

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
**SCHEDULE 14A**  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No.)

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**The Scotts Miracle-Gro Company**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

# Your **Vote** Counts!

THE SCOTTS MIRACLE-GRO COMPANY

2024 Annual Meeting

Vote by January 21, 2024

11:59 PM ET

THE **Scotts Miracle-Gro**  
COMPANY

THE SCOTTS MIRACLE-GRO CO.  
ATTN: KATHY LITTLE — PARALEGAL  
14111 SCOTTS LAWN ROAD  
MARYSVILLE, OH 43041



V26452-P00858-Z86422

## You invested in THE SCOTTS MIRACLE-GRO COMPANY and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on January 22, 2024.**

### Get informed before you vote

View the Notice of Annual Meeting of Shareholders, Proxy Statement and 2023 Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to January 8, 2024. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote Virtually at the Meeting\*

January 22, 2024  
9:00 a.m., Eastern Time

Virtually at:  
[www.virtualshareholdermeeting.com/SMG2024](http://www.virtualshareholdermeeting.com/SMG2024)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of four directors, each to serve for a term of three years to expire at the 2027 Annual Meeting of Shareholders: <b>Nominees:</b>	
1a. Thomas N. Kelly Jr.	✔ For
1b. Brian E. Sandoval	✔ For
1c. Peter E. Shumlin	✔ For
1d. John R. Vines	✔ For
2. Approval, on an advisory basis, of the compensation of the Company's named executive officers.	✔ For
3. Ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2024.	✔ For
4. Approval of an amendment and restatement to The Scotts Miracle-Gro Company Long-Term Incentive Plan to increase the maximum number of common shares available for grant to participants.	✔ For

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".



