

Stanley Black & Decker, Inc. Announces Remarketing of its Series C Cumulative Perpetual Convertible Preferred Stock

May 7, 2020

NEW BRITAIN, Conn., May 7, 2020 /PRNewswire/ -- Stanley Black & Decker, Inc. (NYSE: SWK) (the "Company") today announced commencement of a remarketing of \$750 million of its Series C Cumulative Perpetual Convertible Preferred Stock, with no par value and the liquidation preference fixed at \$1,000 per share (the "Convertible Preferred Stock"), originally issued on May 17, 2017 as part of the Company's corporate units (the "Corporate Units").

Currently, the Convertible Preferred Stock (i) bears no dividends; (ii) is convertible only upon the occurrence of certain fundamental change events, and, subject to adjustment, the conversion rate is 6.2001 shares of the Company's common stock per share, which is equivalent to a conversion price of approximately \$161.29 per share of the Company's common stock; and (iii) is redeemable from and after June 22, 2020, at a redemption price equal to 100% of the liquidation preference thereof, plus any accumulated and unpaid dividends.

In connection with a successful remarketing, the Company intends to increase the current dividend rate above 0%, with an additional increase for any dividend period from May 15, 2023, and to change the earliest redemption date to May 15, 2021. In addition, if the remarketing is successful, the Company intends to increase the conversion rate, and holders of shares of the Convertible Preferred Stock will have a right to convert their shares at their option, at any time and from time to time, into, at the Company's election, cash, shares of the Company's common stock or a combination thereof, unless the Company has previously irrevocably elected a settlement payment method to apply. Any dividends on the Convertible Preferred Stock will be paid, when, as and if declared by the Company's board of directors, solely in cash. While the Company currently anticipates these terms to be in effect after the remarketing, the actual terms of the remarketed Convertible Preferred Stock are subject to the remarketing and will be subsequently determined by the Company.

The remarketing will be successful if the Convertible Preferred Stock is remarketed at a price equal to or greater than \$750 million, or \$1,000 per share. If the remarketing is successful, the proceeds of the remarketing of the Convertible Preferred Stock will provide to the holders of the Corporate Units the consideration necessary to satisfy their obligations under the related purchase contracts. The purchase contracts obligate the holders of Corporate Units to purchase shares of the Company's common stock on May 15, 2020 for \$750 million in the aggregate, and the Convertible Preferred Stock is pledged to secure the purchase contract obligations of such holders. Any remaining proceeds will be paid on May 15, 2020 to the record holders of such Corporate Units as of the close of business on May 14, 2020.

If the remarketing is successful, its settlement will occur on May 15, 2020.

Citigroup Global Markets Inc. and Credit Suisse Securities (USA) LLC are acting as remarketing agents in the remarketing.

This press release does not constitute an offer to sell, or a solicitation of an offer to buy, nor shall there be any sales of the Convertible Preferred Stock in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

The remarketing of the Convertible Preferred Stock will be made only by means of a prospectus and a related prospectus supplement. Before you invest, you should read the prospectus, the related prospectus supplement and the other documents the Company has filed with the Securities and Exchange Commission (the "SEC") for more complete information about the Company and the remarketing. Copies of the prospectus and the related preliminary prospectus supplement for the remarketing may be obtained by visiting EDGAR on the SEC's website at <http://www.sec.gov>. Alternatively, copies may be obtained by contacting Citigroup Global Markets Inc., Attention: Citigroup, at c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, or by calling 800-831-9146; or Credit Suisse Securities (USA) LLC, Attention: Prospectus Department, Eleven Madison Avenue, 3rd floor, New York, NY 10010, by email at usa_prospectus@credit-suisse.com or by calling 1-800-221-1037.

About Stanley Black & Decker

Stanley Black & Decker, an S&P 500 company, is a diversified global provider of hand tools, power tools and related accessories, engineered fastening systems and products, services and equipment for oil & gas and infrastructure applications, commercial electronic security and monitoring systems, healthcare solutions and automatic doors.

Statements in this press release that are not historical, including but not limited to those regarding the Company's remarketing and the terms thereof, are "forward looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and subject to risk and uncertainty. No assurance can be given that the remarketing will be consummated on the terms described above or at all. Consummation of the remarketing and the terms thereof are subject to numerous conditions, many of which are beyond the control of the Company, including: the prevailing conditions in the capital markets; interest rates; and economic, political and market factors affecting trading volumes, securities prices or demand for the Company's stock.

For a discussion of risks and uncertainties, which could cause actual results to differ materially from those contained in the forward-looking statements, see "Risk Factors" in the Company's most recently filed Annual Report on Form 10-K and the subsequent Quarterly Report on Form 10-Q.

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The logo for Stanley Black & Decker, featuring the company name in a bold, black, sans-serif font. The text is set against a bright yellow background that has a diagonal cut on the right side, creating a dynamic, trapezoidal shape.

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