
NEWELL BRANDS UK LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

THURSDAY



ACYV634

A05

14/03/2024

#147

COMPANIES HOUSE

NEWELL BRANDS UK LIMITED

COMPANY INFORMATION

Directors	J S Thandi D K Crawford B Hartley
Registered number	00104102
Registered office	Halifax Avenue Fradley Park Lichfield Staffordshire WS13 8SS
Independent auditors	Barnes Roffe LLP Chartered Accountants and Statutory Auditors 3 Brook Business Centre Cowley Mill Road Uxbridge Middlesex UB8 2FX
Solicitors	The Law Debenture Corporate Services Limited 2 New Bailey Square 6 Stanley Street Salford M3 5GS United Kingdom

NEWELL BRANDS UK LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

Introduction

The directors present their Strategic report on the Company for the year ended 31 December 2022.

Business review

The Company is a private limited Company and is incorporated and domiciled in England. The address of its registered office is Halifax Avenue, Fradley Park, Lichfield, Staffordshire WS13 8SS.

During the year to 31 December 2022 turnover was £111.3 million (2021: £79.7 million). The Company's operating profit position was £3.6 million for the year compared to profit of £3.7 million in 2021. The profitability of the Company is mostly determined by the commissionaire agreements that exist with the European Principal Company.

Future developments

The Company will continue to operate in the UK and Ireland on behalf of the European Principal Company selling all products related to the group.

Financial risk management objectives and policies

The Company's principal financial instruments comprise inter-Company borrowings. The main purpose of these financial instruments is to raise finance for the Company's operations. The Company has other financial instruments such as trade creditors, which arise directly from its operations. The Company does not enter into derivative transactions.

It is, and has been throughout the period under review, the Company's policy that no trading in financial instruments shall be undertaken. The main risks arising from the Company's financial instruments are interest rate risk and foreign currency risk. The board reviews and agrees policies for managing each of these risks and they are summarised below.

Currency risk

The Company is exposed to translation and transaction foreign exchange risk. In relation to translation risk, as far as possible the assets held in the foreign currency are matched to an appropriate level of borrowings in the same currency. Transaction exposures, including those associated with forecast transactions, are hedged when known at a group level by Newell Europe Sarl, principally using forward currency contracts. Whilst the aim is to achieve an economic hedge the group does not adopt an accounting policy of hedge accounting.

The sales are priced in Sterling but invoiced in the currencies of the customers involved. The group policy is to address all currency exposures on any balance not expected to mature within 30 days through the use of forward currency contracts.

Liquidity risk

The Company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets prudently and profitably. Flexibility is achieved by group borrowings.

Credit risk

The Company's principal financial assets are cash, loan receivables and trade debtors. The credit risk associated with the cash is limited as the counterparties have high credit ratings assigned by international credit rating agencies. The principal credit risk arises therefore from its trade debtors.

In order to manage credit risk from its trade debtors the directors set limits for customers based on a

NEWELL BRANDS UK LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

combination of payment history and third party credit references. Credit limits are reviewed by the credit controller on a regular basis in conjunction with debt ageing and collection history.

Section 172(1) Statement

The directors acknowledge that the business can only grow and prosper over the long-term if it understands and respects the views and needs of the Company's investors, customers, employees, suppliers and other stakeholders to whom we are accountable, as well as the environment we operate within. The Company depends on the trust and confidence of its stakeholders to operate sustainably in the long term. The Company seeks to put its customers' best interests first, invests in its employees, supports the communities in which it operates and strives to generate sustainable profits for shareholders.

The directors of the Company have acted in accordance with their duties codified in law, which include their duty to act in the way in which they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, having regard to the stakeholders and matters set out in section 172(1) of the Companies Act 2006. The directors fulfil their duties partly through a governance framework that delegates day-to-day decision making to the employees of the Company.

Section 172 considerations are embedded in decision making at Board level and throughout the Group. Issues, factors and stakeholders which the directors have considered when discharging their duty under section 172(1) are detailed below:

Employees

Consideration

Considered the health, safety and wellbeing of all employees. In particular, for those still required to be on-site to support customer delivery, the directors deliberated the safety measures to protect their wellbeing. For those able to work from home the directors considered the infrastructure to support this and their working efficiency. Given the increase in homeworking consideration was also given to the increased risk of cyberattacks and data breaches and how to mitigate this. A range of scenarios whereby the Company experiences subdued demand or inability to deliver for a period of time were considered, with consideration given to how the Company could manage the workforce to match this, whilst protecting our employees' interests and engagement and retaining their expertise within the business for the long-term.

Outcome/impact

The directors were satisfied that sufficient measures were in place to protect the health, safety and wellbeing of our people and continue to monitor the situation.

Customers

Consideration

Considered continuity plans and our ability to continue delivering for our customers in the event of a significant proportion of the workforce being unable to work due to sickness. The directors also considered near-term demand and how customers' priorities might change over a longer period of time.

Outcome/impact

The directors were satisfied with the continuity plans in place to ensure the continued delivery of mission-critical work. Particular attention was given to how we will respond to changing customer priorities over a longer time horizon.

Shareholders

NEWELL BRANDS UK LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Consideration

Considered the current liquidity and financial position of the business and various scenarios whereby cash flow deteriorates.

Outcome/impact

The directors concluded that the Company was in a strong financial position but given the considerable uncertainty it was prudent to reduce discretionary cash outflows where possible, to ensure that the Company emerges well positioned to deliver long-term sustainable growth for its shareholder.

Financial key performance indicators

The key performance indicators that management use to monitor business performance are turnover and operating margin.

Directors' statement of compliance with duty to promote the success of the Company

A director of a Company must act in the way he or she considers, in good faith, would most likely promote the success of the Company for the benefit of its members as a whole, and in doing so have regard, (amongst other matters), to:

- likely consequences of any decisions in the long-term; interests of the Company's employees;
- the need to foster the Company's business relationships with suppliers, customers and others; the impact of the Company's operations on the community and environment;
- desirability of the Company maintaining a reputation for high standards of business conduct; and the need to act fairly as between members of the Company.

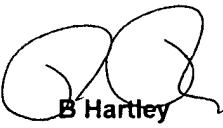
In discharging their Section 172 duties the directors of the Company considers that they have had regard in material respects to the factors set out above.

The key stakeholders of the Company are the employees, customers, shareholders, suppliers & regulators.

The Company delegates authority for day-to-day management to senior leaders, who set, approve and oversee the running of the Company. The Company had no significant commercial business during the year, and as such the full range of Section 172 factors and stakeholder considerations have not been applied. Board meetings are held periodically where the directors consider Company activities, and make decisions. As part of the Group, the Company follows Group policies and procedures, including those relating to standards of business conduct, the environment, the community, and its interactions with key stakeholders. However, the Company, whilst being part of the Group, makes autonomous Board decisions on each transaction's own merits after due consideration of the long-term success of the Company, Section 172 factors, where relevant, and the stakeholders impacted.

This report was approved by the board on 7 March 2024

and signed on its behalf.



B Hartley
Director

NEWELL BRANDS UK LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present their report and the financial statements for the year ended 31 December 2022.

Principal activity

The principal activity is the sale and related functions of Newell Brands products in the UK and Ireland on behalf of the European Principal Company. These brands relate to writing instruments and accessories, office products of an electrical nature, high volume consumer products including children's car seats and buggies, household products, beauty and style products and deodorisers and purification products.

Matters covered in the Strategic Report

The business review, future developments, principal risks and uncertainties and key performance indicators are included in the Strategic Report.

The strategic report further addresses the directors' compliance requirements in terms of Section 172 of the Companies Act 2006.

Results and dividends

The profit for the year amounted to £2,140,000 (2021: £3,209,000). The directors do not recommend payment of a dividend.

Directors

The directors who served during the year were:

R B Dave (resigned 1 February 2024)
J S Thandi

On 19 July 2023, D K Crawford was appointed as a director.

On 31 January 2024, B Hartley was appointed as a director.

NEWELL BRANDS UK LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Employment of disabled persons

The policy of the Company is to give full consideration to employment applications from disabled persons who have the necessary attributes and abilities to perform the duties of the job. The Company seeks to develop the skills and the talents of disabled persons by providing appropriate training. Where an employee becomes disabled whilst employed, arrangements are made wherever practicable to maintain employment by identifying a suitable job and providing any necessary retraining.

Directors' liabilities

Newell Brands Inc. has indemnified the directors of the Company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity was in force during the year.

Employee consultation

It is the Company's policy to involve employees at all levels in the organisation and to inform them of its financial position and activities through briefing meetings, which are held at regular intervals.

Going concern

The ultimate parent Company has agreed to provide financial support to enable the Company to continue its business operations as a going concern for at least 12 months from the date of signing the financial statements.

The director believes that it is appropriate to adopt the going concern basis of accounting in preparing the financial statements.

The Corporate Accounting team for Newell Brands assesses, on a quarterly basis, whether the going concern assumption remains appropriate. Key considerations in their analysis include, but are not necessarily limited to, the following:

- 1) Negative trends—for example, recurring operating losses, working capital deficiencies, negative cash flows from operating activities, adverse key financial ratios
- 2) Other indications of possible financial difficulties—for example, default on loan or similar agreements, arrearages in dividends, denial of usual trade credit from suppliers, restructuring of debt, non-compliance with statutory capital requirements, need to seek new sources or methods of financing or to dispose of substantial assets
- 3) Internal matters—for example, work stoppages or other labor difficulties, substantial dependence on the success of a particular project, uneconomic long-term commitments, need to significantly revise operations
- 4) External matters that have occurred—for example, legal proceedings, legislation, or similar matters that might jeopardise an entity's ability to operate; loss of a key franchise, license, or patent; loss of a principal customer or supplier; uninsured or underinsured catastrophe such as a drought, earthquake, or flood.

In addition, Treasury and BP&A departments prepare quarterly forecasts (up to 31 December 2023) of cash and operations and leverage ratios which are presented to the BOD Finance Committee, which take into account future financing needs, expected EBITDA for the business, and other key operating factors which would trigger going concern issues. We do those calculations regularly and also present it to the BOD in the Finance Committee. The finance teams of the Company also perform multiple analytical review procedures, which include an analysis of debt commitments and operating cash flows, with available financial information up to the date the financial statements are available to be issued each quarter. The Corporate Accounting team, in connection with the preparation of the publicly filed documents, completes a disclosure checklist, whereby any need for the disclosure of a going concern issue is recognised and referenced to proper disclosure, if required.

Based on the above, the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

NEWELL BRANDS UK LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Stakeholder Engagement Statement

We recognise that excellence in stakeholder engagement helps deliver value and ensures we do so in a socially and environmentally responsible manner. We determine our key stakeholders by assessing the impact that different groups have, or might have, on our performance, as well as the impact that the Company has on their well-being. The Company is committed to enhancing engagement with all our stakeholders.

Our stakeholders

The directors consider that the following groups are the Company's key stakeholders. The directors seek to understand the respective interests of such stakeholder groups so that these may be properly considered in their decisions.

Employees

The directors recognise that employees are fundamental and core to our business and delivery of our strategic ambitions. The strength of our business is built on the hard work and dedication of all employees. The success of our business depends on attracting, retaining and motivating employees. From ensuring that we remain a responsible employer, from pay and benefits to our health, safety and workplace environment, the directors factor the implications of decisions on employees and the wider workforce, where relevant and feasible.

Our employees rely on us to provide stable employment and opportunities to realise their potential in a working environment where they can be their best.

Customers

We focus on providing high-quality service, which means ensuring seamless, uninterrupted and timely delivery of our products. We are constantly improving our product quality and we strive to personalise our approach with each and every one of our customers. We develop new customer services when working with consumers and build direct relationships with them.

Our customers are the reason we exist. They have near limitless choice, so it is essential to our future that we can consistently and continuously design and offer attractive, stylish products of high quality to new and existing customers at an accessible price. In doing so, we will build our brand value and loyalty.

Shareholder

We seek to ensure sustainable growth for the Company and increase its long-term value for the benefit of our shareholder. We always respect the shareholder's rights and provide full access to the required Company data.

Our shareholder relies on us to protect and manage their investments in a responsible and sustainable way that generates value for them

NEWELL BRANDS UK LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Suppliers and business partners

In our supplier and business partner relations, we aim to create and develop long-term and constructive partnerships. Our cooperation is based on the observance of business ethics and the fulfilment of contractual obligations, as well as responsible supply chain management. We also include health, safety, social and environmental issues in our arrangements with contractors. We maintain a continuous dialogue with our suppliers through our procurement management process. Our suppliers rely on us to generate revenue and employment for them.

Regulators

We seek to enjoy a constructive and cooperative relationship with the bodies that authorise and regulate our business activities. This helps us maintain a reputation for high standards of business conduct. The Company's interaction with the regulating bodies is based on strict adherence to all applicable laws and requirements. They expect us to comply with applicable laws and regulations.

Streamlined Energy and Carbon Report (SECR)

UK energy use and associated greenhouse gas emissions

Current UK based annual energy usage and associated annual greenhouse gas ("GHG") emissions are reported pursuant to the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 ("the 2018 Regulations") that came into force 1 April 2019.

Organisational boundary

In accordance with the 2018 Regulations, the energy use and associated GHG emissions are for those assets within the UK only as defined by the operational control approach. This includes a share of warehouse and office space in Lichfield, office space in London and Company vehicles. No other subsidiary companies are included.

Reporting period

The annual reporting period is 1 January to 31 December each year and the energy and carbon emissions are aligned to this period.

NEWELL BRANDS UK LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Quantification and reporting methodology

The 2019 UK Government Environmental Reporting Guidelines and the GHG Protocol Corporate Accounting and Reporting Standard (revised edition) were followed. The 2020 UK Government GHG Conversion Factors for Company Reporting were used in emission calculations as these relate to the majority of the reporting period.

Electricity and gas consumption were based on a mix of accounting records and benchmarks, while mileage was used to calculate energy and emissions from fleet vehicles and grey fleet. Gross calorific values were used except for mileage energy calculations as per Government GHG Conversion Factors.

The emissions are divided into mandatory and voluntary emissions according to the 2018 Regulations, then further divided into the direct combustion of fuels and the operation of facilities (scope 1), indirect emissions from purchased electricity (scope 2) and further indirect emissions that occur as a consequence of Company activities (scope 3).

Breakdown of energy consumption used to calculate emissions (kWh):

Energy type	2022	2021
Mandatory requirements:		
Gas	424,928	41,055
Purchased electricity	267,611	46,533
Transport fuel	449,905	124,367
Total energy (mandatory)	1,142,445	211,955

Breakdown of emissions associated with the reported energy use (tCO₂e)

Emission source	2022	2021
Mandatory requirements:		
<u>Scope 1</u>		
Gas	78.1	7.5
Transport - Company owned vehicles	104.4	29.3
<u>Scope 2</u>		
Purchased electricity (location-based)	56.8	10.8
<u>Scope 3</u>		
Transport – Business travel in employee-owned vehicles	0	0
Total gross emissions (mandatory)	239.3	47.6
<u>Intensity ratios (mandatory emissions only)</u>		
Tonnes of CO ₂ e per million-pound turnover		
Intensity Ratio	2.150	0.600

The intensity ratio is total gross emissions in metric tonnes CO₂e (mandatory emissions) per total million-pound (£m) turnover. The turnover relates to UK operations only to align with the energy and emission reporting boundary. This financial metric is considered the most relevant to the Company's energy consuming activities and provides a good comparison of performance over time and across different organisations and sectors.

Energy efficiency action during current financial year

The management of resources and the need to embed sustainability is an important issue for the Company and the following actions related to reducing energy use were implemented within the current reporting period.

NEWELL BRANDS UK LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Energy consumption was expected to be significantly below typical this year due to the impact of COVID-19. This will further decrease in future years following the closure of our UK retail stores. As a result of health precautions business travel has been reduced and we have seen the greater use of video conferencing for staff. Whilst the emission savings resulting from this change has not been quantified, this practice has resulted in behaviour changes that are expected to continue for the foreseeable future.

Outside of the COVID-19 response, energy efficiency actions this year have included:

- Engaged with staff to remind them of good practice, ensuring that equipment is switched off when not in use
- Planned and preventative maintenance of HVAC and other key plant to ensure optimal efficiency of plant

Statement of Directors' responsibilities

The directors are responsible for preparing the Strategic report, the Directors report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable laws), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under Company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Section 172 considerations are addressed in the Strategic Report, pages 1 to 3, of the financial statements.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

NEWELL BRANDS UK LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Post balance sheet events

There have been no significant events affecting the Company since the year end.

Auditors

The auditors, Barnes Roffe LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 7 March 2024

and signed on its behalf.



B Hartley
Director

NEWELL BRANDS UK LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NEWELL BRANDS UK LIMITED

Opinion

We have audited the financial statements of Newell Brands UK Limited (the 'Company') for the year ended 31 December 2022, which comprise the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

NEWELL BRANDS UK LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NEWELL BRANDS UK LIMITED (CONTINUED)

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' report thereon. The directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

NEWELL BRANDS UK LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NEWELL BRANDS UK LIMITED (CONTINUED)

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement set out on page 9, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with law and regulations, was as follows:

- The engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- We identified the laws and regulations applicable to the Company through discussion with directors and other management, and from our commercial knowledge and experience of the relevant sector ;
- The specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the Company, are as follows:
 - Companies Act 2006.
 - FRS102.
 - Employment legislation
 - Tax legislation
- We assessed the extent of compliance with the laws and regulations identified above through making enquiries of;
- Laws and regulations were communicated within the audit team at the planning meeting, and during the audit as any further laws and regulation were identified. The audit team remained alert to instances of non-compliance throughout the audit;

NEWELL BRANDS UK LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NEWELL BRANDS UK LIMITED
(CONTINUED)**

We assessed the susceptibility of the Company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur by:

- Making enquiries of management as to where they consider there was susceptibility to fraud and their knowledge of actual suspected and alleged fraud;
- Considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations;
- Reviewing the financial statements and testing the disclosures against supporting documentation;
- Performing analytical procedures to identify any unusual or unexpected trends or anomalies;
- Inspecting and testing journal entries to identify unusual or unexpected transactions;
- Assessing whether judgement and assumptions made in determining significant accounting estimates were indicative of management bias; and
- Investigating the rationale behind significant transactions, or transactions that are unusual or outside the Company's usual course of business.

The areas that we identified as being susceptible to misstatement through fraud were:

- Management bias in the estimates and judgements made;
- Management override of controls; and
- Posting of unusual journals or transactions.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

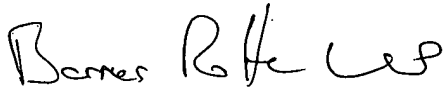
A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' report.

NEWELL BRANDS UK LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NEWELL BRANDS UK LIMITED
(CONTINUED)

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



Nigel Goodman (Senior statutory auditor)
for and on behalf of

Barnes Roffe LLP

Chartered Accountants and Statutory Auditors

3 Brook Business Centre

Cowley Mill Road

Uxbridge

Middlesex

UB8 2FX

Date: 12th March 2024

NEWELL BRANDS UK LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	2022 £000	2021 £000
Turnover	4	111,274	79,705
Cost of sales		(93,688)	(71,194)
Gross profit		17,586	8,511
Administrative expenses		(13,934)	(4,765)
Operating profit	5	3,652	3,746
Interest receivable and similar income	10	270	6
Interest payable and similar expenses	11	(831)	-
Profit before tax		3,091	3,752
Tax on profit	12	(951)	(543)
Profit for the financial year		2,140	3,209
Actuarial losses in respect of defined benefit schemes	22	(560)	(156)
Other comprehensive income for the year		(560)	(156)
Total comprehensive income for the year		1,580	3,053

The notes on pages 19 to 38 form part of these financial statements.

NEWELL BRANDS UK LIMITED
REGISTERED NUMBER: 00104102

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Note	2022 £000	2021 £000
Fixed assets			
Intangible assets	13	24,272	-
Tangible assets	14	7,012	1
		<u>31,284</u>	<u>1</u>
Current assets			
Stocks	15	7,222	382
Debtors: amounts falling due within one year	16	40,313	43,436
Cash at bank and in hand	17	315	7,965
		<u>47,850</u>	<u>51,783</u>
Creditors: amounts falling due within one year	18	(40,973)	(15,203)
Net current assets		<u>6,877</u>	<u>36,580</u>
Total assets less current liabilities		<u>38,161</u>	<u>36,581</u>
Net assets		<u>38,161</u>	<u>36,581</u>
Capital and reserves			
Called up share capital	20	375	375
Capital contribution reserve	21	18,700	18,700
Other reserves	21	15	15
Profit and loss account	21	19,071	17,491
		<u>38,161</u>	<u>36,581</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on
7 March 2024



B Hartley
Director

The notes on pages 19 to 38 form part of these financial statements.

NEWELL BRANDS UK LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022

	Called up share capital £000	Capital contribution reserve £000	Other reserves £000	Profit and loss account £000	Total equity £000
At 1 January 2021	375	18,700	15	14,438	33,528
Comprehensive income for the year					
Profit for the year	-	-	-	3,209	3,209
Actuarial loss in respect of defined benefit schemes	-	-	-	(156)	(156)
Other comprehensive income for the year	-	-	-	(156)	(156)
Total comprehensive income for the year	-	-	-	3,053	3,053
At 1 January 2022	375	18,700	15	17,491	36,581
Comprehensive income for the year					
Profit for the year	-	-	-	2,140	2,140
Actuarial loss in respect of defined benefit schemes	-	-	-	(560)	(560)
Other comprehensive income for the year	-	-	-	(560)	(560)
Total comprehensive income for the year	-	-	-	1,580	1,580
At 31 December 2022	375	18,700	15	19,071	38,161

The notes on pages 19 to 38 form part of these financial statements.

NEWELL BRANDS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. General information

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 - 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' ('FRS 102'), and the Companies Act 2006.

The financial statements are presented in Sterling (£).

2.2 FRS 102 - Reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102:

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d).

This information is included in the consolidated financial statements of Newell Brands Inc. as at 31 December 2022 and these financial statements may be obtained from Investor Relations, Newell Brands Inc., 6655 Peachtree Dunwoody Road Atlanta, GA 30328 United States.

FRS 102 allows a qualifying entity certain disclosure exemptions, if certain conditions, have been complied with, including notification of and no objection to, the use of exemptions by the Company's shareholders. A qualifying entity is defined as a member of a group that prepares publicly available financial statements, which give a true and fair view, in which that member is consolidated.

Newell Brands UK Limited is a qualifying entity as its results are consolidated into the financial statements of Newell Brands Inc which are publicly available.

2.3 Consolidated financial statements

The Company is a wholly owned subsidiary of Newell Brands Inc, a Company incorporated in the United States of America. It is included in the consolidated financial statements of Newell Brands Inc which are publicly available. Therefore, the Company is exempt by virtue of section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

These financial statements are the Company's separate financial statements.

NEWELL BRANDS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.4 Going concern

The ultimate parent Company has agreed to provide financial support to enable the Company to continue its business operations as a going concern for at least 12 months from the date of signing the financial statements.

The directors have a reasonable expectation that the Company will continue in operational existence for the foreseeable future and be able to meet its liabilities as they fall due. Accordingly, the financial statements have been prepared on the going concern basis.

Please refer to the Directors' report for the full assessment.

2.5 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

2.6 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged from the time the asset is ready for use, so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight line method. The estimated useful lives are as follows:

Long-term leasehold property	- 40 years
Leasehold building improvements	- 10 to 20 years
Plant and machinery	- 3 to 10 years
IT equipment	- 2 to 5 years
Fixtures and fittings	- 3 to 10 years
Construction in progress	- Company depreciates once the asset is ready for use

2.7 Financial instruments

The Company has elected to apply the provisions of Section 11 "Basic Financial Instruments" of FRS 102 to all of its financial instruments.

The Company has elected to apply the recognition and measurement provisions of IFRS 9 Financial Instruments (as adopted by the UK Endorsement Board) with the disclosure requirements of Sections 11 and 12 and the other presentation requirements of FRS 102.

Financial instruments are recognised in the Company's Statement of financial position when the Company becomes party to the contractual provisions of the instrument.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.7 Financial instruments (continued)

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include trade and other receivables, cash and bank balances, are initially measured at their transaction price including transaction costs and are subsequently carried at their amortised cost using the effective interest method, less any provision for impairment, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents, trade and most other receivables due within the operating cycle fall into this category of financial instruments.

Other financial assets

Other financial assets, which includes investments in equity instruments which are not classified as subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the recognised transaction price. Such assets are subsequently measured at fair value with the changes in fair value being recognised in the profit or loss. Where other financial assets are not publicly traded, hence their fair value cannot be measured reliably, they are measured at cost less impairment.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting date.

Financial assets are impaired when events, subsequent to their initial recognition, indicate the estimated future cash flows derived from the financial asset(s) have been adversely impacted. The impairment loss will be the difference between the current carrying amount and the present value of the future cash flows at the asset(s) original effective interest rate.

If there is a favourable change in relation to the events surrounding the impairment loss then the impairment can be reviewed for possible reversal. The reversal will not cause the current carrying amount to exceed the original carrying amount had the impairment not been recognised. The impairment reversal is recognised in the profit or loss.

Financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after the deduction of all its liabilities.

Basic financial liabilities, which include trade and other payables, bank loans and other loans are initially measured at their transaction price after transaction costs. When this constitutes a financing transaction, whereby the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Discounting is omitted where the effect of discounting is immaterial.

NEWELL BRANDS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.7 Financial instruments (continued)

Debt instruments are subsequently carried at their amortised cost using the effective interest rate method.

Trade payables are obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if the payment is due within one year. If not, they represent non-current liabilities. Trade payables are initially recognised at their transaction price and subsequently are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial.

Other financial instruments

Derivatives, including forward exchange contracts, futures contracts and interest rate swaps, are not classified as basic financial instruments. These are initially recognised at fair value on the date the derivative contract is entered into, with costs being charged to the profit or loss. They are subsequently measured at fair value with changes in the profit or loss.

Debt instruments that do not meet the conditions as set out in FRS 102 paragraph 11.9 are subsequently measured at fair value through the profit or loss. This recognition and measurement would also apply to financial instruments where the performance is evaluated on a fair value basis as with a documented risk management or investment strategy.

Derecognition of financial instruments

Derecognition of financial assets

Financial assets are derecognised when their contractual right to future cash flow expire, or are settled, or when the Company transfers the asset and substantially all the risks and rewards of ownership to another party. If significant risks and rewards of ownership are retained after the transfer to another party, then the Company will continue to recognise the value of the portion of the risks and rewards retained.

Derecognition of financial liabilities

Financial liabilities are derecognised when the Company's contractual obligations expire or are discharged or cancelled.

2.8 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.9 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

NEWELL BRANDS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.10 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

2.11 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.12 Pensions

The Company operates a defined benefit pension scheme covering a large number of employees, which requires contributions to be made to a separately administered fund.

The net liabilities or the recoverable assets of the pension schemes are included in the statement of financial position, current service costs and net financial returns in the profit or loss account and actuarial gains and losses in other comprehensive income. Under FRS 102 the surplus recognised in the Statement of Financial Position cannot exceed the amount which could be recovered either through reduced contributions in the future or by an agreed refund of the surplus. Further information on the pension schemes is provided in note 19.

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the Company in independently administered funds.

NEWELL BRANDS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.13 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

2.14 Revenue recognition

Turnover is measured at the fair value of the consideration received or receivable net of rebates and value added taxes. Turnover comprises only revenue from the sale of goods.

Turnover from the sale of goods is recognised when the significant risks and rewards of ownership of the goods has transferred to the buyer. This is usually at the point that the goods are dispatched to the customer.

Interest income is recognised using the effective interest rate method.

NEWELL BRANDS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.15 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

2.16 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight-line basis over their useful economic lives, which range from 3 to 6 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

2.17 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.18 Borrowing costs

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

NEWELL BRANDS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.19 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the reporting date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of financial position.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies.

Key accounting estimates and assumptions

Employee benefits provision

There is an element of estimation related to the assumptions used in the valuation and recognition of the defined benefit pension assets and liabilities, the details of which are included in note 20.

Judgement is also involved on the part of the directors in considering the recognition of pension assets in respect of pension surpluses. Pension assets are not recognised on the basis that the valuations are not performed on a wind-up basis, therefore not reflective of fair value at the balance sheet date.

Additionally, there is a pension surplus on an actuarial basis (see note 20) which is not recognised. The directors have applied judgement in forming the conclusion that recovery is not reasonably certain in line with FRS 102 based on a review of the Scheme Rules and discussions with the Trustee.

Recovery of deferred tax

Deferred tax assets are recognised for deductible temporary differences only if the Company considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Impairment of goodwill

The Company assesses impairment of goodwill at each reporting date by evaluating conditions specific to the Company and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Warranty provision

In determining the level of provision required for warranties the Company has made judgements in respect of the expected performance of the products, the number of customers who will actually claim under the warranty and how often, and the costs of fulfilling the conditions of the warranty. The provision is based on estimates made from historical warranty data associated with similar products and services.

NEWELL BRANDS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

3. Judgments in applying accounting policies (continued)

Provision for impairment of inventories

The provision for impairment of inventories assessment requires a degree of estimation and judgement. The level of the provision is assessed by taking into account the recent sales experience, the ageing of inventories and other factors that affect inventory obsolescence.

4. Turnover

The analysis of turnover by geographical market is given below:

	2022 £000	2021 £000
United Kingdom	107,563	72,066
Republic of Ireland	2,601	2,415
Other	1,109	5,224
	<u>111,273</u>	<u>79,705</u>

All turnover arose from the Company's principal activity.

5. Operating profit

The operating profit is stated after charging/(crediting):

	2022 £000	2021 £000
Depreciation on tangible fixed assets	416	1
Other operating lease rentals	24	123
Amortisation	793	-
Net gain on foreign currency translation	(84)	(3)
	<u></u>	<u></u>

6. Auditors' remuneration

During the year, the Company obtained the following services from the Company's auditors:

	2022 £000	2021 £000
Fees payable to the Company's auditors for the audit of the Company's financial statements	<u>28</u>	<u>16</u>

NEWELL BRANDS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

7. Employees

Staff costs, including directors' remuneration, were as follows:

	2022 £000	2021 £000
Wages and salaries	5,201	2,722
Social security costs	792	336
Cost of defined contribution scheme (note 22)	355	138
	<u>6,348</u>	<u>3,196</u>

Pension costs are comprised of contributions made to defined contribution sections of the Newell Rubbermaid UK pension scheme of £355,000 (2021 - £138,000) plus costs associated with the defined benefit sections of the same scheme. For more details on the defined benefit scheme refer to note 22.

The average monthly number of employees, including the directors, during the year was as follows:

	2022 No.	2021 No.
Sales and distribution	40	34
Administration	47	2
	<u>87</u>	<u>36</u>

8. Directors' remuneration

	2022 £000	2021 £000
Directors' emoluments	215	152
Company contributions to defined contribution pension schemes	8	7
	<u>223</u>	<u>159</u>

During the year retirement benefits were accruing to 1 director (2021 - 1) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £215,000 (2021 - £170,000).

The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £8,000 (2021 - £7,000).

NEWELL BRANDS UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

9. Share Based Payments

Certain employees of the Company participate in the International Incentive Plan of Newell Brands Inc., the Company's ultimate parent. Under the plan, a stock unit ("SU") award is granted by Newell Brands Inc. to the employee and is the right to receive a payment of cash equal to the Fair Market Value of a share of common stock of Newell Brands Inc. as of the date of vesting of the award. These awards can either be a "Time-Based SU", which are subject to a service-based restriction on vesting or a "Performance-Based SU", which are subject to restrictions on vesting based upon the achievement of specific performance goals for Newell Brands Inc. The Time-Based SUs generally vest ratably over a three year period, while the Performance-Based SUs generally vest at the end of a three year period. Both SU award types have rights to dividend equivalents payable in cash in vesting, but with respect to Performance-Based SUs, the dividend equivalents are paid to the recipient only to the extent the applicable performance criteria are met and the Performance-Based SUs vest.

The following table summarises the changes in the number of outstanding stock units for 2022 and 2021:

	2022 £000	2021 £000
Outstanding at the beginning of the year	2,255	1,877
Granted during the year	960	960
Vested during the year	(582)	(582)
Transfers in during the year	17,287	-
Outstanding at the end of the year	19,920	2,255

Newell Brands UK Limited recognised total expenses of £15,330 (2021 - £10,825) related to cash-settled share-based payment transactions in the year ended 31 December 2022.

10. Interest receivable

	2022 £000	2021 £000
Interest receivable from group undertakings	270	6
	270	6

11. Interest payable and similar expenses

	2022 £000	2021 £000
Interest payable to group undertakings	1,005	-
Gain on derivatives from group undertakings	(174)	-
	831	-

NEWELL BRANDS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

12. Taxation

	2022 £000	2021 £000
Corporation tax		
Current tax on profits for the year	871	543
	<u>871</u>	<u>543</u>
Total current tax	<u>871</u>	<u>543</u>
Deferred tax	80	-
	<u>80</u>	<u>-</u>
Taxation on profit on ordinary activities	<u>951</u>	<u>543</u>

The tax assessed for the year is higher than (2021 - lower than) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	2022 £000	2021 £000
Profit on ordinary activities before tax	3,090	3,752
	<u>3,090</u>	<u>3,752</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	587	713
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	456	168
Capital allowances differing from depreciation for the year	-	(104)
Deferred tax assets now recognised	(92)	-
Group tax losses utilised	-	(234)
	<u>-</u>	<u>(234)</u>
Total tax charge for the year	<u>951</u>	<u>543</u>

Factors that may affect future tax charges

In the March 2021 Budget it was announced that the UK corporation tax rate would increase to 25% from 1 April 2023 for profits over £250,000. There are no other significant factors that may affect future tax charges.

NEWELL BRANDS UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

13. Intangible assets

	Software £000	Goodwill £000	Total £000
Cost			
Additions	16	25,049	25,065
At 31 December 2022	<u>16</u>	<u>25,049</u>	<u>25,065</u>
Amortisation			
Charge for the year	-	793	793
At 31 December 2022	<u>-</u>	<u>793</u>	<u>793</u>
Net book value			
At 31 December 2022	<u>16</u>	<u>24,256</u>	<u>24,272</u>
At 31 December 2021	<u>-</u>	<u>-</u>	<u>-</u>

On 1 July 2022, Jarden Consumer Solutions (Europe) Limited transferred its trade and net assets to Newell Brands UK Limited in exchange for a consideration of £41,879,000. As a result of this transaction, goodwill amounting to £8,388,000 was recognised in the financial statements.

On 1 July 2022, Vine Mill Ltd transferred its trade and net assets to Newell Brands UK Limited in exchange for a consideration of 11,727,000. As a result of this transaction, goodwill amounting to £Nil was recognised in the financial statements.

On 1 October 2022, Coleman UK Limited transferred its trade and net assets to Newell Brands UK Limited in exchange for a consideration of £23,277,000. As a result of this transaction, goodwill amounting to £16,661,000 was recognised in the financial statements.

The goodwill will be amortised over a useful life of 10 years.

NEWELL BRANDS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

14. Tangible fixed assets

	Leasehold property, land and buildings £000	Fixtures and fittings £000	Total £000
Cost			
At 1 January 2022	4	471	475
Additions	5,780	1,651	7,431
Disposals	-	(41)	(41)
Assets written off	-	(471)	(471)
At 31 December 2022	5,784	1,610	7,394
Depreciation			
At 1 January 2022	2	471	473
Charge for the year	88	328	416
Disposals	-	(36)	(36)
Assets written off	-	(471)	(471)
At 31 December 2022	90	292	382
Net book value			
At 31 December 2022	5,694	1,318	7,012
At 31 December 2021	1	-	1

The book amount of long leasehold land, which is not depreciated, at 31 December 2022 is £75,000 (2021 - £Nil).

15. Stocks

	2022 £000	2021 £000
Finished goods and goods for resale	7,222	382
	7,222	382

NEWELL BRANDS UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

16. Debtors

	2022	2021
	£000	£000
Trade debtors	37,278	19,987
Amounts owed by group undertakings	1,164	23,422
Other debtors	816	-
Prepayments and accrued income	355	27
Deferred taxation	700	-
	40,313	43,436

Amounts due to group undertakings are unsecured, do not attract any interest and are repayable on demand.

17. Cash and cash equivalents

	2022	2021
	£000	£000
Cash at bank and in hand	315	7,965
Less: bank overdrafts	(2,524)	-
	(2,209)	7,965

18. Creditors: Amounts falling due within one year

	2022	2021
	£000	£000
Bank overdrafts	2,524	-
Trade creditors	10,070	508
Amounts owed to group undertakings	11,947	7,585
Corporation tax	2,378	543
Other taxation and social security	277	503
Other creditors	11	-
Accruals and deferred income	13,766	6,064
	40,973	15,203

NEWELL BRANDS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

19. Deferred taxation

	2022 £000
Charged to profit or loss	(80)
Arising on business combinations	780
At end of year	700

The deferred tax asset is made up as follows:

	2022 £000	2021 £000
Decelerated capital allowances	700	-
	<u>700</u>	<u>-</u>

20. Share capital

	2022 £000	2021 £000
Allotted, called up and fully paid		
1,500,000 Ordinary shares of £0.25 each	375	375

After the year end, on 15 June 2023, 4,000 Ordinary shares of £0.25 each were issued for £1,875, representing a premium of £1874.75.

21. Reserves

Capital contribution reserve

Capital contribution comprises a capital contribution from the shareholder in order to retain liquidity and solvency.

Other reserves

Other reserves - funds reserved for specific use.

Profit and loss account

The profit and loss account represents accumulated comprehensive income of the year and prior periods less any dividends paid.

NEWELL BRANDS UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

22. Pension commitments

The Company operates a Defined benefit pension scheme.

The Company, along with fellow group undertakings Newell Rubbermaid UK Production Limited and Newell Rubbermaid UK Services Limited, operates the defined benefit sections of the Newell Rubbermaid UK Pension Scheme. This provides benefits based on a pensionable salary. The assets of the scheme are administered by Trustee and are entirely separate from the Company's finances. With effect from 26 October 2001, the scheme was closed to new members and with effect from 31 March 2018, the scheme was closed to future accrual. The Company accounts for its share of the assets and liabilities of the scheme within these financial statements.

The contributions made by the employer over the year are disclosed within this note and future contributions will be in line with the schedule agreed by the scheme Trustee. The last funding valuation of the Combined Newell Record Section of the Scheme was carried out by a qualified actuary as at 8 March 2023. The results of the latest funding valuation at 8 March 2023 have been adjusted to the balance sheet date taking account of changes in market conditions and differences in financial and demographic assumptions.

The Company also makes contributions to the defined contribution sections of the Newell Rubbermaid UK pension scheme. In the year, these amounted to £347,000 (2021 - £138,000) and these were charged to profit or loss.

Reconciliation of present value of plan liabilities:

	2022 £000	2021 £000
Reconciliation of present value of plan liabilities		
At the beginning of the year	65,772	68,788
Interest cost	1,172	771
Remeasurements from changes in assumptions and experience adjustments	(23,432)	(1,232)
Benefits paid	(2,653)	(2,555)
At the end of the year	40,859	65,772

Reconciliation of present value of plan assets:

	2022 £000	2021 £000
At the beginning of the year	87,959	91,335
Interest income	1,567	1,027
Remeasurements on return on plan assets	(40,057)	(1,436)
Contributions	-	60
Benefits paid	(2,653)	(2,555)
Administrative expenses	(955)	(472)

NEWELL BRANDS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

22. Pension commitments (continued)

At the end of the year	45,861	87,959
Composition of plan assets:		
	2022 £000	2021 £000
Gifts and bonds	40,528	78,888
Cash and cash instruments	489	864
Insurance	4,844	9,208
Total plan assets	45,861	88,960
	2022 £000	2021 £000
Fair value of plan assets	45,861	87,959
Present value of plan liabilities	(40,859)	(65,772)
Surplus not recognised on the statement of financial position	(5,002)	(22,187)
Net pension scheme surplus	-	-

Total

The cumulative amount of actuarial gains and losses recognised in the Statement of comprehensive income was £560,000 (2021 - £156,000).

The Company expects to contribute £2,262,000 to its Defined benefit pension scheme in 2023.

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

	2022 %	2021 %
Discount rate for liabilities	1.8	1.4
Discount rate for interest cost	1.8	1.2
Price inflation	2.2	2.9
Pension accrued (in excess of GMP) before 6 April 1997	2.2	2.0
Pension accrued on or after 5 April 1997	3.3	2.9

NEWELL BRANDS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

22. Pension commitments (continued)

Mortality rates

- for a male aged 65 now	86.4	86.0
- at 65 for a male aged 45 now	88.5	87.4
- for a female aged 65 now	88.2	87.7
- at 65 for a female member aged 45 now	87.4	90.0

23. Commitments under operating leases

At 31 December 2022 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	2022 £000	2021 £000
Land and buildings		
Not later than 1 year	224	105
Later than 1 year and not later than 5 years	53	124
	<u>277</u>	<u>229</u>

24. Contingent liabilities

The Company is part of a zero balancing agreement for Barclays Bank Plc between Newell Luxembourg Finance Sarl, Newell Europe Sarl, Newell Rubbermaid UK Services Limited, Newell Rubbermaid UK Production, Parker Pen Products and Newell (1995) to a value of £3.5 million. No loss is expected to arise from this arrangement.

There are discovery assessments from HMRC in relation to the Company's taxation returns for the years ended 31 December 2015 and 31 December 2016 open at the date of approval of these financial statements. The directors continue to work with their advisors in relation to these assessments and are of the opinion that the likelihood of outflow of economic benefits is not probable. Therefore, it is considered appropriate to disclose a contingent liability in relation to these assessments.

NEWELL BRANDS UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

25. Ultimate parent company and controlling party

The immediate parent Company is Newell Rubbermaid UK Services Limited, a Company incorporated in England and Wales.

The ultimate parent Company and controlling party of the largest and smallest group of undertakings for which group financial statements are drawn up and of which the Company is a member is Newell Brands Inc, a Company incorporated in the United States of America. Copies of the financial statements of Newell Brands Inc. can be obtained from Newell Brands Inc., 6655 Peachtree Street, Dunwoody, GA 30328, USA.

26. Related party transactions

The company has taken advantage of the exemption conferred by Financial Reporting Standard 102 not to disclose transactions with other group companies where 100% of the Company's voting rights are controlled within the group.

The directors are the only members of key management. Refer to note 8 for details on remuneration paid to key members of management.

27. Post balance sheet events

There have been no significant events affecting the Company since the year end.