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The Scotts Miracle-Gro Company – FY25 UK Tax Strategy

Introduction

The Scotts Miracle-Gro Company ("Scotts") is a leading manufacturer and marketer of branded consumer lawn and garden and hydroponic products. Its products are marketed under some of the most recognized brand names in the industry. Scotts has its global headquarters in the United States in addition to a presence in Canada, China, Mexico, The Netherlands, United Kingdom, and Germany.

Scotts' UK business encountered a dramatic change on 31 August 2017 when it divested its stake in the Company's international consumer lawn and garden business by selling its assets and transitioning its employees to a UK affiliate of Exponent Private Equity LLP (Evergreen) as part of the divesture.

As of 30 September 2025, there are no employees employed by the UK business.

In compliance with Section 161, Schedule 19, Part 2, Section 16 of the Finance Act 2016, Scotts is publishing its tax strategy for the fiscal year ending 30 September 2025. As the ultimate parent company, this strategy applies to SMG Gardening (UK) Ltd. with tax reference number 508 51115 72167. All other legacy UK entities were officially dissolved with Companies House during the first quarter of the fiscal year 2021.

Tax Planning

Scotts approaches its tax planning efforts in a manner that aligns tax outcomes with its corporate strategy of growing the business and building a competitive advantage in core and emerging areas of growth. A high level of appreciation and commitment is given to balancing its shareholders' interests while ensuring any tax planning strategy complies with all current tax legislation. A key part of Scotts' tax strategy incorporates advance consideration of the tax impact of any major or complex business decision such as: mergers, acquisitions, divestitures, reorganizations, intercompany transactions, changes in worldwide tax laws and regulations, and utilization of tax credits and incentives when available.

Tax Risk Management

Understanding the increasing complexities in tax laws and regulations worldwide, Scotts strives to remain compliant and transparent with its tax matters. To help combat and mitigate tax risks, Scotts conducts detailed tax due diligence and integration processes on each material transaction and seeks input from cross-functional groups and professional advisors to identify any new laws and regulations that may have an impact on the company. All material intercompany transactions are documented in intercompany agreements, and the pricing is reviewed by an independent third party to ensure the pricing is on an arm's-length basis. All tax risks which may be material in nature are appropriately documented and reserved in the Company's consolidated financial statements (NYSE: SMG) which are audited annually by Deloitte.

Scotts ensures any identified risk is monitored and action is taken to mitigate that risk to the extent possible. There are a number of policies and frameworks established, such as those discussed herein, to keep the number of risk occurrences low. In the event of uncertainty regarding specific UK requirements, further guidance is often sought from local third-party service providers or by reaching out directly to His Majesty's Revenue and Customs (HMRC).

Relationship with HMRC

Communication with HMRC is approached with a high degree of integrity and is undertaken with due urgency towards timely resolution and in a spirit of cooperation. A collaborative effort is put forth by Scotts and its third-party service providers when dealing with HMRC to appropriately resolve any disputes through active and transparent discussion.