

Spectrum Brands

WE MAKE LIVING **BETTER** AT HOME™



Fiscal 2021 Third Quarter Earnings Call

August 6, 2021



Agenda

- **Introduction**
Kevin Kim
Divisional Vice President, Investor Relations
- **CEO Overview and Outlook**
David Maura
Chairman and Chief Executive Officer
- **Financial Review**
Jeremy Smeltser
Chief Financial Officer
- **Business Review**
Randy Lewis
Chief Operating Officer
- **Q&A**
David Maura
Jeremy Smeltser
Randy Lewis

Forward-looking Statements

This presentation contains, and certain oral and written statements made by our representatives from time to time may contain, forward-looking statements, including, without limitation, statements or expectations regarding our Global Productivity Improvement Plan, our business strategy, future operations, financial condition, estimated revenues, projected costs, projected synergies, prospects, plans and objectives of management, information concerning expected actions of third parties, retention and future compensation of key personnel, our ability to meet environmental, social, and governance goals, the expected impact of the COVID-19 pandemic, economic, social and political conditions or civil unrest in the U.S. and other countries, and other statements regarding the Company's ability to meet its expectations for its fiscal 2021. In addition, this presentation contains forward-looking statements regarding our recently adopted share repurchase program. When used in this document, the words future, anticipate, pro forma, seeks, intend, plan, envision, estimate, believe, belief, expect, project, forecast, outlook, goal, target, could, would, will, can, should, may and similar expressions are also intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words.

Since these forward-looking statements are based upon our current expectations of future events and projections and are subject to a number of risks and uncertainties, many of which are beyond our control and some of which may change rapidly, actual results or outcomes may differ materially from those expressed or implied herein, and you should not place undue reliance on these statements. Important factors that could cause our actual results to differ materially from those expressed or implied herein include, without limitation: (1) the impact of the COVID-19 pandemic on our customers, employees, manufacturing facilities, suppliers, the capital markets and our financial condition, and results of operations, all of which tend to aggravate the other risks and uncertainties we face; (2) the impact of our indebtedness on our business, financial condition and results of operations; (3) the impact of restrictions in our debt instruments on our ability to operate our business, finance our capital needs or pursue or expand business strategies; (4) any failure to comply with financial covenants and other provisions and restrictions of our debt instruments; (5) the effects of general economic conditions, including the impact of, and changes to tariffs and trade policies, inflation, recession or fears of a recession, depression or fears of a depression, labor costs and stock market volatility or monetary or fiscal policies in the countries where we do business; (6) the impact of fluctuations in transportation and shipment costs, commodity prices, costs or availability of raw materials or terms and conditions available from suppliers, including suppliers' willingness to advance credit; (7) interest rate and exchange rate fluctuations; (8) the loss of, significant reduction in, or dependence upon, sales to any significant retail customer(s); (9) competitive promotional activity or spending by competitors, or price reductions by competitors; (10) the introduction of new product features or technological developments by competitors and/or the development of new competitors or competitive brands; (11) the impact of actions taken by significant stockholders; (12) changes in consumer spending preferences and demand for our products, particularly in light of the COVID-19 pandemic and economic stress; (13) our ability to develop and successfully introduce new products, protect our intellectual property and avoid infringing the intellectual property of third parties; (14) our ability to successfully identify, implement, achieve and sustain productivity improvements (including our Global Productivity Improvement Program), cost efficiencies (including at our manufacturing and distribution operations) and cost savings; (15) the seasonal nature of sales of certain of our products; (16) the effects of climate change and unusual weather activity, as well as further natural disasters and pandemics; (17) the cost and effect of unanticipated legal, tax or regulatory proceedings or new laws or regulations (including environmental, public health and consumer protection regulations); (18) our discretion to conduct, suspend or discontinue our share repurchase program (including our discretion to conduct purchases, if any, in a variety of manners including open-market purchases or privately negotiated transactions); (19) public perception regarding the safety of products that we manufacture and sell, including the potential for environmental liabilities, product liability claims, litigation and other claims related to products manufactured by us and third parties; (20) the impact of existing, pending or threatened litigation, government regulations or other requirements or operating standards applicable to our business; (21) the impact of cybersecurity breaches or our actual or perceived failure to protect company and personal data, including our failure to comply with new and increasingly complex global data privacy regulations; (22) changes in accounting policies applicable to our business; (23) our ability to utilize net operating loss carry-forwards to offset tax liabilities from future taxable income; (24) the impact of expenses resulting from the implementation of new business strategies, divestitures or current and proposed restructuring activities; (25) our ability to successfully implement further acquisitions or dispositions and the impact of any such transactions on our financial performance; (26) the unanticipated loss of key members of senior management and the transition of new members of our management teams to their new roles; (27) the impact of economic, social and political conditions or civil unrest in the U.S. and other countries; (28) the effects of political or economic conditions, terrorist attacks, acts of war, natural disasters, public health concerns or other unrest in international markets; (29) our ability to achieve our goals regarding environmental, social and governance practices; (30) our increased reliance on third party partners, suppliers, and distributors to achieve our business objectives; and (31) the other risk factors set forth in the securities filings of Spectrum Brands Holdings, Inc. and SB/RH Holdings, LLC, including the 2020 Annual Report and subsequent Quarterly Reports on Form 10-Q.

Some of the above-mentioned factors are described in further detail in the sections entitled "Risk Factors" in our annual and quarterly reports, as applicable. You should assume the information appearing in this document is accurate only as of the date hereof, or as otherwise specified, as our business, financial condition, results of operations and prospects may have changed since such date. Except as required by applicable law, including the securities laws of the United States and the rules and regulations of the United States Securities and Exchange Commission, we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, to reflect actual results or changes in factors or assumptions affecting such forward-looking statements.

Reconciliation of Non-GAAP Financial Measures

Management believes that certain non-GAAP financial measures may be useful in certain instances to provide additional meaningful comparisons between current results and results in prior operating periods. Within this presentation, including the tables that follow, reference is made to organic net sales, adjusted earnings before interest, taxes, depreciation and amortization (EBITDA), adjusted EBITDA margin, adjusted earnings per share (EPS) and adjusted Free Cash Flow.

Management believes that organic net sales provide for a more complete understanding of underlying business trends of regional and segment performance by excluding the impact of currency exchange fluctuations and the impact of acquisitions (when applicable) when there is no comparable sales in the prior period. Organic sales growth is calculated by comparing organic net sales to net sales in the prior comparative period. The effect of changes in currency exchange rates is determined by translating the period's net sales using the currency exchange rates that were in effect during the prior comparative period. Adjusted EBITDA is a metric used by management to evaluate segment performance and frequently used by the financial community which provides insight into an organization's operating trends and facilitates comparisons between peer companies, because interest, taxes, depreciation and amortization can differ greatly between organizations as a result of differing capital structures and tax strategies. Adjusted EBITDA can also be a useful measure for determining Spectrum Brands' debt covenant compliance. Adjusted EBITDA excludes certain items that are unusual in nature or not comparable from period to period. Adjusted EBITDA margin reflects adjusted EBITDA as a percentage of net sales. Management uses adjusted diluted EPS as a useful measure for providing further insight into our operating performance because it eliminates the effects of certain items that are not comparable from one period to the next. An income tax adjustment is included in adjusted diluted EPS to exclude the impact of the valuation allowance against deferred taxes and other tax-related items in order to reflect a normalized ongoing effective tax rate of 25.0%. Adjusted free cash flow provides useful information to investors regarding our ability to generate cash from business operations that is available for acquisitions and other investments, service of debt principal, dividends and share repurchases and meeting its working capital requirements. Our definition of adjusted free cash flow takes into consideration capital investments required to maintain operations of our businesses and execute our strategy.

Spectrum Brands provides this information to investors to assist in comparisons of past, present and future operating results and to assist in highlighting the results of on-going operations. While Spectrum Brands' management believes that non-GAAP measurements are useful supplemental information, such adjusted results are not intended to replace the Spectrum Brands' GAAP financial results and should be read in conjunction with those GAAP results. Supplemental tables have been provided within this presentation to demonstrate reconciliation of non-GAAP measurements discussed in the most relevant GAAP financial measurements.

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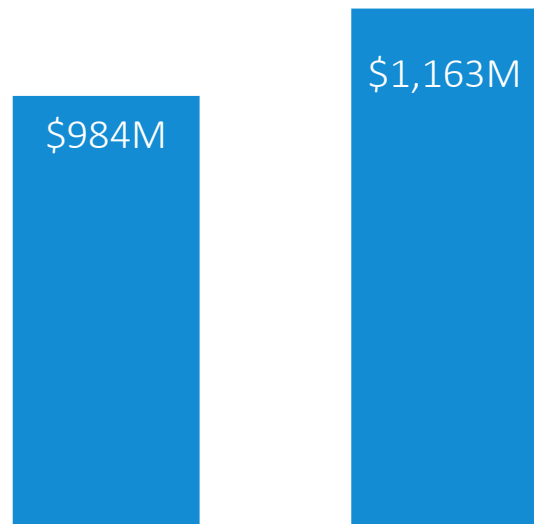
CEO Overview and Outlook

David Maura

Third Quarter 2021

Net Sales

+18.1%



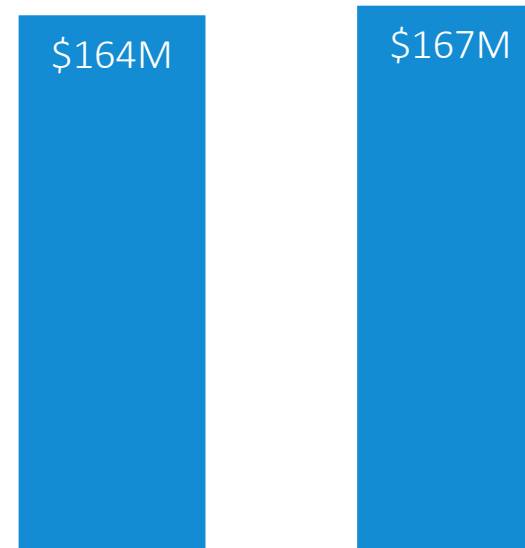
Q3 FY20

Q3 FY21

Organic Sales +12.0%

Adj. EBITDA

+1.8%



Q3 FY20

Q3 FY21

GAAP Net Income -73.9%

KEY TAKEAWAYS

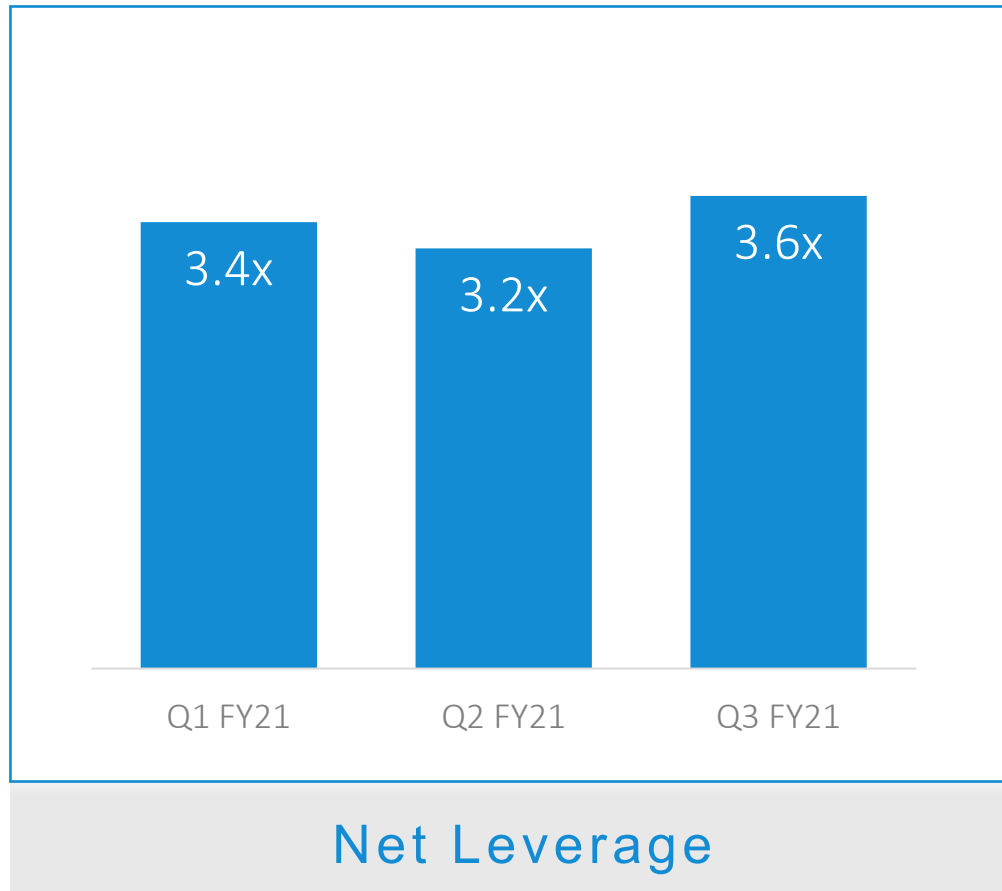
- Delivered **top- and bottom-line growth** in the quarter
- Q3 sales **growth driven by all business units**, with standout growth from Hardware & Home Improvement (HHI)
- **Incremental investments of \$19 million** versus last year from innovation, IT, marketing and advertising to **drive future growth**
- Q3 adjusted EBITDA increase driven by HHI's performance.
 - + GPIP Savings
 - + Pricing Actions
 - - Inflation
 - - Incremental Investments

FY21 Earnings Framework



Absorbing ~\$120-\$130 million of commodity and transportation-related inflation as compared to FY20.

Balance Sheet Strength, Disciplined M&A Activity



- Ended Q3 2021 with over **\$600 million in total liquidity**
- **Successfully closed on Rejuvenate acquisition for ~\$300 million**, a leading developer and marketer of household cleaning, maintenance and restoration products with an incredibly loyal customer following

Rejuvenate
Make It **NEW** Again!



Capital Strategy

LEVERAGE TARGET of 3x-4x net debt to Adjusted EBITDA

1. ORGANIC GROWTH

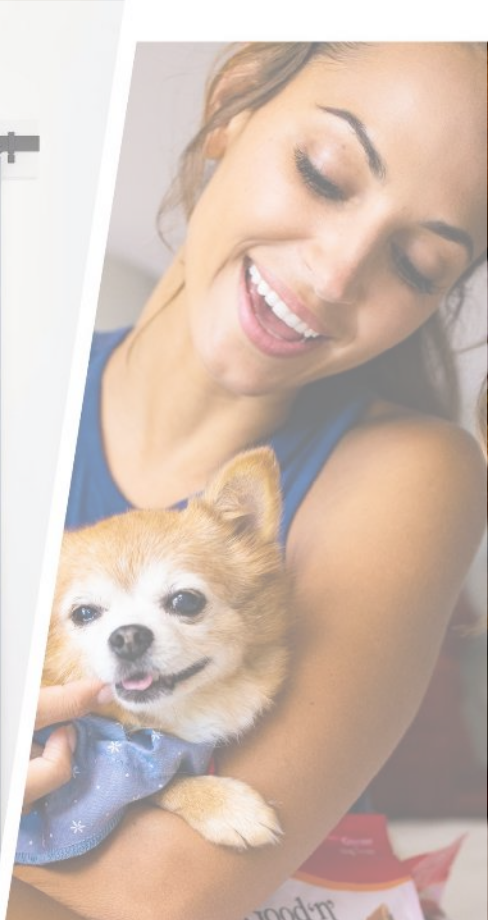
We intend to allocate capital internally to our highest return opportunities: Insights, R&D, Innovation, New products and advertising/marketing. Drive vitality and profitable organic growth.

2. RETURN OF CAPITAL

We intend to return cash to shareholders via dividends and opportunistic share repurchases.

3. MERGERS & ACQUISITIONS

We intend to pursue tuck in strategic acquisitions that are synergistic and help drive shareholder value creation.



Financial Review

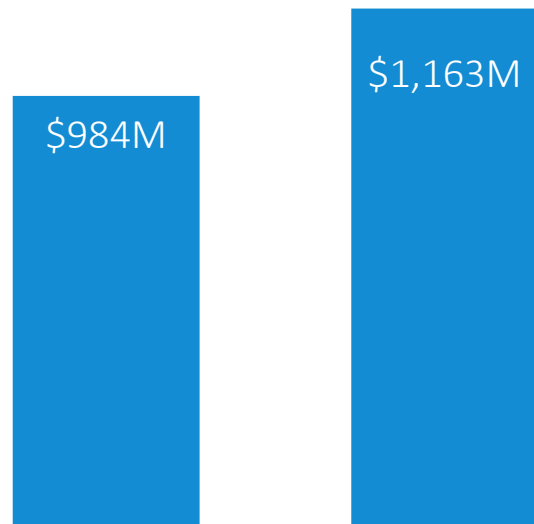
Jeremy Smeltser



Third Quarter 2021

Net Sales

+18.1%



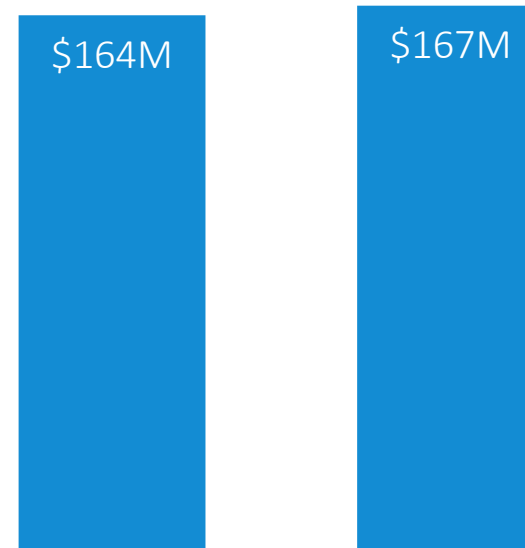
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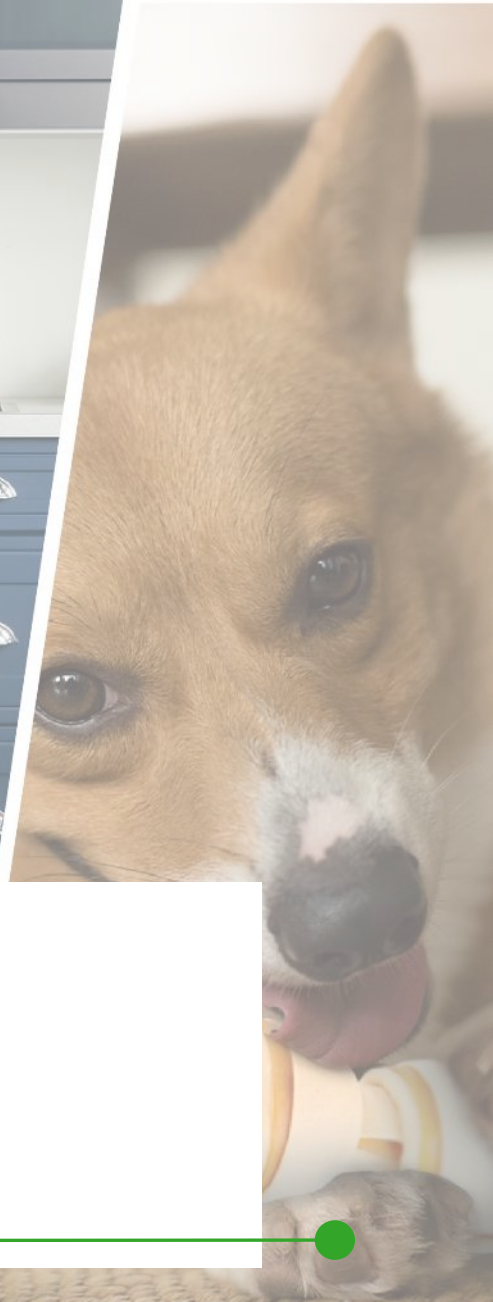
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Q3 Financial Review

- Q3 interest expense from continuing operations of \$31.4 million decreased \$4.7 million, due to lower cost of debt
- Cash payments for transactions were \$16.0 million, up from \$7.2 million last year. Restructuring & related payments were \$5.1 million versus \$25.2 million last year
- Cash balance of \$130.2 million and approximately \$478 million available on \$600 million Cash Flow Revolver
- Total debt outstanding was approximately \$2.7 billion
- Net leverage was approximately 3.6 times at quarter end
- During the quarter, the Company repurchased 115K shares for \$10.2 million

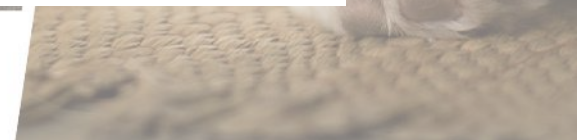
FY 21 Earnings Framework

NET SALES	+Mid Teens	Continued positive organic growth
ADJUSTED EBITDA	+Mid Teens	Continued transportation and commodity related inflation
ADJUSTED FCF	\$260 Million to \$280 Million	Incremental investments in inventory levels and expected input cost inflation



Business Review

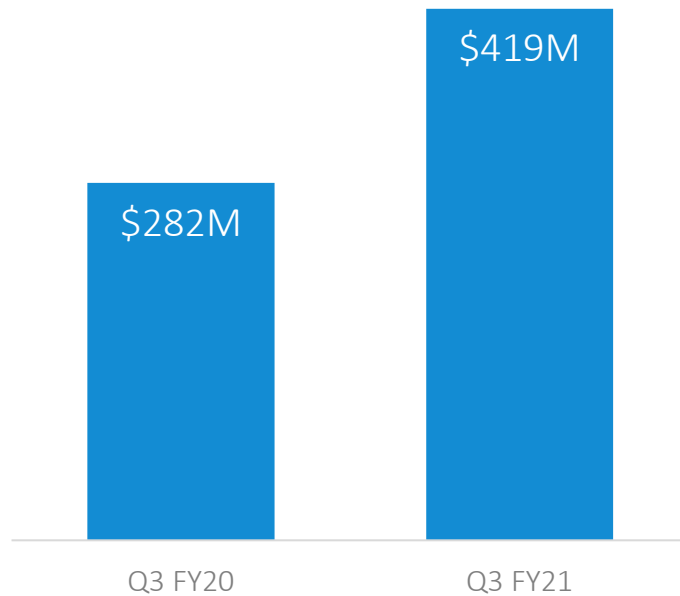
Randy Lewis



Third Quarter 2021- Hardware & Home Improvement

Net Sales

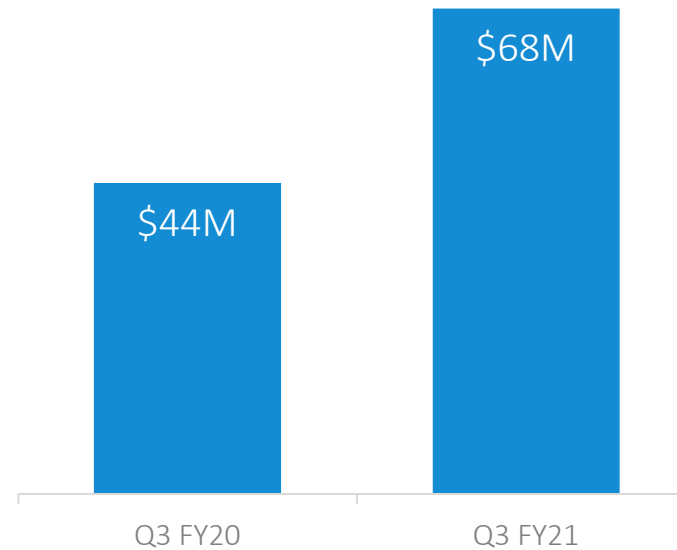
+48.8%



Organic Sales +46.7%

Adj. EBITDA

+56.0%



GAAP Operating Income +\$26.1m

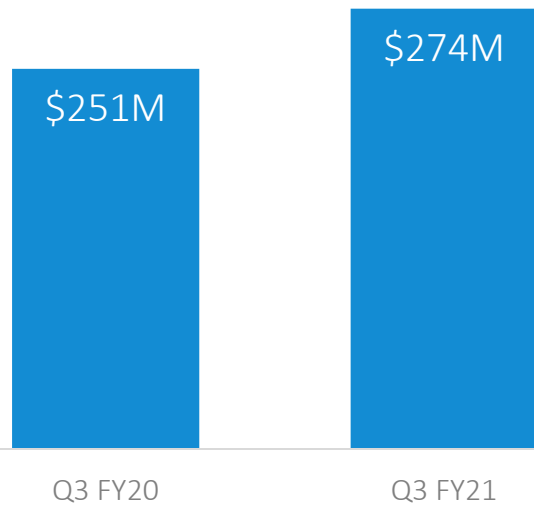
KEY TAKEAWAYS

- Top-line performance was primarily **driven by security sales growth**. Last year included COVID-19 related disruptions related to temporary government ordered shutdowns
 - **Double-digits growth across all categories**
- **Adjusted EBITDA driven by volume growth and productivity improvements**, partially offset by higher freight and input costs inflation and higher advertising investments
- This represents our **fourth consecutive quarter of strong double-digit sales growth for HHI**, as well as 18% growth compared to 2019 levels

Third Quarter 2021- Home & Personal Care

Net Sales

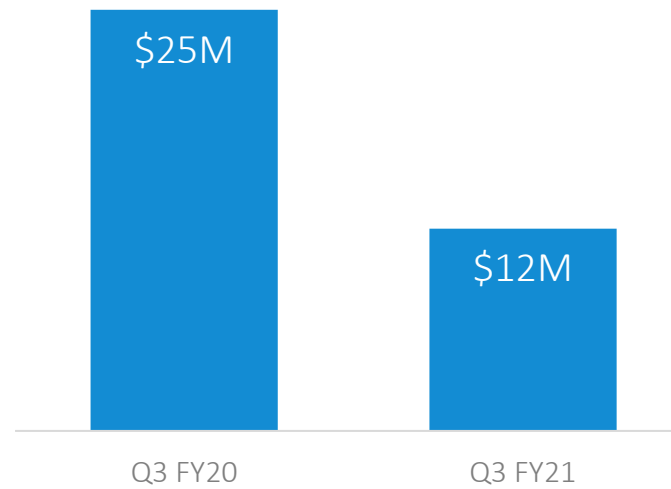
+9.5%



Organic Sales +4.2%

Adj. EBITDA

-52.8%



GAAP Operating Income -\$13.7M

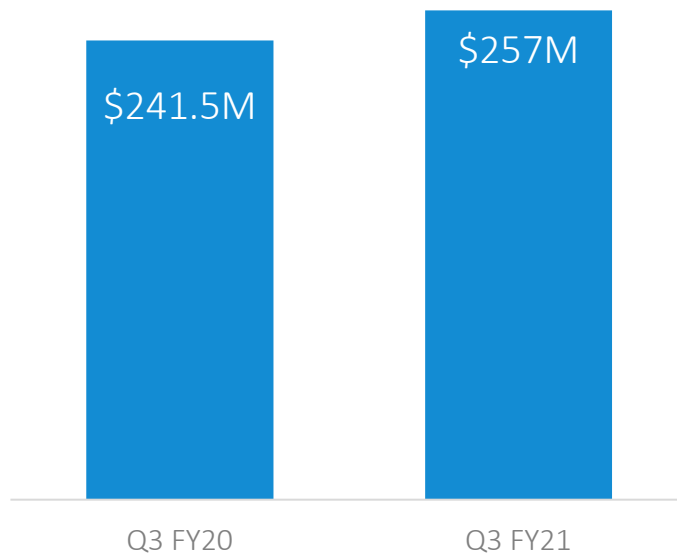
KEY TAKEAWAYS

- Net sales growth was **driven by continued strength in the small kitchen appliances and personal care categories, with notable growth from haircare and garment care segments**
- Lower EBITDA was driven by **freight and input cost inflation and continued marketing investments**, partially offset by pricing actions, higher volumes and productivity improvements
- **Q3 represented the eighth consecutive quarter of year-over-year top-line growth**

Third Quarter 2021- Global Pet Care

Net Sales

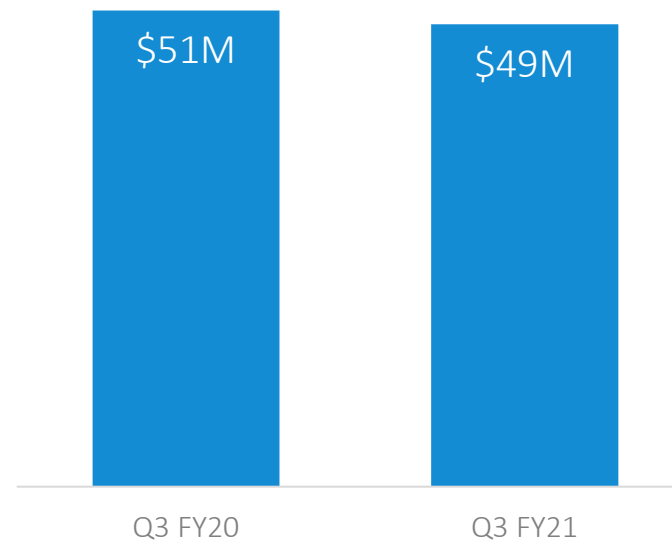
+6.5%



Organic Sales -7.2%

Adj. EBITDA

-2.8%



GAAP Operating Income -\$8.6M

KEY TAKEAWAYS

- Higher net sales were attributable to acquisition sales, which drove **companion animal category growth**
- **Lower EBITDA was driven by the distribution center transition**, resulting in lower customer shipment volumes and incremental operating costs.
 - Profits were also pressured by higher freight and input cost inflation and advertisement investments, partially offset by productivity improvements and pricing actions
- We are **expecting double-digit net sales growth for Global Pet Care in Q4**, despite lapping a difficult 21.6% net sales growth in 2020

Third Quarter 2021- Home & Garden

Net Sales

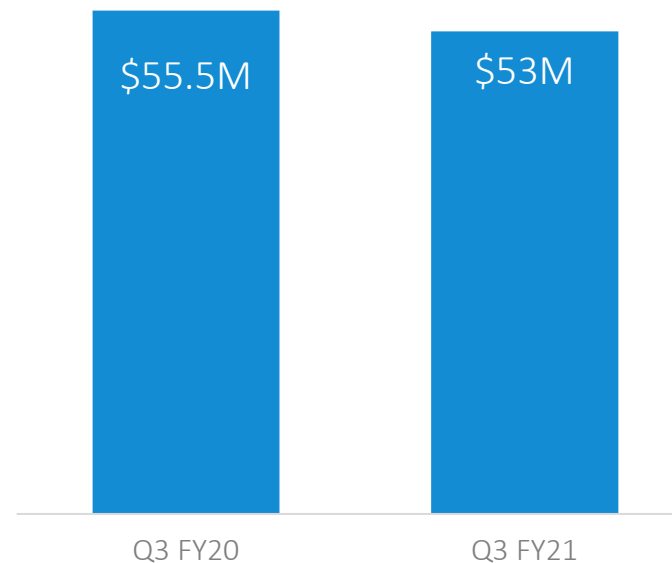
+0.7%



Organic Sales -3.0%

Adj. EBITDA

-3.8%

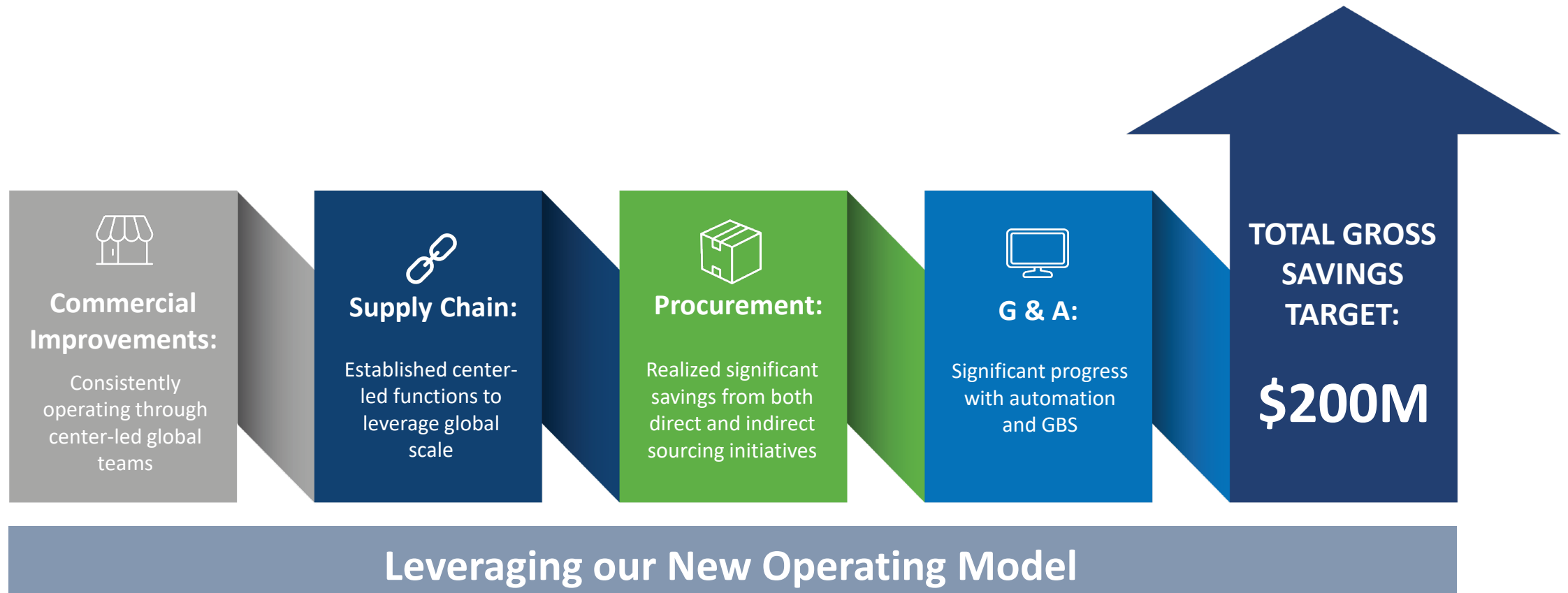


GAAP Operating Income -\$8.7M

KEY TAKEAWAYS

- Net sales growth was driven by **repellent growth from distribution gains**, as well as **contributions from sales from Rejuvenate**
- Sales in herbicides and insecticides were impacted from unfavorable weather
- The **EBITDA decrease was driven by lower volumes and higher marketing investments**, partially offset by pricing actions and productivity improvements
- Our **business continues to outperform the category** despite ongoing challenges from raw materials and freight markets

Global Productivity Improvement Program





CEO Takeaways

David Maura



CEO Q3 Takeaways



1

STRONG TOP LINE GROWTH

- Net sales growth across all 4 business units
- Strong 14% growth versus 2019 levels

2

Adj. EBITDA GROWTH

- Continued investments across all 4 business units
- Inflationary headwinds driven by ocean freight & commodities

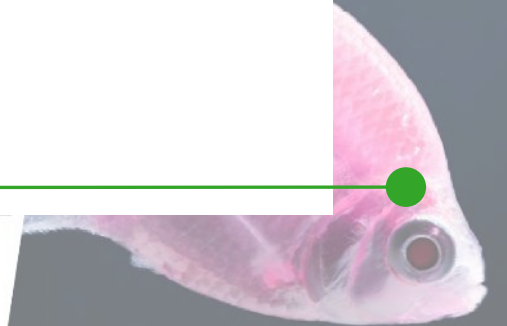
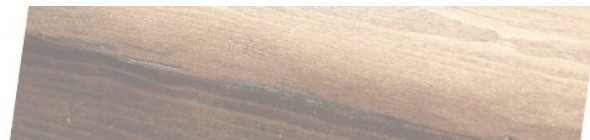
3

DISCIPLINED MANAGEMENT

- Reiterating 2021 Earnings Framework & GPIP target
- Total current liquidity of over \$600M



APPENDIX



SPECTRUM BRANDS HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)

(in millions, except per share amounts)	Three Month Periods Ended		Nine Month Periods Ended	
	July 4, 2021	June 28, 2020	July 4, 2021	June 28, 2020
Net Sales	\$ 1,162.8	\$ 984.3	\$ 3,457.5	\$ 2,793.6
Cost of goods sold	755.1	635.7	2,222.1	1,834.2
Restructuring and related charges	0.3	(0.3)	1.7	12.5
Gross profit	407.4	348.9	1,233.7	946.9
Selling	189.8	141.3	529.8	437.4
General and administrative	85.6	83.6	266.4	245.7
Research and development	13.1	9.7	36.1	29.7
Restructuring and related charges	9.8	12.5	21.7	49.1
Transaction related charges	11.1	6.1	41.4	17.4
Loss on assets held for sale	-	1.1	-	26.8
Write-off from impairment of intangible assets	-	-	-	24.2
Total operating expenses	309.4	254.3	895.4	830.3
Operating income	98.0	94.6	338.3	116.6
Interest expense	31.4	36.1	133.7	106.5
Gain from extinguishment of Salus CLO debt	-	(76.2)	-	(76.2)
Other non-operating expense (income), net	3.0	(56.5)	(4.6)	10.2
Income from continuing operations before income taxes	63.6	191.2	209.2	76.1
Income tax expense	27.7	53.6	63.3	35.3
Net income from continuing operations	35.9	137.6	145.9	40.8
(Loss) income from discontinued operations, net of tax	(5.2)	8.0	(6.6)	12.2
Net income	30.7	145.6	139.3	53.0
Net income (loss) attributable to non-controlling interest	-	0.5	(0.1)	0.6
Net income attributable to controlling interest	<u>\$ 30.7</u>	<u>\$ 145.1</u>	<u>\$ 139.4</u>	<u>\$ 52.4</u>
Amounts attributable to controlling interest				
Net income from continuing operations attributable to controlling interest	\$ 35.9	\$ 137.1	\$ 146.0	\$ 40.2
Net (loss) income from discontinued operations attributable to controlling interest	(5.2)	8.0	(6.6)	12.2
Net income attributable to controlling interest	<u>\$ 30.7</u>	<u>\$ 145.1</u>	<u>\$ 139.4</u>	<u>\$ 52.4</u>
Earnings Per Share				
Basic earnings per share from continuing operations	\$ 0.84	\$ 3.19	\$ 3.42	\$ 0.89
Basic earnings per share from discontinued operations	(0.12)	0.18	(0.15)	0.27
Basic earnings per share	<u>\$ 0.72</u>	<u>\$ 3.37</u>	<u>\$ 3.27</u>	<u>\$ 1.16</u>
Diluted earnings per share from continuing operations	\$ 0.84	\$ 3.18	\$ 3.40	\$ 0.89
Diluted earnings per share from discontinued operations	(0.12)	0.18	(0.15)	0.27
Diluted earnings per share	<u>\$ 0.72</u>	<u>\$ 3.36</u>	<u>\$ 3.25</u>	<u>\$ 1.16</u>
Weighted Average Shares Outstanding				
Basic	42.6	43.1	42.7	45.3
Diluted	42.9	43.2	42.9	45.4

SPECTRUM BRANDS HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW (Unaudited)

(in millions)	Nine Month Periods Ended	
	July 4, 2021	June 28, 2020
Cash flows from operating activities		
Net cash provided by operating activities from continuing operations	\$ 24.8	\$ 35.4
Net cash used by operating activities from discontinued operations	(15.9)	-
Net cash provided by operating activities	8.9	35.4
Cash flows from investing activities		
Purchases of property, plant and equipment	(43.3)	(44.5)
Proceeds from disposal of property, plant and equipment	-	0.7
Proceeds from sale of assets held for sale	-	30.1
Proceeds from sale of discontinued operations, net of cash	-	3.6
Business acquisitions, net of cash acquired	(429.5)	(17.0)
Proceeds from sale of equity investment	73.1	68.0
Other investing activity	(0.4)	2.5
Net cash (used) provided by investing activities	(400.1)	43.4
Cash flows from financing activities		
Payment of debt, including premium on extinguishment	(885.3)	(132.7)
Proceeds from issuance of debt	997.0	528.0
Payment of debt issuance costs	(12.6)	(0.8)
Payment of contingent consideration	-	(197.0)
Treasury stock purchases	(52.5)	(239.8)
Accelerated share repurchase	-	(125.0)
Dividends paid to shareholders	(53.6)	(57.2)
Dividends paid by subsidiary to non-controlling interest	(1.3)	-
Share based award tax withholding payments, net of proceeds upon vesting	(7.2)	(12.6)
Other financing activity	0.3	-
Net cash used by financing activities	(15.2)	(237.1)
Effect of exchange rate changes on cash and cash equivalents	5.0	-
Net change in cash, cash equivalents and restricted cash in continuing operations	(401.4)	(158.3)
Cash, cash equivalents, and restricted cash, beginning of period	533.8	627.1
Cash, cash equivalents, and restricted cash, end of period	\$ 132.4	\$ 468.8

SPECTRUM BRANDS HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Unaudited)

(in millions)	July 4, 2021	September 30, 2020
Assets		
Cash and cash equivalents	\$ 130.2	\$ 531.6
Trade receivables, net	479.5	501.1
Other receivables	75.0	74.2
Inventories	908.3	557.7
Prepaid expenses and other current assets	81.9	63.5
Total current assets	1,674.9	1,728.1
Property, plant and equipment, net	390.6	396.5
Operating lease assets	118.3	103.8
Deferred charges and other	51.0	115.2
Goodwill	1,583.9	1,332.0
Intangible assets, net	1,605.9	1,431.7
Total assets	<u>\$ 5,424.6</u>	<u>\$ 5,107.3</u>
Liabilities and Shareholders' Equity		
Current portion of long-term debt	\$ 17.7	\$ 15.3
Accounts payable	522.5	557.5
Accrued wages and salaries	89.8	95.0
Accrued interest	36.0	38.5
Other current liabilities	266.9	238.6
Total current liabilities	932.9	944.9
Long-term debt, net of current portion	2,651.1	2,461.0
Long-term operating lease liabilities	99.7	88.8
Deferred income taxes	105.1	65.4
Other long-term liabilities	127.6	131.4
Total liabilities	3,916.4	3,691.5
Shareholders' equity	1,500.9	1,407.5
Non-controlling interest	7.3	8.3
Total equity	1,508.2	1,415.8
Total liabilities and equity	<u>\$ 5,424.6</u>	<u>\$ 5,107.3</u>

SPECTRUM BRANDS HOLDINGS, INC.
RECONCILIATION OF GAAP DILUTED EARNINGS PER SHARE TO ADJUSTED DILUTED EARNINGS PER SHARE (Unaudited)

	Three Month Periods Ended		Nine Month Periods Ended	
	July 4, 2021	June 28, 2020	July 4, 2021	June 28, 2020
Diluted EPS from continuing operations, as reported	\$ 0.84	\$ 3.18	\$ 3.40	\$ 0.89
Adjustments:				
Restructuring and related charges	0.24	0.28	0.54	1.36
Transaction related charges	0.26	0.14	0.96	0.38
Debt refinancing costs	-	-	0.73	0.06
(Gain) loss on Energizer investment	-	(1.39)	(0.16)	0.18
Loss on assets held for sale	-	0.03	-	0.59
Write-off from impairment of intangible assets	-	-	-	0.53
Salus CLO debt extinguishment	-	(1.76)	-	(1.68)
Inventory acquisition step-up	0.03	-	0.11	-
Other	0.08	0.10	0.24	0.13
Income tax adjustment	0.12	0.78	(0.35)	(0.03)
Total adjustments	0.73	(1.82)	2.07	1.52
Diluted EPS from continuing operations, as adjusted	\$ 1.57	\$ 1.36	\$ 5.47	\$ 2.41

SPECTRUM BRANDS HOLDINGS, INC.
RESTRUCTURING AND RELATED CHARGES (Unaudited)

(in millions)	Three Month Periods Ended		Nine Month Periods Ended	
	July 4, 2021	June 28, 2020	July 4, 2021	June 28, 2020
Global productivity improvement program	\$ 4.8	\$ 12.2	\$ 15.7	\$ 60.1
Other restructuring activities	5.3	-	7.7	1.5
Total restructuring and related charges	\$ 10.1	\$ 12.2	\$ 23.4	\$ 61.6

SPECTRUM BRANDS HOLDINGS, INC.
TRANSACTION RELATED CHARGES (Unaudited)

(in millions)	Three Month Periods Ended		Nine Month Periods Ended	
	July 4, 2021	June 28, 2020	July 4, 2021	June 28, 2020
Rejuvenate acquisition and integration	\$ 5.8	\$ -	\$ 5.8	\$ -
Armitage acquisition and integration	1.0	-	7.7	-
Coevorden operations divestiture and separation	2.9	1.7	7.7	3.4
GBL divestiture and separation	0.3	2.5	3.0	7.6
Omega Sea acquisition and integration	-	0.1	0.2	1.5
Other	1.1	1.8	17.0	4.9
Total transaction related charges	\$ 11.1	\$ 6.1	\$ 41.4	\$ 17.4

SPECTRUM BRANDS HOLDINGS, INC.
NET SALES SUMMARY (Unaudited)

(in millions, except %)	Three Month Periods Ended			Nine Month Periods Ended		
	July 4, 2021	June 28, 2020	Variance	July 4, 2021	June 28, 2020	Variance
HHI	\$ 419.0	\$ 281.6	\$ 137.4 48.8 %	\$ 1,217.2	\$ 908.4	\$ 308.8 34.0 %
HPC	274.4	250.6	23.8 9.5 %	950.8	805.4	145.4 18.1 %
GPC	257.3	241.5	15.8 6.5 %	826.3	684.2	142.1 20.8 %
H&G	212.1	210.6	1.5 0.7 %	463.2	395.6	67.6 17.1 %
Net Sales	\$ 1,162.8	\$ 984.3	178.5 18.1 %	\$ 3,457.5	\$ 2,793.6	663.9 23.8 %

SPECTRUM BRANDS HOLDINGS, INC.
RECONCILIATION OF GAAP NET SALES TO ORGANIC NET SALES (Unaudited)

Three Month Periods Ended (in millions, except %)	July 4, 2021						Net Sales June 28, 2020	Variance
	Net Sales	Effect of Changes in Currency	Effect of Changes in Currency	Effect of Acquisitions	Organic Net Sales			
HHI	\$ 419.0	\$ (6.0)	\$ 413.0	\$ -	\$ 413.0	\$ 281.6	\$ 131.4	46.7 %
HPC	274.4	(13.2)	261.2	-	261.2	250.6	10.6	4.2 %
GPC	257.3	(6.7)	250.6	(26.4)	224.2	241.5	(17.3)	(7.2)%
H&G	212.1	-	212.1	(7.9)	204.2	210.6	(6.4)	(3.0)%
Total	\$ 1,162.8	\$ (25.9)	\$ 1,136.9	\$ (34.3)	\$ 1,102.6	\$ 984.3	118.3	12.0 %

Nine Month Periods Ended (in millions, except %)	July 4, 2021						Net Sales June 28, 2020	Variance
	Net Sales	Effect of Changes in Currency	Effect of Changes in Currency	Effect of Acquisitions	Organic Net Sales			
HHI	\$ 1,217.2	\$ (10.6)	\$ 1,206.6	\$ -	\$ 1,206.6	\$ 908.4	\$ 298.2	32.8 %
HPC	950.8	(27.4)	923.4	-	923.4	805.4	118.0	14.7 %
GPC	826.3	(17.0)	809.3	(73.5)	735.8	684.2	51.6	7.5 %
H&G	463.2	-	463.2	(7.9)	455.3	395.6	59.7	15.1 %
Total	\$ 3,457.5	\$ (55.0)	\$ 3,402.5	\$ (81.4)	\$ 3,321.1	\$ 2,793.6	527.5	18.9 %

SPECTRUM BRANDS HOLDINGS, INC.
RECONCILIATION OF GAAP NET INCOME TO ADJUSTED EBITDA AND ADJUSTED EBITDA MARGIN (Unaudited)

Three Month Period Ended July 4, 2021 (in millions, except %)	HHI	HPC	GPC	H&G	Corporate	Consolidated
Net income (loss) from continuing operations	\$ 59.6	\$ (2.7)	\$ 27.3	\$ 41.7	\$ (90.0)	\$ 35.9
Income tax expense	-	-	-	-	27.7	27.7
Interest expense	-	-	-	-	31.4	31.4
Depreciation and amortization	8.4	11.7	10.4	4.5	3.6	38.6
EBITDA	68.0	9.0	37.7	46.2	(27.3)	133.6
Share and incentive based compensation	-	-	-	-	7.5	7.5
Restructuring and related charges	-	2.1	3.9	-	4.1	10.1
Transaction related charges	-	0.7	4.0	5.8	0.6	11.1
Inventory acquisition step-up	-	-	-	1.3	-	1.3
Other	-	-	3.6	0.1	0.1	3.8
Adjusted EBITDA	\$ 68.0	\$ 11.8	\$ 49.2	\$ 53.4	\$ (15.0)	\$ 167.4
Net Sales	\$ 419.0	\$ 274.4	\$ 257.3	\$ 212.1	\$ -	\$ 1,162.8
Adjusted EBITDA Margin	16.2 %	4.3 %	19.1 %	25.2 %	-%	14.4 %
Three Month Period Ended June 28, 2020 (in millions, except %)						
	HHI	HPC	GPC	H&G	Corporate	Consolidated
Net income from continuing operations	\$ 34.8	\$ 12.9	\$ 35.8	\$ 50.4	\$ 3.7	\$ 137.6
Income tax expense	-	-	-	-	53.6	53.6
Interest expense	-	-	-	-	36.1	36.1
Depreciation and amortization	8.5	8.7	9.2	5.1	3.5	35.0
EBITDA	43.3	21.6	45.0	55.5	96.9	262.3
Share and incentive based compensation	-	-	-	-	14.2	14.2
Restructuring and related charges	0.3	0.7	2.1	-	9.1	12.2
Transaction related charges	-	3.0	2.4	-	0.7	6.1
Gain on Energizer investment	-	-	-	-	(60.1)	(60.1)
Loss on assets held for sale	-	-	1.1	-	-	1.1
Salus CLO debt extinguishment	-	-	-	-	(76.2)	(76.2)
Other	-	(0.3)	-	-	5.1	4.8
Adjusted EBITDA	\$ 43.6	\$ 25.0	\$ 50.6	\$ 55.5	\$ (10.3)	\$ 164.4
Net Sales	\$ 281.6	\$ 250.6	\$ 241.5	\$ 210.6	\$ -	\$ 984.3
Adjusted EBITDA Margin	15.5 %	10.0 %	21.0 %	26.4 %	-%	16.7 %

SPECTRUM BRANDS HOLDINGS, INC.

RECONCILIATION OF GAAP NET INCOME TO ADJUSTED EBITDA AND ADJUSTED EBITDA MARGIN (Unaudited)

Nine Month Period Ended July 4, 2021 (in millions, except %)	HHI	HPC	GPC	H&G	Corporate	Consolidated
Net income from continuing operations	\$ 214.1	\$ 46.4	\$ 99.9	\$ 71.1	\$ (285.6)	\$ 145.9
Income tax expense	-	-	-	-	63.3	63.3
Interest expense	-	-	-	-	133.7	133.7
Depreciation and amortization	25.5	32.3	29.8	14.4	11.0	113.0
EBITDA	239.6	78.7	129.7	85.5	(77.6)	455.9
Share and incentive based compensation	-	-	-	-	24.2	24.2
Restructuring and related charges	-	6.2	6.0	-	11.2	23.4
Transaction related charges	-	3.2	15.7	5.8	16.7	41.4
Gain on Energizer investment	-	-	-	-	(6.9)	(6.9)
Inventory acquisition step-up	-	-	3.4	1.3	-	4.7
Other	-	-	3.7	6.0	-	9.7
Adjusted EBITDA	\$ 239.6	\$ 88.1	\$ 158.5	\$ 98.6	\$ (32.4)	\$ 552.4
Net Sales	\$ 1,217.2	\$ 950.8	\$ 826.3	\$ 463.2	\$ -	\$ 3,457.5
Adjusted EBITDA Margin	19.7%	9.3%	19.2%	21.3%	-	16.0%
Nine Month Period Ended June 28, 2020 (in millions, except %)	HHI	HPC	GPC	H&G	Corporate	Consolidated
Net income from continuing operations	\$ 130.0	\$ 31.5	\$ 9.7	\$ 64.9	\$ (195.3)	\$ 40.8
Income tax expense	-	-	-	-	35.3	35.3
Interest expense	-	-	-	-	106.5	106.5
Depreciation and amortization	25.1	26.5	35.1	15.4	11.0	113.1
EBITDA	155.1	58.0	44.8	80.3	(42.5)	295.7
Share and incentive based compensation	-	-	-	-	43.3	43.3
Restructuring and related charges	0.9	3.6	18.8	0.3	38.0	61.6
Transaction related charges	-	7.3	7.4	-	2.7	17.4
Loss on Energizer investment	-	-	-	-	8.2	8.2
Loss on assets held for sale	-	-	26.8	-	-	26.8
Write-off from impairment of intangible assets	-	-	24.2	-	-	24.2
Salus CLO debt extinguishment	-	-	-	-	(76.2)	(76.2)
Other	-	0.5	0.1	-	5.4	6.0
Adjusted EBITDA	\$ 156.0	\$ 69.4	\$ 122.1	\$ 80.6	\$ (21.1)	\$ 407.0
Net Sales	\$ 908.4	\$ 805.4	\$ 684.2	\$ 395.6	\$ -	\$ 2,793.6
Adjusted EBITDA Margin	17.2%	8.6%	17.8%	20.4%	-	14.6%

SPECTRUM BRANDS HOLDINGS, INC.
PROFORMA ADJUSTED EBITDA - COMPENSATION PROGRAM CHANGE

Three month period ended June 28, 2020 (in millions)	HHI	HPC	GPC	H&G	Corporate	Consolidated
Adjusted EBITDA	\$ 43.6	\$ 25.0	\$ 50.6	\$ 55.5	\$ (10.3)	\$ 164.4
Proforma compensation program change	(0.6)	(0.4)	(0.4)	(0.2)	(2.7)	(4.3)
Proforma Adjusted EBITDA	<u>\$ 43.0</u>	<u>\$ 24.6</u>	<u>\$ 50.2</u>	<u>\$ 55.3</u>	<u>\$ (13.0)</u>	<u>\$ 160.1</u>
Nine month period ended June 28, 2020 (in millions)	HHI	HPC	GPC	H&G	Corporate	Consolidated
Adjusted EBITDA	\$ 156.0	\$ 69.4	\$ 122.1	\$ 80.6	\$ (21.1)	\$ 407.0
Proforma compensation program change	(1.8)	(1.2)	(1.1)	(0.7)	(7.9)	(12.7)
Proforma Adjusted EBITDA	<u>\$ 154.2</u>	<u>\$ 68.2</u>	<u>\$ 121.0</u>	<u>\$ 79.9</u>	<u>\$ (29.0)</u>	<u>\$ 394.3</u>

SPECTRUM BRANDS HOLDINGS, INC.
FORECASTED ADJUSTED FREE CASH FLOW

(in millions)	September 30, 2021	
Net cash flow from operating activities	\$	280 - 300
Purchases of property, plant and equipment		(70) - (80)
Transaction related costs and taxes		50 - 60
Adjusted free cash flow	\$	<u>260 - 280</u>