having not yet processed the amended 2017 return, which the Company filed during the year ended December 31, 2022. This resulted in an increase to the Company's noncurrent income tax receivable.

In June 2025, the Company filed its amended 2019 U.S. federal income tax return to carry back capital losses generated in 2020. This resulted in an increase in income tax expense of \$3 million and an aggregate increase in noncurrent income taxes receivable of \$10 million, and an increase in deferred tax liabilities of approximately \$13 million.

In May 2024, the Company received a Statutory Notice of Deficiency (“Notice”) from the IRS for the tax years 2011 to 2015. The Company agreed to certain adjustments raised by the IRS in the Notice. Accordingly, the Company has concluded that various income tax positions taken by the Company have been effectively settled, with the exception of the matter the Company intends to dispute as further described hereafter.

On July 19, 2024, the Company filed a petition in the U.S. Tax Court disputing the proposed assessment of \$80 million in additional taxes plus \$34 million in penalties plus the additional interest calculated upon final settlement related to the transfer pricing of services performed by certain of the Company’s foreign affiliates for the tax years 2011 to 2015. The Company believes that adequate amounts have been reserved for any adjustments that may ultimately result. If the IRS prevails in the assessment of additional tax, interest and penalties in excess of the Company’s current reserves, such outcome could have a material adverse effect on the Company’s financial position and results.

Footnote 12 — Leases

The Company recognizes a right of use (“ROU”) asset and a liability for all leases whose term is more than 12 months at the lease inception date. ROU assets and lease liabilities are recognized at commencement date based on the present value of lease payments over the lease term, which includes any extension the Company reasonably expects to exercise. The Company assesses whether certain service arrangements contain embedded leases where the contract conveys the right to use an asset but is not explicitly identified as a lease arrangement; examples include information technology, third-party logistics and original equipment manufacturers. The Company uses incremental borrowing rates, updated quarterly, that reflect its own external unsecured borrowing rates that are risk-adjusted to approximate secured borrowing rates over similar terms.

For certain non-real estate leases, the portfolio approach is used. The Company also has lease agreements with lease and non-lease components, which are accounted for as a single lease component.

Operating lease expense is recognized on a straight-line basis over the lease term. Operating lease assets and operating lease liabilities are reported as separate lines in the Consolidated Balance Sheets. The current portion of operating lease liabilities is reported in other accrued liabilities in the Consolidated Balance Sheets.

For finance leases, lease payments are allocated between interest expense and reduction of the liability in accordance with an amortization schedule. The corresponding asset is amortized on a straight-line basis over the lease term. Assets acquired under finance leases are reported in property, plant and equipment, net in the Consolidated Balance Sheets. The Company did not have finance leases at December 31, 2025 and 2024.

The depreciable life of leasehold improvements and other lease-related assets are limited by the expected lease term, unless there is a transfer of title or purchase option reasonably certain of exercise.

Supplemental consolidated balance sheet information for leases at December 31, is as follows (in millions):

		Classification	2025	2024
Assets				
Operating leases	Operating lease assets		\$ 453	\$ 466
Total lease assets			\$ 453	\$ 466
Liabilities				
Current				
Operating leases	Other accrued liabilities		\$ 113	\$ 110
Noncurrent				
Operating leases	Operating lease liabilities		433	418
Total lease liabilities			\$ 546	\$ 528



Components of lease expense for the years ended December 31, are as follows (in millions):

	2025	2024	2023
Operating lease cost:			
Operating lease cost ^(a)	\$ 156	\$ 161	\$ 172
Variable lease costs ^(b)	19	22	24
Finance lease cost:			
Amortization of leased assets	—	—	1

(a) Includes short-term leases, which are immaterial.

(b) Consists primarily of additional payments for non-lease components, such as maintenance costs, payments of taxes and additional rent based on a level of the Company's retail store sales.

Remaining lease term and discount rates for operating leases at December 31, are as follows:

	2025	2024
Weighted-average remaining lease term (years)	7	7
Weighted-average discount rate	5.4%	5.1%

Supplemental cash flow information related to leases for the years ended December 31, are as follows (in millions):

	2025	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	\$ 156	\$ 158	\$ 162
Right of use assets obtained in exchange for lease liabilities:			
Operating leases	62	76	46

Maturities of operating lease liabilities at December 31, 2025, are as follows (in millions):

2026	\$ 137
2027	113
2028	99
2029	80
2030	60
Thereafter	163
Total lease payments	652
Less: imputed interest	(106)
Present value of lease liabilities	\$ 546

Footnote 13 — Weighted Average Shares Outstanding

The basic and diluted weighted average shares outstanding for the years ended December 31, 2025, 2024 and 2023 were 418.2 million, 415.5 million and 414.1 million, respectively. For 2025, 2024 and 2023, 4.6 million, 3.4 million and 1.5 million, respectively, potentially dilutive share-based awards were excluded as their effect would be anti-dilutive.

At December 31, 2025, 2024 and 2023, there were zero, 0.7 million and 0.8 million, respectively, potentially dilutive restricted stock awards with performance-based targets that were not met and as such, have been excluded from the computation of diluted earnings per share.

For 2025, 2024 and 2023 dividends and equivalents for share-based awards expected to be forfeited did not have a material impact on net income for basic and diluted earnings per share.

Footnote 14 — Share-Based Compensation

Stock-based compensation expense is adjusted for estimated forfeitures and is recognized on a straight-line basis over the requisite service period of the award, which is generally three years for stock options and one to three years for time-based and performance-based restricted stock units. The Company estimates future forfeiture rates based on its historical experience.

The Company maintains a 2013 Incentive Plan and a 2022 Incentive Plan (collectively, the “Incentive Plans”), which allow for grants of stock-based awards. At December 31, 2025, there were approximately 23 million share-based awards collectively available for grant under the Incentive Plans. The 2013 Incentive Plan generally provides for stock-based awards to employees to vest over a minimum of three years, although some awards may vest earlier if granted to a new employee or if tied to the achievement of specified market or performance conditions, in which case such awards vest no earlier than one year from the date of grant. The 2022 Incentive Plan generally provides for stock-based awards to employees to vest no earlier than one year from the date of grant, subject to a *de minimis* exception. The stock-based awards granted to employees include stock options and time-based and performance-based restricted stock units, as follows:

Stock Options

During 2025, the Company did not award stock options. In years in which the Company has elected to grant stock options, it has issued them at exercise prices equal to the Company’s common stock price on the date of grant with contractual terms of ten years. Stock options issued by the Company generally vest and are expensed ratably over three years. Stock option grants are generally subject to forfeiture if employment terminates prior to vesting, except upon retirement, death or disability, in which case the options may remain outstanding and exercisable for a specified period not to exceed the remaining contractual term of the option.

The following table summarizes the changes in the number of shares of common stock for 2025 (shares and aggregate intrinsic value in millions):

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Life (in years)	Aggregate Intrinsic Value
Outstanding at December 31, 2024	6.1	\$ 22		
Forfeited	(0.4)	23		
Outstanding at December 31, 2025	5.7	\$ 21	4.9	\$0
Options exercisable, end of year	5.4	\$ 22	4.7	\$0

Time-Based and Performance-Based Restricted Stock Units

Time-based restricted stock unit awards (“Time-Based RSUs”) represent the right to receive unrestricted shares of stock based on continued employment and are generally subject to forfeiture if employment terminates prior to the vesting date, except a termination for death, disability or retirement. Time-Based RSU awards to employees primarily vest over a one to three-year period. In the case of retirement (as defined in the award agreement), Time-Based RSUs generally vest in part.

Time-Based RSUs have dividend equivalents credited to the recipient that are paid only to the extent the applicable service criteria is met, the Time-Based RSUs vest and the related stock is issued.

Performance-based restricted stock unit awards (“Performance-Based RSUs”) represent the right to receive unrestricted shares of stock based on continuous employment plus the achievement of Company performance objectives and/or individual performance goals established by the Compensation and Human Capital Committee of the Board of Directors. Such awards are generally subject to forfeiture if employment terminates prior to vesting, except a termination for death, disability or retirement. In the case of retirement (as defined in the award agreement), Performance-Based RSUs vest in whole or part depending on the employee’s age and years of service, subject to the satisfaction of the applicable performance criteria.

Performance-Based RSUs generally entitle recipients to shares of common stock if performance objectives are achieved, and typically vest no earlier than one year from the date of grant and no later than three years from the date of grant. The actual number of shares that will ultimately be earned is dependent on the level of achievement of the specified performance conditions. For restricted stock units with performance conditions that are based on stock price (“Stock-Price Based RSUs”), the grant date fair value of certain Stock-Price based RSUs is estimated using a Monte Carlo simulation, with the primary input into such valuation being the expected future volatility of the Company’s common stock, and if applicable, the volatilities of the common stocks of the companies in the Company’s peer group, upon which the relative total shareholder return performance is measured. Performance-Based RSUs have dividend equivalents credited to the recipient that are paid only to the extent the applicable service and performance criteria are met, the Performance-Based RSUs vest and the related stock is issued.

The Company accounts for stock-based compensation pursuant to relevant authoritative guidance, which requires measurement of compensation cost for all stock awards at fair value on the date of grant and recognition of compensation, net of estimated forfeitures, over the longer of the derived service period or explicit requisite service period for awards expected to vest. For non- stock-price based Performance-Based RSUs, the Company assesses the probability of achievement of the performance conditions each period and records expense for the awards based on the probable achievement of such metrics.

The following table summarizes the changes in the number of outstanding restricted stock units for 2025 (shares in millions):

	Restricted Stock Unit	Weighted Average Grant Date Fair Value Per Share
Outstanding at December 31, 2024	14.9	\$ 11
Granted	8.5	7
Grant adjustment ^(a)	0.6	(10)
Vested	(4.9)	10
Forfeited	(1.9)	8
Outstanding at December 31, 2025	17.2	\$ 8
Expected to vest as of December 31, 2025 ^(b)	20.6	\$ 8

(a) The grant adjustment primarily relates to an adjustment in the quantity of Performance-Based RSUs ultimately vested during 2025 that were dependent on the level of achievement of the specified performance conditions.

(b) The difference between the outstanding restricted stock units at December 31, 2025 and the restricted stock units expected to vest as of December 31, 2025 primarily relates to the expected achievement of the specified performance conditions for the respective outstanding Performance-Based RSUs.

The weighted-average grant-date fair values of awards granted were \$7, \$8 and \$11 per share in 2025, 2024 and 2023, respectively. The fair values of awards that vested were \$31 million, \$20 million and \$13 million in 2025, 2024 and 2023, respectively.

During 2025, the Company awarded 6.5 million Time-Based RSUs, which had an aggregate grant date fair value of \$45 million. These Time-Based RSUs entitle recipients to shares of the Company’s common stock and vest primarily in annual installments over a three-year period, subject to continued employment.

During 2025, the Company also awarded 2.0 million Performance-Based RSUs with an aggregate grant date fair value of \$14 million. These Performance-Based RSUs entitle the recipients to shares of the Company’s common stock and vest primarily at the end of a three-year period, subject to continued employment. The actual number of shares that will ultimately be paid upon vesting is dependent on the level of achievement of the specified performance conditions.

On May 19, 2023, the Company adopted the 2023 Special Incentive Program (the “SIP”) to incentivize performance against multi-year goals and to aid in the retention of certain Company executives. On July 5, 2023, pursuant to the SIP, the Company granted performance-based restricted stock unit awards to the Company’s President and Chief Executive Officer (“CEO”) and the Company’s Chief Financial Officer (“CFO”) that vest on February 27, 2026, subject to the achievement of the applicable performance measures. On the same date, the Company granted time-based and performance-based restricted stock unit awards to certain key executives, other than the CEO and CFO, pursuant to the SIP. The time-based restricted stock units granted to such other executives pursuant to the SIP fully vested on the one-year anniversary of the date of grant, while the performance-based restricted stock units granted to such other



executives pursuant to the SIP will vest 70% on the two-year anniversary of the grant date and 30% on the three-year anniversary of the grant date, subject to the achievement of applicable performance measures.

The following table summarizes the Company's total unrecognized compensation cost related to stock-based compensation at December 31, 2025:

(in millions)	Unrecognized Compensation Cost	Weighted Average Period of Expense Recognition (in years)
Restricted stock units	\$ 49	1
Stock options	1	1
Total	\$ 50	1

Excess tax detriments related to stock-based compensation was \$5 million for each of 2025 and 2024 and \$2 million for 2023.

Footnote 15 — Fair Value Disclosures

Accounting principles generally accepted in the U.S. define fair value as the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that is determined based on assumptions that market participants would use in pricing an asset or liability. The authoritative guidance discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). These valuation techniques are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. As the basis for evaluating such inputs, a three-tier value hierarchy prioritizes the inputs used in measuring fair value as follows:

Level 1: Observable inputs such as quoted prices for identical assets or liabilities in active markets.

Level 2: Observable inputs other than quoted prices that are directly or indirectly observable for the asset or liability, including quoted prices for similar assets or liabilities in active markets; quoted prices for similar or identical assets or liabilities in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3: Unobservable inputs that reflect the reporting entity's own assumptions.

Recurring Fair Value Measurements

The Company's financial assets and liabilities adjusted to fair value at least annually are its money market fund investments included in cash and cash equivalents, its mutual fund investments included in other assets, and its derivative instruments, which are primarily included in prepaid expenses and other current assets, other assets, other accrued liabilities and other noncurrent liabilities.

The following tables present the Company's non-pension financial assets and liabilities, which are measured at fair value on a recurring basis (in millions):

	December 31, 2025			December 31, 2024		
	Level 1	Level 2	Total	Level 1	Level 2	Total
Derivatives:						
Assets	\$ —	\$ 15	\$ 15	\$ —	\$ 98	\$ 98
Liabilities	—	(294)	(294)	—	(76)	(76)
Investment securities, including mutual funds	81	—	81	3	—	3

For publicly-traded investment securities, including mutual funds, fair value is determined on the basis of quoted market prices and, accordingly, such investments are classified as Level 1. Other investment securities are primarily comprised

of money market accounts that are classified as Level 2. The Company determines the fair value of its derivative instruments using standard pricing models and market-based assumptions for all significant inputs, such as yield curves and quoted spot and forward exchange rates. Accordingly, the Company's derivative instruments are classified as Level 2. The Company did not have non-pension financial assets and liabilities classified as Level 3 at December 31, 2025 and 2024.

The Company adjusts its pension asset values to fair value on an annual basis (See *Footnote 10*).

Financial Instruments

The Company's financial instruments include cash and cash equivalents, accounts receivable, accounts payable, derivative instruments, notes payable and short and long-term debt. The carrying values for current financial assets and liabilities, including cash and cash equivalents, accounts receivable, accounts payable and short-term debt approximate fair value due to the short maturity of such instruments. The fair values of the Company's debt and derivative instruments are disclosed in *Footnote 8* and *Footnote 9*, respectively.

Nonrecurring Fair Value Measurements

The Company's non-financial assets which are measured at fair value on a nonrecurring basis include property, plant and equipment, goodwill, intangible assets and certain other assets.

The Company's goodwill and indefinite-lived intangibles are fair valued using discounted cash flows. Quantitative goodwill impairment testing requires significant use of judgment and assumptions including the identification of reporting units; the assignment of assets and liabilities to reporting units; and the estimation of future cash flows (including net sales, gross profit and operating expenses), terminal values, discount rates and total enterprise value. Quantitative testing of indefinite-lived intangibles under established guidelines for impairment also requires significant use of judgment and assumptions (such as estimation of future cash flows, royalty rates, terminal values, contributory cross charges, where applicable, and discount rates). Accordingly, these fair value measurements fall in Level 3 of the fair value hierarchy. These assets and certain liabilities are measured at fair value on a nonrecurring basis as part of the Company's annual impairment testing and as circumstances require.


At December 1, 2025 and 2024, the Company had indefinite-lived intangible assets classified as Level 3 of the fair value hierarchy, of \$295 million and \$216 million, respectively, which are measured at fair value on a non-recurring basis. At December 31, 2025 and 2024, intangible assets of certain reporting units are recorded at fair value based upon the Company's impairment testing. The most significant unobservable inputs (Level 3) used to estimate the fair values of the Company's reporting unit goodwill and indefinite-lived intangible assets are discount rates, which range from 8.5% to 11.0% for reporting unit goodwill and 8.5% to 13.0% for indefinite-lived intangible assets. During the fourth quarter of 2025, two tradenames within the H&CS segment were measured at fair values of \$188 million and \$89 million and one tradename within the L&D segment was measured at fair value of \$18 million. During the fourth quarter of 2024, one tradename in the H&CS segment was measured at fair value of \$216 million. See *Footnotes 1* and *6* for further information.

The Company reviews long-lived assets for impairment whenever events or circumstances indicate that carrying amounts may not be recoverable through future undiscounted cash flows. If the Company concludes that impairment exists, the carrying amount is reduced to fair value.

Footnote 16 — Segment Information

The Company's three primary operating segments are as follows:

Segment	Key Brands	Description of Primary Products
Home and Commercial Solutions	Ball ^(a) , Calphalon, Chesapeake Bay, Crockpot, FoodSaver, Mapa, Mr. Coffee, Oster, Rubbermaid, Rubbermaid Commercial Products, Sistema, Spontex, Sunbeam, WoodWick and Yankee Candle	Commercial cleaning and maintenance solutions; closet and garage organization; hygiene systems and material handling solutions; household products, including kitchen appliances; food and home storage products; fresh preserving products; vacuum sealing products; gourmet cookware, bakeware and cutlery and home fragrance products
Learning and Development	Dymo, Elmer's, EXPO, Graco, NUK, Paper Mate, Parker and Sharpie	Baby gear and infant care products; writing instruments, including markers and highlighters, pens and pencils; art products; activity-based products and labeling solutions
Outdoor and Recreation	Bubba, Campingaz, Coleman, Contigo and Marmot	Active lifestyle products for outdoor and outdoor-related activities; technical apparel and on-the-go beverage ware

(a)  and Ball®, TMs of Ball Corporation, used under license.

The President and Chief Executive Officer of the Company, who is the Chief Operating Decision Maker (the "CODM") reviews the businesses as three operating segments: Home and Commercial Solutions, Learning and Development and Outdoor and Recreation. This structure reflects the manner in which the CODM regularly assesses information for decision-making purposes, including the allocation of resources. The Company also provides general corporate services to its segments which is reported as a non-operating segment, Corporate.

The CODM evaluates the segments' operating performance based on segment operating income, defined as net sales minus cost of products sold, segment SG&A (including share-based compensation at target for operating segment employees) and other segment costs. Segment SG&A includes an allocation of center-led corporate functions including the bonus for such corporate functions based on achieving 100% of the respective target. However, any variability in expense from such targets, favorable or unfavorable, is retained at corporate, and would be reflected as a corporate expense. Segment SG&A also does not include any allocation of share-based compensation related to such center-led corporate functions or any adjustments, favorable or unfavorable, between the actual share-based compensation achieved versus the share-based compensation at target for operating segment employees, which items are also reflected in corporate expense. The CODM considers budget-to-current forecast and prior actuals-to-current forecast variances for segment operating income on a periodic basis for evaluating performance of each segment and making decisions about allocating capital and other resources to each segment.

The Company's segment results are as follows (in millions):

	Year Ended December 31, 2025			
	Consolidated	Home and Commercial Solutions	Learning and Development	Outdoor and Recreation
Net sales ^(a)	\$ 7,204	\$ 3,772	\$ 2,691	\$ 741
Cost of products sold	4,772	2,673	1,542	557
Segment SG&A	1,774	938	630	206
Other segment costs ^(b)	357	299	55	3
Segment operating income (loss)	\$ 301	\$ (138)	\$ 464	\$ (25)
Corporate expenses ^(c)	262			
Operating income	39			
Interest expense, net	321			
Loss on extinguishment and modification of debt	13			
Other expense, net	6			
Loss before income taxes	\$ (301)			

Year Ended December 31, 2024

	Consolidated	Home and Commercial Solutions	Learning and Development	Outdoor and Recreation
Net sales ^(a)	\$ 7,582	\$ 4,071	\$ 2,717	\$ 794
Cost of products sold	5,034	2,856	1,537	641
Segment SG&A	1,791	933	623	235
Other segment costs ^(b)	372	284	84	4
Segment operating income (loss)	\$ 385	\$ (2)	\$ 473	\$ (86)
Corporate expenses ^(c)	318			
Operating income	67			
Interest expense, net	295			
Loss on extinguishment and modification of debt	14			
Other expense, net	18			
Loss before income taxes	\$ (260)			

Year Ended December 31, 2023

	Consolidated	Home and Commercial Solutions	Learning and Development	Outdoor and Recreation
Net sales ^(a)	\$ 8,133	\$ 4,428	\$ 2,706	\$ 999
Cost of products sold	5,780	3,347	1,613	820
Segment SG&A	1,766	916	621	229
Other segment costs ^(b)	420	128	259	33
Segment operating income (loss)	\$ 167	\$ 37	\$ 213	\$ (83)
Corporate expenses ^(c)	252			
Operating loss	(85)			
Interest expense, net	283			
Other expense, net	175			
Loss before income taxes	\$ (543)			

(a) All intercompany transactions have been eliminated.

(b) Other segment costs primarily include segment restructuring costs, net and non-cash impairment of goodwill, intangibles and other assets (see *Footnotes 3 and 6*, respectively for further information).

(c) Corporate expenses primarily include costs of operating as a public company including retained costs of center-led corporate functions, corporate restructuring and restructuring-related costs (see *Footnote 3* for further information) and non-cash impairment of corporate assets. In addition, corporate expense includes adjustments, favorable or unfavorable, between the actual bonus achieved versus the bonus at target for center-led corporate functions, as well as adjustments, favorable or unfavorable, between the actual share-based compensation achieved versus the share-based compensation at target for operating segment employees. Incentive compensation recorded in corporate expenses decreased by \$71 million in 2025 as compared to 2024, primarily due to weaker performance relative to targets in 2025. For 2024, incentive compensation recorded in corporate was \$85 million higher as compared to 2023, primarily due to improved performance relative to targets under the Company's Management Bonus Plan and increases in the expected achievements of the specified performance conditions in the Company's respective outstanding Performance-Based RSUs (see *Footnote 14* for further information).

Depreciation and amortization by segment are as follows for the years ended December 31, (in millions):

	2025	2024	2023
Home and Commercial Solutions	\$ 142	\$ 153	\$ 163
Learning and Development	69	70	71
Outdoor and Recreation	31	39	35
Corporate ^(a)	69	61	65
	\$ 311	\$ 323	\$ 334

(a) Corporate depreciation and amortization is allocated to the segments on a percentage of sales basis, and the allocated depreciation and amortization are included in the segment operating income (loss).

Capital expenditures by segment are as follows for the years ended December 31, (in millions):

	2025	2024	2023
Home and Commercial Solutions	\$ 85	\$ 96	\$ 93
Learning and Development	52	48	60
Outdoor and Recreation	18	16	16
Corporate	92	99	115
	<u>\$ 247</u>	<u>\$ 259</u>	<u>\$ 284</u>

Assets^(b) by segment are as follows at (in millions):

	December 31, 2025	December 31, 2024
Home and Commercial Solutions	\$ 3,771	\$ 4,110
Learning and Development	3,797	3,786
Outdoor and Recreation	495	541
Corporate	2,652	2,567
	<u>\$ 10,715</u>	<u>\$ 11,004</u>

The Company's geographic net sales^{(a) (b)} are as follows for the years ended December 31, (in millions):

	2025	2024	2023
United States	\$ 4,407	\$ 4,732	\$ 5,129
Canada	308	319	313
Total North America	4,715	5,051	5,442
Europe, Middle East and Africa	1,192	1,194	1,283
Latin America	809	831	863
Asia Pacific	488	506	545
Total International	2,489	2,531	2,691
	<u>\$ 7,204</u>	<u>\$ 7,582</u>	<u>\$ 8,133</u>

The following table disaggregates net sales^(a) by major product grouping source for the years ended December 31, (in millions):

	2025	2024	2023
Commercial	\$ 1,296	\$ 1,361	\$ 1,434
Kitchen	1,828	2,036	2,244
Home Fragrance	648	674	750
Home and Commercial Solutions	3,772	4,071	4,428
Baby	1,008	1,008	989
Writing	1,683	1,709	1,717
Learning and Development	2,691	2,717	2,706
Outdoor and Recreation	741	794	999
	<u>\$ 7,204</u>	<u>\$ 7,582</u>	<u>\$ 8,133</u>

Geographic net sales^{(a) (b)} by segment are as follows (in millions):

	North America	International	Total
Year Ended December 31, 2025			
Home and Commercial Solutions	\$ 2,372	\$ 1,400	\$ 3,772
Learning and Development	1,969	722	2,691
Outdoor and Recreation	374	367	741
	<u>\$ 4,715</u>	<u>\$ 2,489</u>	<u>\$ 7,204</u>
Year Ended December 31, 2024			
Home and Commercial Solutions	\$ 2,644	\$ 1,427	\$ 4,071
Learning and Development	1,980	737	2,717
Outdoor and Recreation	427	367	794
	<u>\$ 5,051</u>	<u>\$ 2,531</u>	<u>\$ 7,582</u>
Year Ended December 31, 2023			
Home and Commercial Solutions	\$ 2,942	\$ 1,486	\$ 4,428
Learning and Development	1,937	769	2,706
Outdoor and Recreation	563	436	999
	<u>\$ 5,442</u>	<u>\$ 2,691</u>	<u>\$ 8,133</u>

(a) All intercompany transactions have been eliminated.

(b) Geographic sales information is based on the region from which the products are shipped and invoiced. Long-lived assets by geography are not presented because it is impracticable to do so.

The Company's largest customer in 2025, Amazon, accounted for approximately 17%, 15% and 13% of net sales in 2025, 2024 and 2023 respectively. Walmart Inc. and subsidiaries, the Company's second largest customer in 2025, accounted for approximately 13%, 14% and 15% of net sales in 2025, 2024 and 2023, respectively.

Footnote 17 — Litigation and Contingencies

The Company is subject to various claims and lawsuits in the ordinary course of business, including from time to time, contractual disputes, employment and environmental matters, product and general liability claims, claims that the Company has infringed on the intellectual property rights of others, and consumer and employment class actions. Some of the legal proceedings include claims for punitive as well as compensatory damages. In the ordinary course of business, the Company is also subject to legislative requests, regulatory and governmental examinations, information requests and subpoenas, inquiries, investigations, and threatened legal actions and proceedings. In connection with such formal and informal inquiries, the Company receives numerous requests, subpoenas, and orders for documents, testimony and information in connection with various aspects of its activities.

Environmental Matters

The Company is involved in various matters concerning federal, state and foreign environmental laws and regulations, including matters in which the Company has been identified by the U.S. Environmental Protection Agency ("U.S. EPA") and certain state environmental agencies as a potentially responsible party ("PRP") at contaminated sites under the Comprehensive Environmental Response Compensation and Liability Act ("CERCLA") and equivalent state laws. In assessing its environmental response costs, the Company has considered several factors, including the extent of the Company's volumetric contribution at each site relative to that of other PRPs; the kind of waste; the terms of existing cost sharing and other applicable agreements; the financial ability of other PRPs to share in the payment of requisite costs; the Company's prior experience with similar sites; environmental studies and cost estimates available to the Company; the effects of inflation on cost estimates; and the extent to which the Company's, and other parties' status as PRPs is disputed.

The Company's estimate of environmental remediation costs associated with these matters at December 31, 2025 was \$35 million which is included in other accrued liabilities and other noncurrent liabilities in the Consolidated Balance Sheets. No insurance recovery was taken into account in determining the Company's cost estimates or reserves, nor do the Company's cost estimates or reserves reflect any discounting for present value purposes, except with respect to certain long-term operations and maintenance CERCLA matters. Because of the uncertainties associated with environmental investigations and response activities, the possibility that the Company could be identified as a PRP at

sites identified in the future that require the incurrence of environmental response costs and the possibility that sites acquired in business combinations may require environmental response costs, actual costs to be incurred by the Company may vary from the Company's estimates.

Lower Passaic River Matter

Over 100 entities, including the Company and its subsidiary, Berol Corporation (together, the "Company Parties"), have been identified as PRPs at the Diamond Alkali Superfund Site (the "Site") pursuant to CERCLA. The Site is divided into four "operable units," and the Company Parties have received notice letters in connection with operable Unit 4 and operable Unit 2 (which is geographically subsumed within Unit 4). The U.S. EPA has issued records of decision for Units 2 and 4 with selected remedies that it has estimated to cost approximately \$1.80 billion in the aggregate. In September 2017, the U.S. EPA announced an allocation process involving roughly 80 PRPs, with the intent of offering cash-out settlements to a number of parties. The allocation process has concluded, and the Company Parties were placed in the lowest tier of relative responsibility among allocation parties. On January 31, 2024, U.S. EPA filed a motion to enter a modified consent decree to resolve the liability of the Company Parties and other settlement parties for past and future CERCLA response costs at Unit 2 and Unit 4 ("Consent Decree"), which the court granted on December 18, 2024 (the "Consent Decree Litigation"). The Court's order entering the Consent Decree has been appealed. As of the date of this filing, the Company does not expect that its share of payments toward the Consent Decree, if the Consent Decree is upheld following any appellate review, will be material to the Company.

In June 2018, Occidental Chemical Corporation ("OCC"), a New York corporation, sued over 100 parties, including the Company Parties, in the U.S. District Court in New Jersey pursuant to CERCLA, requesting cost recovery, including past and future costs for investigation, design and remediation of Units 2 and 4, as well as contribution and a declaratory judgement (the "OCC Litigation"). The defendants, in turn, filed claims against 42 third-party defendants and counterclaims against OCC. OCC has also stated that it anticipates asserting claims against defendants regarding Newark Bay, which is also part of the Site, after the U.S. EPA has selected the Newark Bay remedy. The OCC Litigation is stayed pending the Court's adjudication of the entry of the Consent Decree. At this time, the Company cannot predict the eventual outcome of the OCC Litigation.

In September 2025, OCC merged with and into an affiliated Texas limited liability company, and the surviving entity changed its name to Occidental Chemical Company, LLC. That entity then executed a divisional merger, splitting into two entities: Environmental Resource Holdings, LLC ("ERH"), and Occidental Chemical Corporation, a Texas corporation ("OCC TX"). Counsel for OCC in the Consent Decree Litigation filed an updated corporate disclosure, asserting that OCC "is now known as Environmental Resource Holdings LLC." On February 6, 2026, 35 companies filed a complaint against OCC TX in the U.S. District Court in New Jersey, alleging that OCC's valuable assets were transferred to OCC TX, not ERH, and requesting a declaratory judgment that OCC TX is jointly and severally liable for OCC's CERCLA liabilities.

In addition, federal trustees, including the U.S. Department of Commerce and Department of the Interior, continue to undertake a Natural Resource Damage Assessment with respect to the Site, having previously identified the Company Parties, along with numerous other entities, as PRPs.

Based on currently known facts and circumstances, the Company does not believe that the Lower Passaic River matter is reasonably likely to have a material impact on the Company's results of operations. However, in the event of one or more adverse determinations related to this matter, including the OCC Litigation and Natural Resource Damage Assessment noted above (for which the Company cannot currently estimate the range of possible losses), it is possible that the ultimate liability resulting from this matter and the impact on the Company's results of operations could be material. Because of the uncertainties associated with environmental investigations and response activities, the possibility that the Company could be identified as a PRP at sites identified in the future that require the incurrence of environmental response costs and the possibility that sites acquired in business combinations may require environmental response costs, actual costs to be incurred by the Company may vary from the Company's estimates.

French Door Countertop Ovens Recall

On September 25, 2025, the Company announced a recall in the U.S. and Canada of certain of its Oster French Door Countertop Ovens in the H&CS segment. The Company determined that the recalled product may present users with a potential safety concern, as the doors could unexpectedly close and pose a burn hazard to users, and the recall offers a repair kit to address the hazard. During the year ended December 31, 2025, the Company incurred charges of \$11 million relating to this recall representing its best estimate of risk of loss.

Other Matters

In the normal course of business and as part of its acquisition and divestiture strategy, the Company may provide certain representations and indemnifications related to legal, environmental, product liability, tax or other types of issues. Based on the nature of these representations and indemnifications, it is not possible to predict the maximum potential payments under all of these agreements due to the conditional nature of the Company's obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments made by the Company under these agreements did not have a material effect on the Company's business, financial condition or results of operations.

In connection with the Company's sale of The United States Playing Card Company ("USPC"), Cartamundi, Inc. and Cartamundi España, S.L., (the "Buyers") have notified the Company of their contention that certain representations and warranties in the Stock Purchase Agreement, dated June 4, 2019, were inaccurate and/or breached, and have sought indemnification to the extent that the Buyers are required to pay related damages arising out of a third party lawsuit that was recently filed against USPC.

Although the Company cannot predict the ultimate outcome of other proceedings with certainty, it believes that the ultimate resolution of the Company's proceedings, including any amounts it may be required to pay in excess of amounts reserved, will not have a material effect on the Company's Consolidated Financial Statements, except as otherwise described in this *Footnote 17*.

At December 31, 2025, the Company had approximately \$49 million in standby letters of credit primarily related to the Company's self-insurance programs, including workers' compensation, product liability and medical expenses.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to provide reasonable assurance that information which is required to be disclosed by the issuer in the reports that it files or submits under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms, and that such information is accumulated and communicated to management, including its Chief Executive Officer (the "CEO") and Chief Financial Officer (the "CFO"), as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating such controls and procedures, the Company recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

As required by Rule 13a-15(b) of the Exchange Act, the Company's management, including the Company's CEO and CFO, have evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this Annual Report. Based on that evaluation, the Company's CEO and CFO have concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level as of December 31, 2025.

Management's Annual Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined by Rule 13a-15(f) of the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles in the United States ("U.S. GAAP"). The Company's internal control over financial reporting includes policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the Company's assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of the Company's financial statements in accordance with U.S. GAAP, and that receipts and expenditures are being made only in accordance with authorizations of the Company's management; and

- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on its financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, any evaluation of effectiveness to future periods is subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of its internal control over financial reporting as of December 31, 2025. In making this assessment, management used the criteria set forth in the *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, management concluded the Company's internal control over financial reporting was effective as of December 31, 2025.

The Company's independent registered public accounting firm, PricewaterhouseCoopers LLP, has audited the effectiveness of Newell Brands Inc.'s internal control over financial reporting as of December 31, 2025, as stated in their report which appears in *Item 8*.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2025, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None of the Company's directors and officers adopted, modified or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement during the Company's fiscal quarter ended December 31, 2025.

ITEM 9C. DISCLOSURES REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information required under this Item with respect to Directors will be contained in the Company's Proxy Statement for the Annual Meeting of Stockholders (the "2026 Proxy Statement") under the captions "Election of Directors" and "Information Regarding Board of Directors and Committees and Corporate Governance," which information is incorporated by reference herein.

Information required under this Item with respect to Executive Officers of the Company is included as a supplemental item at the end of Part I of this report.

Information required under this Item with respect to the audit committee and Audit Committee financial experts will be included in the 2026 Proxy Statement under the caption "Information Regarding Board of Directors and Committees and Corporate Governance — Committees — Audit Committee," which information is incorporated by reference herein.

Information required under this Item with respect to communications between security holders and Directors will be included in the Proxy Statement under the caption "Information Regarding Board of Directors and Committees and Corporate Governance — Director Nomination Process," and "Information Regarding Board of Directors and Committees and Corporate Governance — Communications with the Board," which information is incorporated by reference herein.

The Board of Directors has adopted a "Code of Ethics for Senior Financial Officers," which is applicable to the Company's senior financial officers, including the Company's principal executive officer, principal financial officer, principal accounting officer and controller. The Company also has a separate "Code of Conduct" that is applicable to all Company employees, including each of the Company's directors and officers. Both the Code of Ethics for Senior Financial Officers and the Code of Conduct are available under the "Corporate Governance" link on the Company's website at www.newellbrands.com. The Company posts any amendments to or waivers of its Code of Ethics for Senior Financial Officers or to the Code of Conduct (to the extent applicable to the Company's directors or executive

officers) at the same location on the Company's website. In addition, copies of the Code of Ethics for Senior Financial Officers and of the Code of Conduct may be obtained in print without charge upon written request by any stockholder to the office of the Corporate Secretary of the Company at 5 Concourse Parkway NE, 8th Floor, Atlanta, Georgia 30328.

The Company maintains a Securities Transaction Policy governing the purchase, sale and other dispositions of its securities by directors, officers and employees that is reasonably designed to promote compliance with insider trading laws, rules and regulations and Nasdaq Stock Exchange listing standards. The Securities Transaction Policy is filed as Exhibit 19.1 to this Annual Report on Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

Information required under this Item will be included in the 2026 Proxy Statement under the captions "Compensation and Human Capital Committee Report," "Executive Compensation," and "Compensation Committee Interlocks and Insider Participation," which information is incorporated by reference herein.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information required under this Item will be included in the 2026 Proxy Statement under the captions Stock Ownership Information and "Equity Compensation Plan Information," which information is incorporated by reference herein.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information required under this Item with respect to certain relationships and related transactions will be included in the 2026 Proxy Statement under the caption "Certain Relationships and Related Transactions," which information is incorporated by reference herein.

Information required under this Item with respect to director independence will be included in the 2026 Proxy Statement under the caption "Information Regarding Board of Directors and Committees and Corporate Governance — Director Independence," which information is incorporated by reference herein.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information required under this Item will be included in the 2026 Proxy Statement under the caption "Approval of Appointment of Independent Registered Public Accounting Firm," which information is incorporated by reference herein.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)(1) The following is a list of the financial statements of Newell Brands Inc. included in this report on Form 10-K, which are filed herewith pursuant to Item 8:

- Reports of Independent Registered Public Accounting Firms—PricewaterhouseCoopers LLP (PCAOB ID 238)
- Consolidated Statements of Operations—Years Ended December 31, 2025, 2024 and 2023
- Consolidated Statements of Comprehensive Income (Loss)—Years Ended December 31, 2025, 2024 and 2023
- Consolidated Balance Sheets—December 31, 2025 and 2024
- Consolidated Statements of Cash Flows—Years Ended December 31, 2025, 2024 and 2023
- Consolidated Statements of Stockholders' Equity—Years Ended December 31, 2025, 2024 and 2023
- Notes to Consolidated Financial Statements—December 31, 2025, 2024 and 2023

(2) The following consolidated financial statement schedule of the Company included in this report on Form 10-K is filed herewith pursuant to Item 15(c) and appears after the signature pages at the end of this Form 10-K:

SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS—Years Ended December 31, 2025, 2024 and 2023

All other financial schedules are not required under the related instructions or are inapplicable and, therefore, have been omitted.

(3) The exhibits filed herewith are listed on the Exhibit Index filed as part of this report on Form 10-K. Each management contract or compensatory plan or arrangement of the Company listed on the Exhibit Index is separately identified by an asterisk.

(b) EXHIBIT INDEX

Exhibit Number	Description of Exhibit
ITEM 3—ARTICLES OF INCORPORATION AND BY-LAWS	
3.1	Restated Certificate of Incorporation of Newell Brands Inc. as of April 15, 2016 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated April 15, 2016, File No. 001-09608).
3.2	Certificate of Amendment to the Restated Certificate of Incorporation of Newell Brands Inc., as amended as of May 7, 2019 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated May 10, 2019, File No. 001-09608).
3.3	Certificate of Amendment to the Restated Certificate of Incorporation of Newell Brands Inc., amended as of May 9, 2024 (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K dated May 10, 2024, File No. 001-09608).
3.4	By-Laws of Newell Brands Inc., as amended effective as of February 21, 2024 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated February 22, 2024, File No. 001-09608).
ITEM 4 — INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING INDENTURES	
4.1†	Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934.
4.2	Specimen Stock Certificate for Newell Brands Inc. (incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, File No. 001-09608).
4.3	Indenture, dated as of November 19, 2014, between Newell Rubbermaid Inc. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated November 14, 2014, File No. 001-09608).
4.4	First Supplemental Indenture, dated November 13, 2024, by and between the Company and U.S. Bank Trust Company, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated November 13, 2024, File No. 001-09608).
4.5	Second Supplemental Indenture, dated November 13, 2024, by and between the Company and U.S. Bank Trust Company, National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K dated November 13, 2024, File No. 001-09608).
4.6	Form of 5.375% note due 2036 issued pursuant to the Indenture, dated as of November 19, 2014, between the Company and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K dated March 18, 2016, File No. 001-09608).
4.7	Form of 5.500% note due 2046 issued pursuant to the Indenture, dated as of November 19, 2014, between the Company and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.6 to the Company's Current Report on Form 8-K dated March 18, 2016, File No. 001-09608).
4.8	Form of 6.375% note due 2027 issued pursuant to the Indenture, dated as of November 19, 2014, between the Company and U.S. Bank Trust Company, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated September 14, 2022, File No. 001-09608).
4.9	Form of 6.625% note due 2029 issued pursuant to the Indenture, dated as of November 19, 2014, between the Company and U.S. Bank Trust Company, as trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K dated September 14, 2022, File No. 001-09608).
4.10	Indenture, dated May 22, 2025, by and between the Company and U.S. Bank Trust Company, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated May 22, 2025, File No. 001-09608).
4.11	Form of 8.500% senior note due 2028 issued pursuant to the Indenture, dated May 22, 2025, between the Company and U.S. Bank Trust Company, National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K dated May 22, 2025, File No. 001-09608).
4.12	Form of 6.375% note due 2030 issued pursuant to the First Supplemental Indenture, dated November 13, 2024, by and between the Company and U.S. Bank Trust Company, National Association, as trustee (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K dated November 13, 2024, File No. 001-09608).
4.13	Form of 6.625% note due 2032 issued pursuant to the Second Supplemental Indenture, dated November 13, 2024, by and between the Company and U.S. Bank Trust Company, National Association, as trustee (incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K dated November 13, 2024, File No. 001-09608).
Pursuant to item 601(b)(4)(iii)(A) of Regulation S-K, the Company is not filing certain documents. The Company agrees to furnish a copy of each such document upon the request of the Commission.	
ITEM 10 — MATERIAL CONTRACTS	
10.1*	Newell Rubbermaid Inc. 2013 Incentive Plan (incorporated by reference to Appendix B to the Company's Proxy Statement dated March 28, 2013, File No. 001-09608).

- 10.2* [First Amendment, dated as of February 14, 2018, to the Newell Rubbermaid Inc. 2013 Incentive Plan \(incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018, File No. 001-09608\).](#)
- 10.3* [Second Amendment, effective as of July 26, 2019, to the Newell Rubbermaid Inc. 2013 Incentive Plan \(incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2019, File No. 001-09608\).](#)
- 10.4* [Form of 2020 Non-Qualified Stock Option Agreement under the Newell Rubbermaid Inc. 2013 Incentive Plan, as amended, for Awards to Employees \(Management Committee\) \(incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2020, File No. 001-09608\).](#)
- 10.5* [Form of 2020 Non-Qualified Stock Option Agreement under the Newell Rubbermaid Inc. 2013 Incentive Plan, as amended, for Awards to the Chief Executive Officer \(incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2020, File No. 001-09608\).](#)
- 10.6* [Form of 2020 Non-Qualified Stock Option Agreement under the Newell Rubbermaid Inc. 2013 Incentive Plan, as amended, for Awards to the Chief Financial Officer \(incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2020, File No. 001-09608\).](#)
- 10.7* [Amended and Restated Newell Brands Inc. Management Bonus Plan, effective January 1, 2021, \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated February 17, 2021, File No. 001-09608\).](#)
- 10.8* [Form of 2021 Non-Qualified Stock Option Agreement under the Newell Rubbermaid Inc. 2013 Incentive Plan, as amended, for Awards to the Chief Executive Officer \(incorporated by reference to Exhibit 10.6 of the Company's Quarterly Report Form 10-Q for the quarterly period ended March 31, 2021, File No. 001-09608\).](#)
- 10.9* [Form of 2021 Non-Qualified Stock Option Agreement under the Newell Rubbermaid Inc. 2013 Incentive Plan, as amended, for Awards to Employees \(incorporated by reference to Exhibit 10.7 of the Company's Quarterly Report Form 10-Q for the quarterly period ended March 31, 2021, File No. 001-09608\).](#)
- 10.10* [Form of 2022 Non-Qualified Stock Option Agreement under the Newell Rubbermaid Inc. 2013 Incentive Plan, as amended, for Awards to the Chief Executive Officer \(incorporated by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarterly report period ended March 31, 2022, File No. 001-09608\).](#)
- 10.11* [Form of 2022 Non-Qualified Stock Option Agreement under the Newell Rubbermaid Inc. 2013 Incentive Plan, as amended, for Awards to Employees \(incorporated by reference to Exhibit 10.8 to The Company's Quarterly Report on Form 10-Q for the quarterly report period ended March 31, 2022, File No. 001-09608\).](#)
- 10.12* [Form of 2022 Non-Qualified Stock Option Agreement under the Newell Brands Inc., 2022 Incentive Plan \(incorporated by reference to 10.2 of the Company's Current Report on Form 8-K dated May 6, 2022, File No. 001-09609\).](#)
- 10.13* [Newell Rubbermaid Inc. 2008 Deferred Compensation Plan, as amended and restated August 5, 2013 \(Incorporated by reference to Exhibit 10.5 of the Company's Quarterly Report Form 10-Q for the quarter period ended June 30, 2013\).](#)
- 10.14* [First Amendment, dated August 9, 2017, to the Newell Rubbermaid Inc. 2008 Deferred Compensation Plan, as amended \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated August 9, 2017, File No. 001-09608\).](#)
- 10.15* [Second Amendment, dated November 8, 2017, to the Newell Rubbermaid Inc. 2008 Deferred Compensation Plan, as amended \(incorporated by reference to Exhibit 10.4 to the Company's Report on Form 10-K for the year ended December 31, 2018, File No. 001-09608\).](#)
- 10.16* [Third Amendment, dated December 19, 2018, to the Newell Rubbermaid Inc. 2008 Deferred Compensation Plan, as amended \(incorporated by reference to Exhibit 10.3 to the Company's Report on Form 10-K for the year ended December 31, 2018, File No. 001-09608\).](#)
- 10.17* [Amendment, dated December 19, 2018, to the Newell Rubbermaid Inc. 2008 Deferred Compensation Plan \(incorporated by reference to Exhibit 10.2 to the Company's Report on Form 10-K for the year ended December 31, 2018, File No. 001-09608\).](#)
- 10.18* [Fifth Amendment, dated August 10, 2022, to the Newell Rubbermaid Inc. 2008 Deferred Compensation Plan \(incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2022, File No. 001-09608\).](#)
- 10.19*† [Sixth Amendment, having an effective date of November 14, 2025, to the Newell Rubbermaid Inc. 2008 Deferred Compensation Plan.](#)
- 10.20* [Newell Rubbermaid Inc. Supplemental Executive Retirement Plan, effective January 1, 2008 \(incorporated by reference to Exhibit 10.7 to the Company's Report on Form 10-K for the year ended December 31, 2007, File No. 001-09608\).](#)

- 10.21* [First Amendment, dated August 5, 2013, to the Newell Rubbermaid Supplemental Executive Retirement Plan, effective January 1, 2008 \(incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2013, File No. 001-09608\).](#)
- 10.22* [Amendment, dated October 30, 2018, to the Newell Rubbermaid Supplemental Executive Retirement Plan, effective January 1, 2008 \(incorporated by reference to Exhibit 10.8 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, File No. 001-09608\).](#)
- 10.23* [Newell Brands Employee Savings Plan, as amended and restated, effective January 1, 2018 \(incorporated by reference to Exhibit 10.17 to the Company's Report on Form 10-K for the year ended December 31, 2018, File No. 001-09608\).](#)
- 10.24* [Amendment No. 1, effective January 1, 2019, to the Newell Brands Employee Savings Plan, effective January 1, 2018 \(incorporated by reference to Exhibit 10.2 to the Company's Report on Form 10-Q for the quarterly period ended June 30, 2020, File No. 001-09608\).](#)
- 10.25* [Amendment No. 2, dated December 30, 2021, to the Newell Brands Employee Savings Plan, effective January 1, 2018 \(incorporated by reference to Exhibit 10.9 of the Company's Quarterly Report Form 10-Q for the quarterly period ended March 31, 2022, File No. 001-09608\).](#)
- 10.26* [Amendment No. 3, dated June 7, 2022, to the Newell Brands Employee Savings Plan, effective January 1, 2018 \(incorporated by reference to Exhibit 10.4 of the Company's Quarterly Report Form 10-Q for the quarterly period ended June 30, 2022, File No. 001-09608\).](#)
- 10.27* [Amendment No. 4, dated December 27, 2022, to the Newell Brands Employee Savings Plan, effective January 1, 2018 \(incorporated by reference to Exhibit 10.30 to the Company's Annual Report on Form 10-K for the year ended December 31, 2022, File No. 001-09608\).](#)
- 10.28* [Amendment, effective January 1, 2024, to the Newell Brands Employee Savings Plan, effective January 18, 2018 \(incorporated by reference to Exhibit 10.28 of Company's Annual Report on Form 10-K for the year ended December 31, 2024, File No. 001-09608\).](#)
- 10.29* [Amendment No. 6, dated December 30, 2024, to the Newell Brands Employee Savings Plan, effective January 18, 2018 \(incorporated by reference to Exhibit 10.28 of Company's Annual Report on Form 10-K for the year ended December 31, 2024, File No. 001-09608\).](#)
- 10.30*† [Amendment No. 7, dated December 31, 2025, to the Newell Brands Employee Savings Plan, effective January 18, 2018.](#)
- 10.31* [Newell Brands Supplemental Employee Savings Plan, effective January 1, 2018 \(incorporated by reference to Exhibit 10.7 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017, File No. 001-09608\).](#)
- 10.32* [Amendment, dated October 30, 2018, to the Newell Brands Supplemental Employee Savings Plan, effective January 1, 2018 \(incorporated by reference to Exhibit 10.12 to the Company's Annual Report on Form 10-K for the year ended December 31, 2018, File No. 001-09608\).](#)
- 10.33* [Amendment, dated December 19, 2018, to the Newell Brands Supplemental Employee Savings Plan, effective January 1, 2018 \(incorporated by reference to Exhibit 10.11 to the Company's Annual Report on Form 10-K for the year ended December 31, 2018, File No. 001-09608\).](#)
- 10.34*† [Amendment, dated November 1, 2019, to the Newell Brands Supplemental Employee Savings Plan, effective January 1, 2018.](#)
- 10.35* [Amendment No. 2, dated June 7, 2022, to the Newell Brands Supplemental Employee Savings Plan, effective January 1, 2018 \(incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report Form 10-Q for the quarterly period ended June 30, 2022, File No. 001-09608\).](#)
- 10.36*† [Amendment, dated November 14, 2025, to the Newell Brands Supplemental Employee Savings Plan, effective January 1, 2018.](#)
- 10.37* [Newell Brands Inc. 2022 Incentive Plan, as amended May 8, 2025 \(incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K dated May 14, 2025, File No. 001-09608\).](#)
- 10.38* [Newell Brands Inc. 2023 Long Term Incentive Plan Terms and Conditions \(incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K dated February 10, 2023, File No. 001-09608\).](#)
- 10.39* [Form of 2023 Restricted Stock Unit Award Agreement under the Newell Brands Inc. 2022 Incentive Plan for Executives \(incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2023, File No. 001-09608\).](#)
- 10.40* [Form of 2023 Restricted Stock Unit Award Agreement under the Newell Brands Inc. 2022 Incentive Plan for the Chief Executive Officer \(incorporated by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2023, File No. 001-09608\).](#)
- 10.41* [Form of 2023 Restricted Stock Unit Award Agreement under the Newell Brands Inc. 2022 Incentive Plan for the President \(incorporated by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2023, File No. 001-09608\).](#)
- 10.42* [Form of 2023 Non-Employee Director Restricted Stock Unit Award Agreement under the Newell Brands Inc. 2022 Incentive Plan \(incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2023, File No. 001-09608\).](#)
- 10.43* [Newell Brands Inc. 2024 Long-Term Incentive Plan Terms and Conditions \(incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K dated February 22, 2024, File No. 001-09608\).](#)

- 10.44* [Form of 2024 Restricted Stock Unit Award Agreement under the Newell Brands Inc. 2022 Incentive Plan for the Chief Executive Officer \(incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarterly period ending March 31, 2024, File No. 001-09608\).](#)
- 10.45* [Form of 2024 Restricted Stock Unit Award Agreement under the Newell Brands Inc. 2022 Incentive Plan for Executives \(incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ending March 31, 2024, File No. 001-09608\).](#)
- 10.46* [Form of Restricted Stock Unit Award Agreement under the Newell Brands Inc. 2022 Incentive Plan for Non-Employee Directors \(incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter period ending June 30, 2024, File No. 001-09608\).](#)
- 10.47* [Form of Non-Qualified Stock Option Agreement under the Newell Brands Inc. 2022 Incentive Plan for the Chief Financial Officer \(incorporated by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2023, File No. 001-09608\).](#)
- 10.48* [Form of 2023 Non-Employee Director Stock Option Agreement under the Newell Brands Inc. 2022 Incentive Plan \(incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2023, File No. 001-09608\).](#)
- 10.49* [Form of Employment Security Agreement between the Company and Bradford R. Turner and Christopher H. Peterson, respectively \(incorporated by reference to Exhibit 10.39 to the Company's Annual Report on Form 10-K for the year ended December 31, 2014, File No. 001-09608\).](#)
- 10.50* [Form of Waiver and Termination Agreement between Newell Brands Inc. and Executives \(incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2020, File No. 001-09608\).](#)
- 10.51* [CEO Offer Letter, dated February 9, 2023, between Newell Brands Inc. and Christopher H. Peterson \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated March 15, 2023, File No. 001-09608\).](#)
- 10.52* [Retirement Agreement, dated February 8, 2023, between Ravichandra K. Saligram and the Company \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated February 10, 2023, File No. 001-09608\).](#)
- 10.53* [CEO Non-Qualified Stock Option Agreement \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated July 30, 2019, File No. 001-09608\).](#)
- 10.54* [Newell Brands Executive Severance Plan effective July 26, 2019 \(incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K dated July 30, 2019, File No. 001-09608\).](#)
- 10.55* [Amendment to the Newell Brands Inc. Executive Severance Plan dated February 8, 2023 \(incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K dated February 10, 2023, File No. 001-09608\).](#)
- 10.56* [Newell Brands Inc. 2023 Special Incentive Program Terms and Conditions effective May 16, 2023 \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated May 19, 2023, File No. 001-09608\).](#)
- 10.57* [Form of 2023 Newell Brands Special Incentive Program RSU Award for President and CEO under the Newell Brands Inc. 2022 Incentive Plan \(incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on form 10-Q for the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2023, File No. 001-09608\).](#)
- 10.58* [Form of 2023 Newell Brands Special Incentive Program RSU Award for CFO under the Newell Brands Inc. 2022 Incentive Plan \(incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on form 10-Q for the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2023, File No. 001-09608\).](#)
- 10.59* [Form of 2023 Newell Brands Special Incentive Program RSU Award for Executives under the Newell Brands Inc. 2022 Incentive Plan \(incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2023, File No. 001-09608\).](#)
- 10.60 [Third Amended and Restated Credit Agreement, dated as of August 31, 2022, among Newell Brands Inc., the Subsidiary Borrowers party thereto, the Guarantors from time to time party thereto, the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent. \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated September 6, 2022, File No. 001-09608\).](#)
- 10.61 [Amendment No. 1, dated March 27, 2023, to the Third Amended and Restated Credit Agreement, dated as of August 31, 2022, among Newell Brands Inc., the Subsidiary Borrowers party thereto, the Guarantors from time to time party thereto, the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 31, 2023, File No. 001-09608\).](#)
- 10.62 [Amendment No. 2, dated February 7, 2024, to the Third Amended and Restated Credit Agreement, dated as of August 31, 2022, among Newell Brands Inc., the Subsidiary Borrowers party thereto, the Guarantors from time to time party thereto, the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 9, 2024, File No. 001-09608\).](#)

- 10.63 [Amendment No. 3, dated April 19, 2024, to the Third Amended and Restated Credit Agreement, dated as of August 31, 2022, among Newell Brands Inc., the Subsidiary Borrowers party thereto, the Guarantors from time-to-time party thereto, the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent \(incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ending June 30, 2024, File No. 001-09608\).](#)
- 10.64 [Receivables Sale Agreement, dated as of October 2, 2023, among the Originators and Jarden Receivables, LLC, \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated October 5, 2023, File No. 001-09608\).](#)
- 10.65 [Receivables Purchase Agreement, dated as of October 2, 2023, among Jarden Receivables, LLC, Royal Bank of Canada and Newell Brands Inc., \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated October 5, 2023, File No. 001-09608\).](#)
- 10.66* [Newell Brands Inc. 2025 Long-Term Incentive Plan Terms and Conditions \(incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K dated February 19, 2025, File No. 001-09608\).](#)
- 10.67* [Form of 2025 LTIP Restricted Stock Unit Award Agreement under the Newell Brands Inc. 2022 Incentive Plan for Executives \(incorporated by reference to Exhibit 10.2 of the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2025, File No. 001-09608\).](#)
- 10.68* [Form of 2025 LTIP Restricted Stock Unit Award Agreement under the Newell Brands Inc. 2022 Incentive Plan for the Chief Executive Officer \(incorporated by reference to Exhibit 10.3 of the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2025, File No. 001-09608\).](#)

ITEM 19 — INSIDER TRADING COMPLIANCE MANUAL

- 19.1 [Securities Transaction Policy \(incorporated by reference to Exhibit 19.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2024, File No. 001-09608\).](#)

ITEM 21 — SUBSIDIARIES OF THE REGISTRANT

- 21.1† [Subsidiaries of the Registrant.](#)

ITEM 23 — CONSENT OF EXPERTS AND COUNSEL

- 23.1† [Consent of PricewaterhouseCoopers LLP.](#)

ITEM 31 — RULE 13a-14(a)/15d-14(a) CERTIFICATIONS

- 31.1† [Certification of Chief Executive Officer Pursuant to Rule 13a-14\(a\) or Rule 15d-14\(a\), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 31.2† [Certification of Chief Financial Officer Pursuant to Rule 12a-14\(a\) or Rule 15d-14\(a\), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)

ITEM 32 — SECTION 1350 CERTIFICATIONS

- 32.1† [Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 32.2† [Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

ITEM 97— POLICY RELATING TO RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION

- 97.1* [Newell Brands Inc., Executive Compensation Recoupment Policy \(Effective November 7, 2023\) \(incorporated by reference to Exhibit 97.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2023, File No. 001-09608\).](#)

ITEM 101 — INTERACTIVE DATA FILE

- 101.INS Inline XBRL Instance Document
- 101.SCH Inline XBRL Taxonomy Extension Schema Document
- 101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF Inline XBRL Taxonomy Definition Linkbase Document
- 101.LAB Inline XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document
- 104 Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

† Filed herewith

* Represents management contracts and compensatory plans and arrangements.

ITEM 16. FORM 10-K SUMMARY

None.

NEWELL BRANDS INC. AND SUBSIDIARIES
Valuation and Qualifying Accounts

(in millions)

	Balance at Beginning of Period	Provision	Other	Write-offs/ Disposition	Balance at End of Period
Reserve for Credit Losses					
Year Ended December 31, 2025	\$ 23	\$ 3	\$ 2	\$ (6)	\$ 22
Year Ended December 31, 2024	31	8	(3)	(13)	23
Year Ended December 31, 2023	31	2	(1)	(1)	31

(in millions)

	Balance at Beginning of Period	Provision	Other	Write-offs/ Recoveries	Balance at End of Period
Income Tax Valuation Allowance					
Year Ended December 31, 2025	\$ 171	\$ 14	\$ 10	\$ (43)	\$ 152
Year Ended December 31, 2024	184	19	(7)	(25)	171
Year Ended December 31, 2023	148	60	—	(24)	184

**DESCRIPTION OF THE REGISTRANT'S SECURITIES REGISTERED
PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**

As of February 13, 2026, Newell Brands Inc. (the "Company," "we," or "our,") has one class of securities, our Common Stock (as defined below), registered under Section 12 of the Securities Exchange Act of 1934, as amended.

DESCRIPTION OF COMMON STOCK

The following description of our common stock is a summary and does not purport to be complete. This summary is subject to and qualified in its entirety by reference to the General Corporation Law of the State of Delaware (the "DGCL") the complete text of the Company's Restated Certificate of Incorporation, as amended (the "Charter"), and By-Laws, as amended (the "By-Laws"), which are filed as Exhibits 3.1-3.2, and 3.3, respectively, to our Annual Report on Form 10-K of which this Exhibit 4.1 is a part. We encourage you to read those materials carefully.

Authorized Capital Stock

The Company has one class of securities, our common stock, par value \$1.00 per share, registered under Section 12 of the Securities Exchange Act of 1934, as amended. Our authorized capital stock consists of 800,000,000 shares of common stock and 10,000,000 shares of preferred stock, consisting of 10,000 shares without par value and 9,990,000 shares of the par value of \$1.00 per share.

Common Stock

Voting rights. Holders of our common stock are entitled to one vote for each share on all matters voted on by our stockholders.

The By-Laws provide that directors are elected by the vote of the majority of the votes cast with respect to that director's election at any meeting for the election of directors at which a quorum is present, except as otherwise required by the DGCL or as provided for in the Restated Certificate of Incorporation or the By- Laws, provided, however, that if the number of nominees exceeds the number of directors to be elected, then the directors shall be elected by the vote of a plurality of the votes of the shares present in person or represented by proxy at any such meeting and entitled to vote on the election of directors. All directors are elected at each annual meeting of stockholders for a one-year term and until his or her successor shall have been duly elected and qualified, unless he or she shall cease to serve by reason of death, resignation or other cause. Holders of our common stock do not have cumulative voting rights in the election of directors.

For all other matters, the affirmative vote of a majority of the votes entitled to be cast by the holders of shares of capital stock represented at the meeting shall be the act of the stockholders.

Subscription, Redemption or Conversion Privileges. Holders of our common stock do not have any subscription, redemption or conversion privileges. Holders of our common stock do not have any preemptive right to purchase, subscribe for or otherwise acquire stock of any class of the Company or any security convertible into, or any warrant, option or right to purchase, subscribe for or otherwise acquire stock of any class of the Company, whether now or hereafter authorized. All outstanding shares of common stock are validly issued, fully paid and non-assessable.

Dividends. Subject to the preferences or other rights of any preferred stock that may be issued from time to time, holders of our common stock are entitled to participate ratably in dividends on our common stock as declared by our board of directors (our "Board").

Liquidation. Holders of our common stock are entitled to share ratably in all assets available for distribution to stockholders in the event of our liquidation or dissolution, subject to distribution of the preferential amount, if any, to be distributed to holders of our preferred stock.

Stock Exchange Listing

Our common stock is listed on the Nasdaq Stock Market under the symbol "NWL."

Certain Provisions Affecting Control of the Company

General. Certain provisions of the Charter, the By-Laws and the DGCL described in this section may delay or make more difficult acquisitions or changes of control of the Company not approved by our Board. These provisions could have the effect of discouraging third parties from making proposals involving an acquisition or change of control of the Company, although these kinds of proposals, if made, might be considered desirable by a majority of our stockholders. These provisions may also have the effect of making it more difficult for third parties to cause the replacement of our current management without the concurrence of our Board.

Number of Directors; Removal; Vacancies. The By-Laws provide that the number of directors shall be not less than eight and not more than thirteen, with the exact number to be fixed from time to time by our board of directors. The Charter also provides that newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board resulting from death, resignation or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum, or by a sole remaining director. This provision could have the effect of discouraging a potential acquirer from attempting to obtain control of the Company. The Charter further provides that any director, or the entire Board, may be removed from office at any time, with or without cause by a majority of the shares then entitled to vote at an election of directors. This provision, in conjunction with the provision authorizing our Board to fill vacant directorships, could prevent stockholders from removing certain incumbent directors and filling the resulting vacancies with their own nominees.

Stockholder Action by Written Consent; Special Meetings. The Charter provides that stockholder action can be taken at an annual or special meeting of stockholders or, in certain circumstances, by written consent in lieu of a meeting. The Charter provides that stockholder action by written consent can be requested by a stockholder or a group of stockholders holding at least fifteen percent (15%) of the outstanding voting stock of the Company for at least one year and such request must comply with the other procedural requirements set forth in the Charter.

The By-Laws provide that special meetings of the stockholders may be called by the chairman of the Board, the Board or the president of the Company and must also be called by the Board upon the written request of stockholders representing in the aggregate at least 15% of the outstanding voting stock of the Company for at least one year and such request must comply with the other procedural requirements set forth in the By-Laws. These provisions could delay a stockholder vote on certain matters, such as business combinations and removal of directors, and could have the effect of discouraging a potential acquirer from making a tender offer.

Advance Notice for Stockholder Proposals; Director Nominations; Proxy Access. The Charter and the By-Laws establish an advance notice procedure for stockholder proposals to be brought before a meeting of stockholders and for nominations by our stockholders of candidates for election as directors at an annual or special meeting of stockholders called for that purpose. As described in the Charter and the By-Laws, any business conducted at a meeting of stockholders must be brought before the stockholders by our Board or a stockholder who has given to the secretary of the Company timely written notice, in proper form, of the stockholder's intention to bring that business before the meeting. Individuals who are nominated by our Board, or who are nominated by a stockholder who has given to the secretary of the Company timely written notice, in proper form, prior to an annual or special meeting of stockholders at which directors are to be elected, will be eligible for election to our Board. In addition to the director nomination process described above, the By-Laws permit any stockholder or group of up to 20 stockholders who have maintained continuous qualifying ownership of 3% or more of our outstanding common stock for at least the previous three years to include up to a specified number of director nominees in our proxy materials for an annual

meeting. The maximum number of stockholder nominees permitted under the proxy access provisions of the By-Laws is the greater of one or 20% of the total number of directors serving on the last day a notice of proxy access nomination may be submitted. Stockholders must give timely written notice to the secretary of the Company, in proper form, to include nominees in our proxy materials for an annual meeting. With the exception of proxy access, these provisions could make it more difficult for stockholders to raise matters affecting control of the Company, including tender offers, business combinations or the election or removal of directors, for a stockholder vote.

Amendment of the Certificate of Incorporation. Any proposal to amend, alter, change or repeal any provision of the Charter requires approval by the affirmative vote of both a majority of the members of our Board then in office and a majority vote of the voting power of all of the shares of our capital stock entitled to vote generally in the election of directors. This provision is the minimum approval required under the DGCL.

Preferred Stock and Additional Common Stock. Under the Charter, our Board has the authority to provide by resolution for the issuance of shares of one or more classes or series of preferred stock. Our Board is authorized to fix by resolution the terms and conditions of each such other class or series.

The authorized shares of our preferred stock, as well as authorized but unissued shares of our common stock, are available for issuance without further action by our stockholders, unless stockholder action is required by applicable law or the rules of Nasdaq or any other stock exchange on which any class or series of our stock may then be listed. These provisions give our Board the power to approve the issuance of a class or series of our preferred capital stock, or additional shares of our common stock, that could, depending on the terms of the stock, either impede or facilitate the completion of a merger, tender offer or other takeover attempt. For example, the issuance of new shares might impede a business combination if the terms of those shares include voting rights which would enable a holder to block business combinations. Alternatively, the issuance of new shares might facilitate a business combination if those shares have general voting rights sufficient to cause an applicable percentage vote requirement to be satisfied.

Delaware Business Combination Statute. The Company is subject to the "business combination" provisions of Section 203 of the DGCL. In general, such provisions prohibit a publicly held Delaware corporation from engaging in various "business combination" transactions with any interested stockholder for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. A "business combination" is defined to include mergers, asset sales and other transactions resulting in financial benefit to an interested stockholder. In general, an "interested stockholder" is a person who, together with affiliates and associates, owns (or within three years, did own) 15% or more of a corporation's voting stock. The statute could prohibit or delay mergers or other takeover or change in control attempts with respect to the Company and, accordingly, may discourage attempts to acquire the Company even though such a transaction may offer the Company's share owners the opportunity to sell their stock at a price above the prevailing market price.

Exclusive Forum

Our By-Laws provide that, unless we consent in writing to the selection of another forum, a state court located within the State of Delaware (or the federal district court for the District of Delaware, as applicable) shall be the exclusive forum for (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director or officer or other employee of the Company to the Company or the Company's stockholders, (iii) any action asserting a claim against the Company or any director or officer or other employee of the Company arising pursuant to any provision of the DGCL, the Charter or the By-Laws, or (iv) any action asserting a claim against the Company or any director or officer or other employee of the Company governed by the internal affairs doctrine. Our By-Laws further provide that, unless we consent in writing to the selection of another forum, the federal district courts of the United States of America shall be, to the fullest extent permitted by law, the sole and exclusive forum for any action asserting a claim arising under the Securities Act of 1933. Although we believe these provisions benefit us by providing increased consistency in the application of Delaware law or Federal law, respectively, in the types of lawsuits to which such provisions apply, these provisions may have the effect of discouraging lawsuits against our directors and officers. The enforceability of similar choice of forum provisions in other companies' by-laws and certificates of incorporation has been challenged in legal proceedings, and it is possible that, in connection with any action, a court could find the choice of forum provisions contained in our By-Laws to be inapplicable or unenforceable in such action.

**SIXTH AMENDMENT TO THE
NEWELL RUBBERMAID INC.
2008 DEFERRED COMPENSATION PLAN**

THIS SIXTH AMENDMENT (this “**Amendment**”) to the Newell Rubbermaid Inc. 2008 Deferred Compensation Plan, as amended and restated as of January 1, 2013, and most recently amended by the Fifth Amendment effective August 10, 2022 (the “**Plan**”), is made by Newell Brands Inc. (the “**Company**”) effective as of the dates set forth below. All capitalized terms used but not defined herein shall have the same meanings set forth in the Plan.

WITNESSETH:

WHEREAS, the Company currently sponsors and maintains the Plan (“**Plan**”) to provide certain eligible employees and directors with the opportunity to defer portions of their director fees, base salary, and incentive compensation in accordance with the provisions of the Plan;

WHEREAS, under Section 8.1 of the Plan, the Company has reserved the right to freeze, terminate and amend the Plan, in whole or in part, at any time by action of the Board of Directors of the Company (the “**Board**”);

WHEREAS, the Board has determined it is appropriate to amend the Plan effective November 14, 2025, to prohibit the exchange or investment of deferred Director Fees in an account measured on Common Stock of the Company, and, effective January 1, 2026, to (i) freeze participation of Eligible Employees, (ii) remove evergreen Deferral Elections, (iii) allow an In-Service Date election for Director Fees only, (iv) clarify that provisions related to lump sum distributions for separations of service before the age of 55 shall not apply to deferrals made on or after January 1, 2026, (v) to require annual elections relating to Retirement and In-Service Sub-Account payment elections, and (vi) clarify that Subsequent Payment Elections shall not be allowed for deferrals made on or after January 1, 2026; and

WHEREAS, the Board has approved this Amendment.

NOW, THEREFORE, the Company hereby amends the Plan as set forth herein to be effective as of the effective dates set forth below.

1. Effective January 1, 2026, the preamble to the Plan is amended to add the following language at the end thereof:

“Effective for Base Salary and Incentive Compensation earned for calendar years beginning on and after January 1, 2026, the Company froze the Plan as to further participation by Eligible Employees. Any “amounts deferred” (within the meaning of Section 409A of the Code) by such Eligible Employees in taxable years prior to January 1, 2026, shall be governed by the Plan as in effect on December 31, 2025, except as may otherwise be provided herein. Beginning January 1, 2026, only Directors will be eligible to enroll in the Plan or enter into a Deferral Election.”

2. Effective January 1, 2026, the definition of “Account” is amended to add the following language to the end thereof:

“The Committee shall in its discretion separately account for contributions within each Sub-Account based on when such amounts are deferred or contributed into the Plan or on such other basis as the Committee deems necessary and appropriate for the proper administration of the Plan.”

3. Effective January 1, 2026, the definition of “Newly Eligible Participant” is amended to add the following language to the end thereof:

“Notwithstanding the foregoing, no Eligible Employees will be considered a “Newly Eligible Participant” for any calendar year that begins on or after January 1, 2026.”

4. Effective January 1, 2026, Section 2.1 of the Plan is amended to add the following language at the end thereof:

“Notwithstanding the foregoing, no Eligible Employees will be selected for participation in the Plan or allowed to make a Deferral Election with respect to any Base Salary or Incentive Compensation earned for any calendar year that begins on or after January 1, 2026.”

5. Effective January 1, 2026, Section 2.3(a) of the Plan is amended to add the following language to the end thereof:

“For Newly Eligible Participants on and after January 1, 2026, the Commencement Date may not be later than September 30 of any calendar year. If a Newly Eligible Participant has not satisfied the applicable enrollment and eligibility requirements of Section 2.2 and Section 3.1 respectively by September 30 of any calendar year, such individual’s Commencement Date shall be January 1 of the next following calendar year.”

6. Effective January 1, 2026, Section 3.2 of the Plan is amended to be replaced, in its entirety, as follows:

“Section 3.2 Annual Deferral Elections. Unless Section 3.1 applies, each Director may elect to defer Director Fees, as the case may be, by filing a Deferral Election with the Committee. The Deferral Election with respect to Director Fees must be filed with the Committee by, and shall become irrevocable as of, December 31 (or such earlier date as specified by the Committee on the Deferral Election) of the calendar year next preceding the calendar year for which such Director Fees would otherwise be earned.”

7. Effective January 1, 2026, Section 3.4(a)(i) of the Plan is amended to be replaced, in its entirety, as follows:

“(i) Allocation to Sub-Accounts. The Deferral Election shall contain the Participant’s allocation of deferrals of Base Salary, Incentive Compensation and/or Director Fees among a Retirement Sub-Account and, to the extent permitted by the Committee from time to time, one or more In-Service Sub-Accounts. A Participant may designate, on the

first Deferral Election that he delivers to the Committee in which deferrals of Base Salary, Incentive Compensation or Director Fees are credited to an In-Service Sub-Account, the year in which payments will commence to be paid from that Sub-Account, which year must be at least two years after the year in which such Deferral Election becomes irrevocable. Prior to January 1, 2026, the year designated on that first Deferral Election will apply to all amounts credited to that In-Service Sub-Account under the Plan (including with respect to all subsequent calendar years) unless changed in accordance with the rules of Section 6.1(c). On and after January 1, 2026, each Deferral Election must designate the allocation of deferrals of Incentive Compensation and/or Director Fees among a Retirement Sub-Account and, to the extent permitted by the Committee from time to time, one or more In-Service Sub-Accounts. A Participant shall not be entitled to allocate deferrals of Base Salary, Incentive Compensation and/or Director Fees to the Company Contribution Sub-Account.”

8. Effective January 1, 2026, Section 3.4(b)(ii) of the Plan is amended to be replaced, in its entirety, as follows:

“(ii) *In-Service Sub-Account*. A Participant may elect, on the first Deferral Election that he delivers to the Committee in which deferrals of Base Salary, Incentive Compensation or Director Fees are credited to an In-Service Sub-Account, to receive the In Service Sub-Account in cash in a single lump sum or in a number of approximately equal annual installments over a specified period not exceeding five years, with a two-year minimum deferral period applicable to each annual installment. Prior to January 1, 2026, the form of payment designated on that first Deferral Election will apply to all Base Salary, Incentive Compensation or Director Fees credited to that In-Service Sub-Account under the Plan (including with respect to all subsequent calendar years) unless changed in accordance with the rules of Section 6.1(c). A Participant may choose different forms of payment for each separate In-Service Sub-Account in accordance with this Section 3.4(b). Beginning January 1, 2026, only Director Fees may be directed to the In-Service Sub-Account and the Participant must designate on each Deferral Election to receive the In-Service Sub-Account attributable to the Directors Fees subject to such Deferral Election in cash in a single lump sum or in a number of approximately equal annual installments over a specified period not exceeding five years, with a two-year minimum deferral period applicable to each annual installment.”

9. Effective January 1, 2026, Section 3.5 of the Plan is amended to replace, in its entirety, Subsection (a) with a new Subsection (a) as follows:

“(a) Duration. Once irrevocable, a Deferral Election shall only be effective for the calendar year or Performance Period with respect to which such election was timely filed with the Committee. Except as provided in Section 3.4(b), a Deferral Election, once irrevocable, cannot be cancelled during a calendar year or Performance Period.”

10. Effective November 14, 2025, Article V of the Plan is amended to add the following language to the end thereof:
-

“Notwithstanding the foregoing, effective November 14, 2025, no Directors Fees shall be deemed invested or exchanged into a hypothetical investment account measured on Company Stock.”

11. Effective January 1, 2026, Section 6.1 of the Plan is amended to replace, in its entirety, Subsection (a) with a new Subsection (a) as follows”:

“(a) Retirement Sub-Account; Company Contribution Sub-Account. The amounts credited to a Participant’s Retirement Sub-Account and the vested amounts credited to a Participant’s Company Contribution Sub-Account shall commence to be paid in the calendar year next following the calendar year of the Participant’s Separation from Service in accordance with the following rules: (i) if the Separation from Service occurs on or after January 1 of a calendar year but before July 1 of the year, then payment shall commence on the first business day of January of the calendar year next following the calendar year in which the Separation from Service occurs; and (ii) if the Separation from Service occurs on or after July 1 of a calendar year, then payment shall commence on the first business day of July of the calendar year next following the calendar year in which the Separation from Service occurs. Distributions shall process semi-annually, on January 1 and July 1 of each calendar year. If a Participant Separates from Service on or after attaining age 55, then the amounts credited to his Retirement Sub-Account shall be paid in the form of payment selected by the Participant in accordance with Section 3.4(b) and the vested amounts credited to the Company Contribution Sub-Account shall be paid in the form of payment selected by the Participant in accordance with Section 4.2 (or, with respect to Post-2008 Participants, in a single lump sum as provided in Section 4.2(d), but only with respect to amounts deferred under the Plan prior to January 1, 2026). Subject to Section 6.2, the Committee has the discretion to establish administrative procedures for designating the date within the applicable calendar year upon which payments shall commence.”

12. Effective January 1, 2026, Section 6.1 of the Plan is amended to add a new clause (v) to Subsection (c) as follows:

“(v) *Subsequent Payment Elections after January 1, 2026.* The Subsequent Payment Election described in this Section 6.1 shall not apply to Director Fees that are deferred under the Plan in calendar years beginning on and after January 1, 2026.”

IN WITNESS WHEREOF, the Company has caused this Amendment to the Plan to be executed by its duly authorized representative.

Newell Brands Inc.

/s/ Bradford R.

By: Turner

Title: Chief Legal and
Administrative
Officer

**NEWELL BRANDS
EMPLOYEE SAVINGS PLAN
AMENDMENT NO. 7**

THIS AMENDMENT NO. 7 is made by Newell Operating Company, a Delaware corporation, (“**NOC**”) to the Newell Brands Employee Savings Plan (the “**Plan**”), which was amended and restated effective January 1, 2018, and most recently amended by the Board of Directors of NOC (the “**Board**”), effective as of January 1, 2025.

WITNESSETH:

WHEREAS, NOC sponsors and maintains the Plan for the exclusive benefit of eligible employees of NOC and of certain of its affiliates who are participating employers; and

WHEREAS, under Section 14.1 of the Plan, the Plan may be amended by resolution or written instrument approved by the Board; and

WHEREAS, the Board has determined that it is appropriate to amend the Plan, effective June 2, 2025, to permit Plan participants to make Roth in-plan conversions of the vested portion of their Plan accounts;

NOW, THEREFORE, the Board hereby amends the Plan as follows, to be effective as of June 2, 2025.

1. The following new Section 1.55A is inserted immediately following Section 1.55:

“**1.55A Roth In-Plan Conversions.** Roth in-plan conversions are permitted under the Plan and shall be subject to the requirements of Code Section 402A, applicable regulations, IRS guidance, and the following provisions:

(a) Roth In-Plan Conversion Election. An actively employed Participant may irrevocably elect to have all or any portion of his vested Sub-Accounts (other than the Sub-Accounts identified in Sections 1.1(l), 1.1(o), 1.1(r), 1.1(s), 1.1(t), and 1.1(u), if any) be considered designated Roth contributions, pursuant to Code Section 402A(c).

(b) Separate Accounting. The Plan will maintain a record of the amounts converted pursuant to Section 1.55A(a) within each Participant’s Account.

(c) Limitations and Conditions Applicable to Roth In-Plan Conversions. Amounts converted in a Roth in-plan conversion are subject to the same rules as all other amounts that are held in the Participant’s Account, including, but not limited to, Plan loans and minimum required distributions and the following additional limitations and conditions:

(i) Amounts converted in a Roth in-plan conversion remain subject to the distribution restrictions that were applicable to the converted amount under the Plan and the Code before the conversion.

(ii) If a Participant converts an amount in a Roth in-plan conversion that is subsequently determined to exceed a limit provided for in Article V, and the excess amount, plus applicable earnings, is to be distributed from the Plan, the excess amount, plus applicable earnings, will be distributed from the Plan in accordance with the Code, even if the conversion was otherwise non-distributable at the time of the Roth in-plan conversion.

(iii) An amount that is converted pursuant to this Section 1.55A is includible in the Participant's income in the year of the conversion to the extent required by, and in accordance with, the requirements of the Code and applicable State and local law; provided, however, the amount that is converted is not subject to mandatory tax withholding.

(iv) Outstanding Plan loans may not be converted in a Roth in-plan conversion."

2. Except as specifically amended above, the Plan shall remain unchanged and, as amended herein, shall continue in full force and effect.

3. This Amendment No. 7 to the Plan is effective June 2, 2025.

IN WITNESS WHEREOF, NOC has caused this Amendment No. 7 to the Plan to be executed by its duly authorized representative as of the 31st day of December, 2025

Newell Operating Company

By: /s/ Bradford R. Turner

Name: Bradford R. Turner

Title: Chief Legal and
Administrative Officer
and Corporate Secretary

EXHIBIT 10.34

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
NEWELL OPERATING COMPANY**

**APPROVAL OF AMENDMENT TO THE NEWELL BRANDS
SUPPLEMENTAL EMPLOYEE SAVINGS PLAN**

THE UNDERSIGNED, being the duly elected members of the Board of Directors (the “**Board**”) of Newell Operating Company (the “**Company**”), a Delaware corporation, DO HEREBY CONSENT to the adoption of the following recitals and resolutions, pursuant to Section 141(:f) of the General Corporation Law of the State of Delaware:

WHEREAS, the Company sponsors and maintains the Newell Brands Supplemental Employee Savings Plan (the “**Plan**”); and

WHEREAS, under Section 8.1 of the Plan, the Company has reserved the right to amend the Plan, in whole or in part, at any time by action of the Board; and

WHEREAS, the Company has now determined that it is appropriate to make various design related changes under the Plan.

NOW, THEREFORE, the Company hereby amends the Plan, effective January 1, 2020.

1. A new defined term is added to Article I, and the existing provisions of Article I are, as necessary, deemed renumbered according, as set forth below:

“**Match Eligible Employee**” means an Eligible Employee who is expressly selected by the Board, in its sole discretion, to have amounts credited to such Employee's Company Contributions Account pursuant to the provisions of Section 4.1.

2. Section 3.1(b)(ii) of the Plan is amended to read, in its entirety, as follows below:

(ii) Base Compensation. The Deferral Election shall only apply to that portion of the Participant's Base Compensation for such Plan Year which is earned for a payroll period that begins after the date that the Deferral Election becomes irrevocable in accordance with Section 3.1(b)(i). For purposes of the Plan, Commissions are deemed to be earned in the Plan Year in which the respective customer remits payment to the Participating Employer with respect to which the Commissions are paid or, if applied consistently to all similarly-situated employees of the Affiliated Group, in the Plan Year in which the related sale occurred.

3. 3.2(a)(ii) of the Plan is amended to read, in its entirety, as follows below:

(ii) Base Compensation Subject to Deferral. The Deferral Election shall only apply to that portion of the Participant's Base Compensation for such Plan Year which is earned for such Plan Year. For purposes of the Plan, Commissions are deemed to be earned in the Plan Year in which the respective customer remits payment to the Participating Employer with respect to which the Commissions are paid or, if applied consistently to all similarly-situated employees of the Affiliated Group, in the Plan Year in which the related sale occurred.

4. Section 3.3 of the Plan is amended to read, in its entirety, as follows below:

3.3 **Amount Deferred**. A Participant shall designate on the Deferral Election the portion of his Base Compensation and/or Annual Bonus that is to be deferred in accordance with this Article III. Unless otherwise determined by the BAC, a Participant may defer (in 1% increments) (i) except as set forth in Section 3.1(b)(ii), up to 50% of his Base Compensation earned for the applicable Plan Year, and (ii) except as set forth in Section 3.1(b)(iii), up to 100% of his Annual Bonus earned for the applicable Plan Year; provided, however, that the Participant shall not be permitted to defer less than 1% of such portion of his Base Compensation for the applicable Plan Year or less than 1% of his Annual Bonus for the applicable Plan Year, and any such attempted deferral(s) shall not be effective.

5. The introductory clause of Section 4.1 is amended to read, in its entirety, as follows below:

For each Plan Year, the Participating Employer that employs the Participant shall, but only if the Participant is a Match Eligible Employee, credit amounts to the Participant's Company Contributions Account ("Mandatory Matching Contributions") for such Plan Year, subject to the following rules:

This document may be executed in any number of counterparts, each of which shall be deemed to be an original, and all such counterparts together, shall constitute one and the same instrument.

Dated this 1st day of November, 2019

/s/ Raj Dave

Raj Dave

/s/ Shay Zeemer

Shay Zeemer

/s/ Mark W. Johnson

Mark W. Johnson

**NEWELL BRANDS
SUPPLEMENTAL EMPLOYEE SAVINGS PLAN**

AMENDMENT

THIS AMENDMENT is made by Newell Operating Company, a Delaware corporation, (the “**Company**”) to the Newell Brands Supplemental Employee Savings Plan (the “**Plan**”), which was established effective January 1, 2018, and most recently amended effective March 1, 2022.

WITNESSETH:

WHEREAS, the Company sponsors and maintains the Plan for the exclusive benefit of eligible employees of the Company and of certain of its affiliates who are participating employers;

WHEREAS, under Section 8.1 of the Plan, the Plan may be amended by action of the Board of Directors of the Company (the “**Board**”); and

WHEREAS, the Board has determined that it is appropriate to amend the Plan, effective as of the date hereof, (i) to restrict the deferral of annual bonuses to up to 75% of the annual bonus earned during the applicable Plan Year, and (ii) to clarify that no Eligible Employee may enroll in the Plan during the fourth quarter of the Plan Year.

NOW, THEREFORE, the Company hereby amends the Plan as follows, to be effective as November 14, 2025.

1. Section 2.2 is amended to add the following language to the end thereof:

“An Eligible Employee must enroll in the Plan by September 30 if they wish to participate in the Plan for that Plan Year. Enrollments received after September 30 of a Plan Year shall apply to the following Plan Year.”

2. Section 3.3 is amended to remove the phrase “up to 100% of his Annual Bonus earned for the applicable Plan Year;” and to add the following language in the place thereof:

“up to 75% of his Annual Bonus earned for the applicable Plan Year;”

3. Except as specifically amended above, the Plan shall remain unchanged and, as amended herein, shall continue in full force and effect.
-

IN WITNESS WHEREOF, the Company has caused this Amendment to the Plan to be executed by its duly authorized representative to be effective as of November 14, 2025.

NEWELL OPERATING COMPANY

By: /s/ Bradford R. Turner

Name: Bradford R. Turner

Title: Chief Legal and Administrative Officer and Corporate Secretary

EXHIBIT 21.1**NEWELL BRANDS INC. AND SUBSIDIARIES**
Subsidiaries of the Registrant
At December 31, 2025

<u>NAME OF ENTITY</u>	<u>JURISDICTION</u>
Allegheny International Exercise Co.	United States
Allegre Puériculture	France
American Household, Inc.	United States
Aparatos Electronicos de Saltillo, S.A. de C.V.	Mexico
Application des Gaz S.A.S.	France
Aprica (Zhongshan) Ltd.	China
Aprica Childcare Institute-Aprica Ikuji Kenkyush Kabushiki Kaisha	Japan
Baby Jogger II, LLC	United States
Berol Corporation	United States
B-F Processing LLC	United States
Camping Gaz (Deutschland) GmbH	Germany
Camping Gaz (Suisse) SA	Switzerland
Camping Gaz CS S.R.O.	Czechia
Camping Gaz Italia S.r.l.	Italy
Canada GP Holdings LLC	United States
Cavoma LP	Cayman Islands
Cavoma Ltd.	Cayman Islands
Chemetron Corporation	United States
Chemetron Investments, Inc.	United States
Coleman (Deutschland) GmbH	Germany
Coleman Benelux B.V.	Netherlands
Coleman Benelux Holdings B.V.	Netherlands
Coleman EMEA GmbH	Germany
Coleman International Holdings, LLC	United States
Coleman Worldwide Corporation	United States
Dongguan HuiXun Electrical Products Co., Ltd.	China
Dymo BV	Belgium
Eliskim, Inc.	United States

Embassy Products LLC	United States
Facel	France
Fountain Holdings Limited	United Kingdom
Gingham Corporation	Canada
Graco Children's Products Inc.	United States
Hereford NWL Limited	United Kingdom
Hogar Plus, SA (in Liquidation)	Spain
Holmes Products (Europe) Limited	United Kingdom
Ignite Holdings II, LLC	United States
Ignite Holdings, LLC	United States
Ignite Hong Kong, Limited	Hong Kong
Industrias Corama S.A. de C.V.	Mexico
Infoswitch, Inc.	United States
Integrated Specialties, Inc.	United States
Jarden Consumer Solutions (Asia) Limited	Hong Kong
Jarden Consumer Solutions of India Private Limited	India
Jarden LLC	United States
Jarden Lux Holdings S.à r.l.	Luxembourg
Jarden Lux II S.à r.l.	Luxembourg
Jarden Receivables, LLC	United States
Jarden Switzerland Sarl	Switzerland
Kansas Acquisition Corp.	United States
L.A. Services, Inc.	United States
Leviathan NWL Investments B.V.	Netherlands
Luxembourg Brands S.à r.l.	Luxembourg
Magnetics and Electronics, Inc.	United States
Mapa Gloves SDN BHD	Malaysia
Mapa GmbH	Germany
Mapa	France
Mapa Spontex CE s.r.o.	Czechia
Mapa Spontex Iberica SAU	Spain
Mapa Spontex Italia S.p.A.	Italy
Mapa Spontex Trading SDN BHD	Malaysia
Mapa Spontex UK Limited	United Kingdom
Mapa Virulana SAIC	Argentina

Marmot Mountain Canada Ltd.	Canada
Marmot Mountain Europe GmbH	Germany
Marmot Mountain, LLC	United States
Montey Corporation	United States
Montey Credit Corporation	United States
New Bra-Con Industries, Inc.	United States
Newell Australia Pty. Limited	Australia
Newell Brands APAC Sourcing Limited	Hong Kong
Newell Brands APAC Treasury Limited	Hong Kong
Newell Brands Belgium BV	Belgium
Newell Brands Brasil Ltda.	Brazil
Newell Brands Canada ULC	Canada
Newell Brands Cayman III Ltd.	Cayman Islands
Newell Brands de Argentina S.A.	Argentina
Newell Brands de Chile Limitada	Chile
Newell Brands de Colombia S.A.S.	Colombia
Newell Brands de Mexico, S.A. de C.V.	Mexico
Newell Brands de Peru, S.A.C.	Peru
Newell Brands Distribution LLC	United States
Newell Brands Distribution México, S.A. de C.V.	Mexico
Newell Brands Germany GmbH	Germany
Newell Brands HK Sourcing Limited	Hong Kong
Newell Brands Iberia, S.L.	Spain
Newell Brands Industries LLC	United States
Newell Brands International II B.V.	Netherlands
Newell Brands Investment II, Inc.	United States
Newell Brands Ireland Services Designated Activity Company	Ireland
Newell Brands Italy S.r.l.	Italy
Newell Brands Japan G.K.	Japan
Newell Brands Lux Holding LP	United States
Newell Brands Lux III S.a.r.l.	Luxembourg
Newell Brands Lux Real Estate Holdings S.à r.l.	Luxembourg
Newell Brands Products (Shanghai) Co., Ltd.	China
Newell Brands Sourcing Corp.	United States
Newell Brands Technical Center (Guangzhou) Company Limited	China

Newell Brands UK Limited	United Kingdom
Newell Europe Sàrl	Switzerland
Newell Finance Company	United States
Newell Holdings Limited	United Kingdom
Newell Insurance Designated Activity Company	Ireland
Newell International Capital	France
Newell International Finance Co Limited Partnership	Scotland
Newell Investments France	France
Newell Investments Inc.	United States
Newell Luxembourg Finance S.à r.l.	Luxembourg
Newell New Zealand Limited	New Zealand
Newell Operating Company	United States
Newell Poland Services Sp. z o.o.	Poland
Newell Puerto Rico, Ltd.	United States
Newell Rubbermaid (M) Sdn. Bhd	Malaysia
Newell Rubbermaid (Thailand) Co., Ltd.	Thailand
Newell Rubbermaid Asia Pacific Limited	Hong Kong
Newell Rubbermaid Czech Republic s.r.o.	Czechia
Newell Rubbermaid Development LLC	United States
Newell Rubbermaid Global Sourcing Asia Ltd.	Cayman Islands
Newell Rubbermaid Holding B.V.	Netherlands
Newell Rubbermaid Holdings LLC	United States
Newell Rubbermaid Hungary Trading Ltd.	Hungary
Newell Rubbermaid Kirtasiye Ticaret ve Sanayi Limited Sirketi	Turkey
Newell Rubbermaid Mexicali, S. de R.L. de C.V.	Mexico
Newell Rubbermaid Panama S. de R.L.	Panama
Newell Rubbermaid Sweden AB	Sweden
Newell Rubbermaid UK Holdings Limited	United Kingdom
Newell Rubbermaid UK Production	United Kingdom
Newell Rubbermaid UK Services Limited	United Kingdom
Newell Rubbermaid US Finance Co.	United States
Northern Aqueduct Holdings LLC	United States
Northern Aqueduct I, B.V.	Netherlands
Northern Aqueduct II, B.V.	Netherlands
NR Capital Co.	Canada

NR Finance Co.	Canada
NWL Austria GmbH	Austria
NWL Cayman Holdings Ltd.	Cayman Islands
NWL Denmark Services Aps	Denmark
NWL Europe Holdings LLC	United States
NWL European Finance S.à r.l.	Luxembourg
NWL Finland OY	Finland
NWL France Production	France
NWL France	France
NWL France Services	France
NWL Germany Office Products GmbH	Germany
NWL Germany Production GmbH	Germany
NWL GP Holdings LLC	United States
NWL Hamburg Services GmbH	Germany
NWL Irish Holdings Ltd.	Cayman Islands
NWL Luxembourg S.à r.l.	Luxembourg
NWL Netherlands JP Holding B.V.	Netherlands
NWL Netherlands Services B.V.	Netherlands
NWL Norway A/S	Norway
NWL South Africa (Pty) Limited	South Africa
NWL Switzerland Sarl	Switzerland
NWL Valence Services	France
Oster de Venezuela Inc.	Canada
Oster de Venezuela, S.C.A.	Venezuela
Oster GmbH	Germany
Oster VZ Holdings Inc.	Canada
Outdoor Sports Gear, LLC	United States
Packs & Travel Corporation	United States
Polyhedron Holdings Limited	United Kingdom
Repuestos Electronicos, S.A.	Venezuela
Reynolds Pen International	France
Reynolds Pens India Private Limited	India
Rubbermaid Commercial Products LLC	United States
Rubbermaid Europe Holding Inc.	United States
Rubbermaid Incorporated	United States

Rubbermaid Ireland Limited	Ireland
Sanford Brands Venezuela Inc.	Canada
Sanford GmbH Holding Company	United States
Sanford Holding LLC	United States
Sanford, L.P.	United States
Sevca, LLC	United States
Shakespeare Conductive Fibers, LLC	United States
SI II, Inc.	United States
Sistema Plastics Australia Limited	New Zealand
Sistema Plastics Limited	New Zealand
Sistema Plastics UK Limited	New Zealand
Sistema Plastiques France Limited	New Zealand
Sitca LLC	United States
Smith Mountain Industries, Inc.	United States
Söke Handels GmbH	Austria
Söke-Hungaria Kft	Hungary
Spontex	France
Sunbeam Americas Holdings, LLC	United States
Sunbeam Products, Inc.	United States
Sunbeam Uruguay, S.A.	Uruguay
Sunbeam-Oster de Acuña, S.A. de C.V.	Mexico
Temrac Company, Inc.	United States
The Coleman Company, Inc.	United States
The Newell Brands Charitable Foundation	United States
The Wallingford Insurance Company Limited	Bermuda
The Yankee Candle Company, Inc.	United States
True Temper Venezuela, S.A.	Venezuela
Virumetal S.A.	Uruguay
Visant Company, LLC	United States
Visant Holding Company, LLC	United States
viskovita GmbH	Germany
Waverly Products Company Limited	Jamaica
Woodshaft, Inc.	United States
X Properties, LLC	United States
Yankee Candle Admin LLC	United States

Yankee Candle Company (Europe) Limited

United Kingdom

Yankee Candle France

France

Yankee Candle s.r.o.

Czechia

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-279561) and Form S-8 (Nos. 333-221872, 333-105113, 333-105177, 333-105178, 333-125144, 333-135153, 333-149133, 333-166946, 333-188411, 333-266416, 333-264694, 333-279499, and 333-287323) of Newell Brands Inc. of our report dated February 13, 2026 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Atlanta, Georgia
February 13, 2026

CERTIFICATION

I, **Christopher H. Peterson**, certify that:

1. I have reviewed this annual report on Form 10-K for Newell Brands Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 13, 2026

/s/ Christopher H. Peterson

Christopher H. Peterson

President and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, **Mark J. Erceg**, certify that:

1. I have reviewed this annual report on Form 10-K for Newell Brands Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 13, 2026

/s/ Mark J. Erceg

Mark J. Erceg

Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of Newell Brands Inc. (the “Company”) on Form 10-K for the period ended December 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, **Christopher H. Peterson**, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Christopher H. Peterson

Christopher H. Peterson

President and Chief Executive Officer
(Principal Executive Officer)

February 13, 2026

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of Newell Brands Inc. (the “Company”) on Form 10-K for the period ended December 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, **Mark J. Erceg**, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Mark J. Erceg

Mark J. Erceg

Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

February 13, 2026