



## **The Scotts Miracle-Gro Company Announces Commencement of Exchange Offer for 4.500% Senior Notes due 2029**

January 10, 2020

MARYSVILLE, Ohio, Jan. 10, 2020 (GLOBE NEWSWIRE) -- The Scotts Miracle-Gro Company (NYSE: SMG) today announced that it has commenced a registered exchange offer to exchange any and all of its \$450,000,000 aggregate principal amount of 4.500% Senior Notes due 2029 which were issued in a private placement on October 22, 2019 (the "Original Notes") for an equal principal amount of its 4.500% Senior Notes due 2029 which have been registered under the Securities Act of 1933, as amended (the "Exchange Notes").

The exchange offer is being made to satisfy the Company's obligations under a registration rights agreement entered into on October 22, 2019 in connection with the issuance of the Original Notes, and does not represent a new financing transaction. The Company will not receive any further proceeds from the exchange offer.

The terms of the Exchange Notes are substantially identical to the terms of the Original Notes, except that certain transfer restrictions, registration rights and additional interest provisions do not apply to the Exchange Notes. Original Notes that are not exchanged in the exchange offer will continue to be subject to the existing transfer restrictions, and the Company will generally have no further obligation to provide for the registration of those notes under the Securities Act of 1933, as amended.

The exchange offer will expire at 11:59 p.m., New York City time, on February 10, 2020, unless extended by the Company. Tenders of Original Notes must be validly made at or prior to the expiration time and may be withdrawn at any time prior to the expiration time.

The terms of the exchange offer are set forth in a prospectus dated January 10, 2020 and the related letter of transmittal. Requests for assistance or for copies of documents related to the exchange offer, including the prospectus and the letter of transmittal, should be directed to the exchange agent, U.S. Bank National Association, at (800) 934-6802.

This press release is not an offer to buy or sell or the solicitation of an offer to buy or sell any of the securities described herein, nor shall there be any offer, solicitation or sale of such securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. A registration statement on Form S-4 relating to the exchange offer was declared effective by the Securities and Exchange Commission on January 10, 2020. The exchange offer is being made only pursuant to the exchange offer documents that are being distributed to holders of the Original Notes, including the prospectus dated January 10, 2020 and the related letter of transmittal.

### **About ScottsMiracle-Gro**

With approximately \$3.2 billion in sales, the Company is one of the world's largest marketers of branded consumer products for lawn and garden care. The Company's brands are among the most recognized in the industry. The Company's Scotts®, Miracle-Gro® and Ortho® brands are market-leading in their categories. The Company's wholly-owned subsidiary, The Hawthorne Gardening Company, is a leading provider of nutrients, lighting and other materials used in the indoor and hydroponic growing segment. For additional information, visit us at [www.scottsmiraclegro.com](http://www.scottsmiraclegro.com).

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

Statements contained in this press release, other than statements of historical fact, which address activities, events and developments that the Company expects or anticipates will or may occur in the future are "forward-looking statements" within the meaning of the U.S. federal securities laws that are subject to risks and uncertainties. These forward-looking statements generally can be identified as statements that include phrases such as "expects," "anticipates," "targets," "goals," "projects," "intends," "plans," "believes," "seeks," "estimates," "likely," "will," "should," or similar words and phrases. Any forward-looking statements that we make herein and in any future reports and statements are not guarantees of future performance, and actual results may differ materially from those in such forward-looking statements as a result of various factors, including, but not limited to, general economic conditions and other factors discussed in the "Risk Factors" section of the Company's Annual Report on Form 10-K for the year ended September 30, 2019, as updated from time to time in our subsequent filings with the Securities and Exchange Commission. The Company disclaims any obligation to update developments of these risk factors or to announce publicly any revision to any of the forward-looking statements contained in this release, or to make corrections to reflect future events or developments.

### **Contact:**

Jim King  
Executive Vice President, Chief Communications Officer  
937-578-5622



Source: Scotts Miracle-Gro Company