



CODE OF BUSINESS CONDUCT AND ETHICS

Category: Corporate Compliance
Responsible Department: Legal and Risk Mitigation
Responsible Executive: General Counsel

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Summary

Spectrum Brands Holdings, Inc.'s ("Spectrum Brands" or the "Company") Code of Business Conduct and Ethics (the "Code"), which has been approved by our Board of Directors (the "Board"), is designed to reinforce and enhance Spectrum Brands' commitment to *an ethical way of doing business*. The contents of the Code are not new; however, the policies set forth herein are part of Spectrum Brands' long-standing tradition of high ethical standards. The Code provides each employee and member of the Board, as well as Spectrum Brands' controlled affiliates and subsidiaries, with guidance and perspective in understanding business ethics at Spectrum Brands.

Scope

All directors, officers and employees are required to comply with the policies set forth in the Code. All directors, officers and employees should read the Code carefully and make sure that they understand it, the consequences of non-compliance, and the Code's importance to the success of Spectrum Brands. If any employee has any questions, they should speak to their supervisor, the General Counsel or any of the other resources identified in the Code. The Code cannot and is not intended to cover every applicable law or provide answers to all questions that might arise; for that we must ultimately rely on each person's good sense of what is right, including a sense of when it is proper to seek guidance from others on the appropriate course of conduct.

Policy

I. PUTTING THE CODE OF BUSINESS CONDUCT AND ETHICS TO WORK

About the Code of Business Conduct and Ethics

Spectrum Brands is committed to the highest standards of business conduct in our relationships with each other and with our customers, suppliers, shareholders and others. This requires that we conduct our business in accordance with all applicable laws and regulations and in accordance with the highest standards of business ethics. The Code helps each of us in this endeavor by providing a statement of the fundamental principles and key policies and procedures that govern the conduct of our business.

Our business depends on the reputation of Spectrum Brands and its employees' integrity and principled business conduct. Thus, in many instances, the policies referenced in this Code go beyond applicable legal requirements. Although this Code contains Spectrum Brand's core global standards this Code is not a complete manual that describes all of the policies and procedures governing every employee and situation. Check with your immediate supervisor or local Human Resources Business partner to understand whether there are additional policies or procedures you must also follow in your role.

The Code is a statement of policies for individual and business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment.

Meeting Our Shared Obligations

Each of us is responsible for knowing and understanding the policies and guidelines contained in the following pages. *If you have questions, ask them; if you have ethical concerns, please raise them.* Our General Counsel, Senior Vice President of Global Human Resources and the other resources mentioned in this Code are available to answer your questions, provide guidance, and for you to report suspected misconduct. Our conduct should reflect Spectrum Brands' values, demonstrate ethical leadership, and promote a work environment that upholds Spectrum Brands' reputation for integrity, ethical conduct and trust.

Spectrum Brands also has a 24-hour helpline, 1-866-384-4277, and website, <https://secure.ethicspoint.com/domain/media/en/gui/7424/index.html>, which you can use to report violations of Spectrum Brands' policies or to seek guidance on those policies. The helpline and website are available around the world 24 hours a day, seven days a week. It is staffed by an independent company and can take calls in most languages. You may report suspected violations to, or ask questions of, the helpline anonymously; however, providing your name may expedite the time it takes Spectrum Brands to respond to your call, and it also allows Spectrum Brands to contact you if necessary during any investigation. Either way, you should treat the information that you provide as confidential. Spectrum Brands will not retaliate against any individual for making a good faith complaint or report to the 24-hour helpline, the individual's supervisor or other management employee, or a Human Resources Business partner, or for participating in the investigation of such a complaint or report. Anyone who retaliates against a person for making a good faith report or for participating in the investigation of a report will be subject to disciplinary action, which may include termination.

Everyone has an obligation to cooperate fully and truthfully with any internal or external investigations into allegations of misconduct. Failure to do so can result in discipline up to and including termination. You must always provide truthful and accurate information to Spectrum Brands personnel conducting an investigation as well as to government regulators and external auditors. You must never alter or destroy documents or evidence in order to prevent or hinder any investigation. Not only does destruction of evidence violate our purpose and values, but it can turn a minor matter into a serious violation. If you are contacted by a government regulator or an external party in connection with a standard inspection or routine audit, please notify the General Counsel, or other individual designated by the General Counsel. If a government investigator contacts you seeking to visit Spectrum Brands facilities or obtain information from Spectrum Brands representatives about any other matter, you must immediately notify General Counsel.

II. RESPONSIBILITY TO OUR ORGANIZATION

Spectrum Brands employees are expected to dedicate their best efforts to our business and to avoid any conflicts with the interests of Spectrum Brands.

Conflicts of Interest

In order to maintain the highest degree of integrity in the conduct of Spectrum Brands business and to maintain your independent judgment, you must avoid any activity or personal interest that creates *or appears to create* a conflict between your interests and the interests of Spectrum Brands. A conflict of interest occurs when your private interests interfere, or appear to interfere, in any way with the interests of Spectrum Brands as a whole. A conflict situation can arise when you take actions or have interests that make it difficult for you to perform your work for Spectrum Brands objectively and effectively. You should never act in a manner that could cause you to lose your independence and objectivity or that could adversely affect the confidence of our customers, suppliers or fellow employees in the integrity of Spectrum Brands or its procedures. Although we cannot list every conceivable conflict, the following are some common examples that illustrate actual or apparent conflicts of interest that should be avoided:

Improper Personal Benefits from Spectrum Brands

Conflicts of interest arise when an employee, officer or director, or a member of the individual's family, receives improper

personal benefits as a result of the individual's position at Spectrum Brands. You may not accept any benefits from Spectrum Brands that have not been duly authorized and approved pursuant to Spectrum Brands' policy and procedure, including any Spectrum Brands' loans or guarantees of your personal obligations.

Financial Interests in Other Businesses

Spectrum Brands employees and their immediate family members may not have an ownership interest in any other enterprise if that interest compromises or appears to compromise the employee's loyalty to Spectrum Brands. For example, you may not own an interest in a company that competes with Spectrum Brands or any of its subsidiaries or an interest in a company that does business with Spectrum Brands or any of its subsidiaries (such as a customer or supplier) without the prior written approval of the Chief Executive Officer. The Chief Executive Officer, Chief Operating Officer, General Counsel, Chief Financial Officer, and business segment Chief Financial Officers and head of Corporate Accounting (together, the "Senior Financial Officers"), and members of the Board must obtain the written approval of the Audit Committee of the Board (the "Audit Committee") before making any such investment. However, it is not typically considered a conflict of interest (and therefore, prior approval is not required) to have an ownership interest of less than 1% of the stock of any competitor, customer or supplier listed on a national or international securities exchange.

Business Arrangements with Spectrum Brands

Without prior written approval from the Chief Executive Officer, you may not participate in a joint venture, partnership or other business arrangement with Spectrum Brands or any of its subsidiaries. The Chief Executive Officer, Chief Operating Officer, General Counsel, Senior Financial Officers, members of the Board, and any other person designated by the General Counsel, from time to time, must obtain the prior written approval of the Audit Committee before participating in such an arrangement.

Outside Employment or Activities with a Competitor

Simultaneous employment with or serving as a director of a competitor of Spectrum Brands or any of its subsidiaries is strictly prohibited, as is any activity that is intended to, or that you should reasonably expect to, advance a competitor's interests. You may not market products or services in competition with Spectrum Brands' or any of its subsidiaries' current or potential business activities. It is your responsibility to consult with the General Counsel to determine whether a planned activity will compete with any of Spectrum Brands' or its subsidiaries' business activities before you pursue the activity in question.

Outside Employment with a Customer or Supplier

Without prior written approval from the Chief Executive Officer, you may not be a customer or be employed by, serve as a director of or represent a customer of Spectrum Brands or any of its subsidiaries. Similarly, without prior written approval from the Chief Executive Officer, you may not be a supplier or be employed by, serve as a director of or represent a supplier of Spectrum Brands or any of its subsidiaries. The Chief Executive Officer, Chief Operating Officer, General Counsel, Senior Financial Officers and members of the Board must obtain the prior written approval of the Audit Committee before participating in such an arrangement. You may also not accept money or benefits of any kind as compensation or payment for any advice or services that you may provide to a client, supplier or anyone else in connection with its business with Spectrum Brands or any of its subsidiaries.

Family Members Working in the Industry

You may find yourself in a situation where your spouse or significant other, children, parents, in-laws, or someone else with whom you have a familial relationship is, or is employed by, a competitor, supplier or customer of Spectrum Brands or any of its subsidiaries. Such situations are not prohibited, but they call for extra sensitivity to security, confidentiality and conflicts of interest.

There are several factors to consider in assessing such a situation. Among them are the relationship between Spectrum

Brands (or its Subsidiary) and the other company, the nature of your responsibilities as a Spectrum Brands employee and those of the other person, and the access each of you has to your respective employer's confidential information. Such a situation, however harmless it may appear to you, could arouse suspicions among your associates that might affect your working relationships. *The very appearance of a conflict of interest can create problems regardless of the propriety of your behavior.*

To remove any such doubts or suspicions, you should disclose your specific situation to the General Counsel in order to assess the nature and extent of any concern and how it can be resolved. In some instances, any risk to Spectrum Brands' interests is sufficiently remote that the General Counsel may only remind you to guard against inadvertently disclosing Spectrum Brands' or its subsidiaries' confidential information and not to be involved in decisions on behalf of Spectrum Brands or its subsidiaries that involves the other company.

Corporate Opportunities

As employees, officers and directors of Spectrum Brands, we owe a duty of loyalty to Spectrum Brands to advance its legitimate interests when the opportunity to do so arises. You may not take for yourself, personally, opportunities within the scope of Spectrum Brands' business that are discovered through the use of corporate property, information or position or use corporate property, information or position for personal gain. Nor may you compete with Spectrum Brands or any of its subsidiaries.

Entertainment, Gifts and Gratuities

When you are involved in making business decisions on behalf of Spectrum Brands, your decisions must be based on uncompromised objectivity of judgment. Employees interacting with any person who has business dealings with Spectrum Brands or any of its subsidiaries (including suppliers, customers, competitors, contractors and consultants) must conduct such activities in the best interest of Spectrum Brands, using consistent and unbiased standards. Spectrum Brands employees must not accept any gifts, entertainment or gratuities that might impair or influence, or appear to impair or influence, sourcing, purchasing and other decisions, or be in a position to derive any direct or indirect benefit or interest from a party having business dealings with Spectrum Brands or any of its subsidiaries.

Receipt of Gifts and Entertainment

You must not accept any gifts, entertainment or gratuities that could influence or have the appearance of influencing your business decisions on behalf of Spectrum Brands or be in a position to derive any direct or indirect benefit or interest from a party having business dealings with Spectrum Brands or any of its subsidiaries. You must never request or ask for gifts, entertainment or any other business courtesies from people doing business with Spectrum Brands or any of its subsidiaries. Unsolicited gifts and business courtesies, including meals and entertainment, are permissible if they are customary and commonly accepted business courtesies, not excessive in value and given and accepted without an express or implied understanding that you are in any way obligated by your acceptance of the gift. Gifts that are extravagant in value or unusual in nature should not be accepted without the prior written approval of a member of the executive committee of Spectrum Brands (the "Executive Committee").

Receiving gifts of cash or cash equivalents in any amount is always prohibited in all circumstances and must be returned promptly to the donor.

Offering Gifts and Entertainment

When you are providing a gift, entertainment or other accommodation in connection with Spectrum Brands business, you must do so in a manner that is in good taste and without excessive expense. You may not furnish or offer to furnish any gift that goes beyond the common courtesies associated with accepted business practices. Our suppliers and customers likely have gift and entertainment policies of their own. You must be careful never to provide a gift or entertainment that violates the other company's gift and entertainment policy.

What is acceptable in the commercial business environment may be entirely unacceptable in dealings with the

government. There are strict laws that govern providing gifts, including meals, entertainment, transportation and lodging, to government officials and employees. You are prohibited from providing gifts or anything of value to government officials or employees or members of their families in connection with Spectrum Brands business without prior written approval from the General Counsel. For more information, see the section of this Code entitled “Interacting with Governments.”

Giving gifts of cash or cash equivalents in any amount is always prohibited in all circumstances. Giving or receiving *any* payment or gift in the nature of a bribe or kickback is absolutely prohibited, and will subject you to disciplinary action, up to and including, termination of employment.

If you encounter an actual or potential conflict of interest, face a situation where declining the acceptance of a gift may jeopardize a Spectrum Brands relationship, are requested to pay a bribe or provide a kickback, or encounter a suspected violation of this policy, you must report the situation to the General Counsel immediately.

Protection and Proper Use of Spectrum Brands Assets

We each have a duty to protect Spectrum Brands’ assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on Spectrum Brands’ profitability. We should take measures to prevent damage to, theft of or misuse of Spectrum Brands’ property. When you leave Spectrum Brands, all Spectrum Brands property, whether in electronic, hard copy, or other format, must be returned to the Company. Except as specifically authorized by Spectrum Brands, Spectrum Brands’ assets must be used for legitimate business purposes only.

Spectrum Brands Books and Records

You must complete all Spectrum Brands documents accurately, truthfully, and in a timely manner, including all travel and expense reports. When applicable, documents must be properly authorized. You must record Spectrum Brands’ financial activities in compliance with all applicable laws, accounting practices and accounting policy manuals. The making of false or misleading entries, records or documentation is strictly prohibited. You must never create a false or misleading report or make a payment or establish an account on behalf of Spectrum Brands with the understanding that any part of the payment or account is to be used for a purpose other than as described by the supporting documents.

Record Retention

In the course of its business, Spectrum Brands produces and receives large numbers of documents. Numerous laws require the retention of certain Spectrum Brands documents for various periods of time. Spectrum Brands is committed to compliance with all applicable laws and regulations relating to the preservation of records. Spectrum Brands’ policy is to identify, maintain, safeguard and retain or destroy all records in Spectrum Brands’ possession on a systematic and regular basis.

If you learn of a subpoena or a pending, imminent or contemplated litigation or government investigation, you must immediately contact the General Counsel. You must retain and preserve ALL records that may be responsive to the subpoena or relevant to the litigation or that may pertain to the investigation until you are advised by the General Counsel, or other individual designated by the General Counsel, as to how to proceed. You must not destroy any such records in your possession or control. You must also affirmatively preserve from destruction all relevant records that without intervention would automatically be destroyed or erased (such as e-mails and voicemail messages). Destruction of such records, even if inadvertent, could seriously prejudice Spectrum Brands and result in disciplinary action, up to and including, termination of employment. Any questions regarding whether a particular record pertains to a pending, imminent or contemplated investigation or litigation or may be responsive to a subpoena or regarding how to preserve particular types of records should be directed to the General Counsel, or other individual designated by the General Counsel.

Confidential Information

All employees may learn, to a greater or lesser degree, facts about Spectrum Brands' business, plans, operations or "secrets of success" that are not known to the general public or to competitors. Sensitive information such as customer data, the terms offered, or prices paid to suppliers or charged to particular customers, marketing or strategic plans, product specifications and production techniques are examples of Spectrum Brands' confidential information or trade secrets. Confidential information includes all non-public information that might be of use to competitors, or, if disclosed, harmful to Spectrum Brands or its subsidiaries or their customers. During the course of performing your responsibilities, you may obtain information concerning possible transactions with other companies or receive confidential information concerning other companies, such as our customers, which Spectrum Brands may be under an obligation to maintain as confidential.

You must maintain the confidentiality of information entrusted to you by Spectrum Brands or its customers, except when disclosure is authorized or legally mandated. Employees who possess or have access to confidential information or trade secrets must:

- not use the information for the employee's own benefit or the benefit of persons inside or outside of Spectrum Brands;
- carefully guard against disclosure of that information to people outside of Spectrum Brands; and
- not disclose confidential information to another Spectrum Brands employee unless the employee needs the information to carry out business responsibilities.

Among other things, you must not discuss confidential information in places where you can be overheard, such as elevators and restaurants, or open areas at Spectrum Brands, such as break rooms. In addition, you must not leave confidential information, computers, tablets, flash drives or mobile phones unattended. You must take great care not to disclose confidential Spectrum Brands information via social media and should remember that competitors and others often gather small bits of information from a number of employees, and then are able to put these pieces together to learn something important.

Confidentiality agreements are commonly used when Spectrum Brands needs to disclose confidential information to suppliers, consultants, joint venture participants or others. A confidentiality agreement puts the person receiving confidential information on notice that he or she must maintain the secrecy of such information. If, in doing business with persons not employed by Spectrum Brands, you foresee that you may need to disclose confidential information, you should call the General Counsel, or other individual designated by the General Counsel, and discuss the utility of entering into a confidentiality agreement.

Your obligation to treat information as confidential does not end when you leave Spectrum Brands. Upon the termination of your employment, you must return everything that belongs to Spectrum Brands, including all documents (whether in electronic or hard copy format) and other materials containing Spectrum Brands and customer or supplier confidential information. You must not disclose confidential information to a new employer or to others after ceasing to be a Spectrum Brands employee.

You may not disclose your previous employer's confidential information to Spectrum Brands. Of course, you may use general skills and knowledge acquired during your previous employment.

Personally Identifiable Information (PII)

Personally identifiable information ("PII") is generally defined as any information that identifies an individual – such as

name, physical address, email address, employee ID, government ID, photograph, or any combination of information that might identify an individual. The definition of PII is evolving around the world, so if you have a question about whether data being handled by Spectrum Brands and/or an external party with whom we do business falls within the PII definition, please consult the General Counsel, or other individual designated by the General Counsel. There are varying legal requirements governing the use of PII across the countries in which Spectrum Brands operates. We must comply with all applicable laws governing PII. Equally, external parties with whom we do business who handle PII for us must follow Spectrum Brand's privacy policies, security standards and external party risk management processes. If you are involved in the collection, storage, transfer or use of PII, you must learn the legal and policy requirements that apply to your activities. If you believe that PII of any employee, consumer, shareholder, or other Spectrum Brands stakeholder has been disclosed or used inappropriately, you must contact the General Counsel, or other individual designated by the General Counsel, immediately. Failure to do so could subject Spectrum Brands to fines or regulatory action, and disciplinary action, up to and including, termination of employment.

Employee Data Privacy

We properly manage and use PII that our fellow employees, as well as prospective and former employees, entrust to us. You must not collect, access, use, retain or disclose PII of our employees, except pursuant to relevant and appropriate business purposes. You must not share this information with anyone, either inside or outside Spectrum Brands, who does not have a legitimate business need to know. In addition, you must take steps to properly secure such data at all times from unauthorized access.

Consumer Data Privacy

Spectrum Brands is committed to maintaining consumer trust by protecting the privacy and security of consumer PII. Laws governing the collection and use of consumer PII vary by geography. These laws may apply to particular data types, kinds of consumers, types of data processing, or communication channels. If you work with consumer PII, you must ensure you adhere to all applicable laws and Spectrum Brand's Privacy Policy.

III. TRADEMARKS, COPYRIGHTS AND OTHER INTELLECTUAL PROPERTY

Trademarks

Our logos and the names "Spectrum Brands" and "Russell Hobbs" are examples of trademarks owned by Spectrum Brands or its subsidiaries. You must always properly use our trademarks and advise your supervisor or the General Counsel, or other individual designated by the General Counsel, of infringements by others. Similarly, the trademarks of third parties must be used properly.

Copyright Compliance

Works of authorship such as books, articles, drawings, computer software and other such materials may be covered by copyright laws. It is a violation of those laws and of Spectrum Brands' policies to make unauthorized copies of or derivative works based upon copyrighted materials. The absence of a copyright notice does not necessarily mean that the materials are not copyrighted.

Spectrum Brands licenses the use of much of its computer software from outside companies. In most instances, this computer software is protected by copyright. You may not make, acquire or use unauthorized copies of computer software. Any questions concerning copyright laws should be directed to the General Counsel, or other individual designated by the General Counsel.

Intellectual Property Rights of Others

It is Spectrum Brands' policy not to infringe upon the intellectual property rights of others. When using the name,

trademarks, logos or printed materials of another company, including any such uses on Spectrum Brands' websites, you must do so properly and in accordance with applicable law.

Computer and Communication Resources

Spectrum Brands' computer and communication resources, including computers, voicemail and e-mail, provide substantial benefits, but they also present significant security and liability risks to you and Spectrum Brands. It is extremely important that you take all necessary measures to secure your computer and any computer or voicemail passwords. All sensitive, confidential or restricted electronic information must be password protected, and, if sent across the Internet, must be protected by Spectrum Brands-approved encryption software. If you have any reason to believe that your password or the security of a Spectrum Brands computer or communication resource has in any manner been compromised, you must change your password immediately and report the incident to the Information Services Department.

When you are using Spectrum Brands resources to send e-mail, voicemail or to access Internet services, you are acting as a representative of Spectrum Brands. Any improper use of these resources may reflect poorly on Spectrum Brands, damage its reputation, and expose you and Spectrum Brands to legal liability.

All of the computing resources used to provide computing and network connections throughout the organization are the property of Spectrum Brands and are intended for use by Spectrum Brands employees in order to conduct Spectrum Brands' business. All e-mail, voicemail and personal files stored on Spectrum Brands computers are Spectrum Brands property. You should therefore have no expectation of personal privacy in connection with these resources.

You should not use Spectrum Brands' resources in a way that may be unlawful or disruptive or offensive to others. At all times when sending e-mail or transmitting any other message or file, you should not transmit comments, language, images or other files that you would be embarrassed to have read by any person. Remember that your "private" e-mail messages are easily forwarded to a wide audience. In addition, do not use these resources in a wasteful manner. Unnecessarily transmitting messages and other files wastes not only computer resources, but also the time and effort of each employee having to sort and read through his or her own e-mail.

Use of computer and communication resources must be consistent with all other Spectrum Brands policies, including those relating to harassment, privacy, copyright, trademark, trade secret and other intellectual property considerations.

Insider Trading

All directors, officers and employees of the Company should at all times comply with the Securities Holding and Trading Policy of the Company.

Responding to Inquiries from the Press, Analysts and Others

Spectrum Brands strives to provide clear and accurate public disclosures, which helps us maintain integrity in our relationships with the public and other external stakeholders, which in turn strengthens our corporate reputation. Because this is so important, Spectrum Brands has designated specific functions and individuals with responsibility for communicating with the media and financial analysts.

Spectrum Brands employees who are not official Spectrum Brands spokespersons should not speak with the press, securities analysts, other members of the financial community, or groups or organizations on Spectrum Brands' behalf or as a Spectrum Brands representative unless specifically authorized to do so by the Corporate Communications Department, a member of the Executive Committee or the General Counsel. Requests for financial or other information about Spectrum Brands from the media, the press, the financial community, shareholders or the public should be referred to the Investor Relations and/or Corporate Communications Departments. Requests for information from regulators or the government should be referred to the General Counsel, or other individual designated by the General Counsel.

IV. FAIR DEALING

Spectrum Brands depends on its reputation for quality, service and integrity. The way we deal with our customers, competitors and suppliers molds our reputation, builds long-term trust and ultimately determines our success. You should endeavor to deal fairly with Spectrum Brands' customers, suppliers, competitors and employees. We should not take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Antitrust and Competition Laws

While Spectrum Brands competes vigorously in all of its business activities, its efforts in the marketplace must be conducted in accordance with applicable antitrust and competition laws. While it is impossible to describe antitrust and competition laws fully in any code of business conduct, this Code will give you an overview of the types of conduct that are particularly likely to raise antitrust concerns. If you become aware of or suspect activities similar to those identified in the Code, you must immediately consult the for further guidance.

Conspiracies and Collaborations among Competitors

One of the primary goals of the antitrust laws is to promote and preserve each competitor's independence when making decisions on price, output, and other competitively sensitive factors. Some of the most serious antitrust offenses are agreements between competitors that limit independent judgment and restrain trade, such as agreements to fix prices, restrict output or control the quality of products, or to divide a market for customers, territories, products or purchases. You should not agree with any competitor on any of these topics, as these agreements are virtually always unlawful.

Even in the absence of formal contact, casual contact and exchange of information can create the appearance of an informal understanding between competitors. Be extremely cautious when interacting with competitors at these events. If a competitor attempts to discuss any of the prohibited topics with you in a trade association meeting, you must stop the conversation immediately, leave the meeting and report the incident to the General Counsel. Remember, unlawful agreements need not take the form of a written contract or even express commitments or mutual assurances. Courts can -- and do -- infer agreements based on "loose talk," informal discussions or the mere exchange between competitors of information from which pricing or other collusion could result. Any communication with a competitor's representative, no matter how innocuous it may seem at the time, may later be subject to legal scrutiny, and possibly form the basis for accusations of improper or illegal conduct. You should take care to avoid involving yourself in situations from which an unlawful agreement could be inferred.

Distribution Issues

Relationships with customers and suppliers can also be subject to a number of antitrust prohibitions if these relationships harm competition. While a company generally is allowed to decide independently that it does not wish to buy from or sell to a particular person, when such a decision is reached jointly with others, it may be unlawful, regardless of whether it seems commercially reasonable.

Other activities that may raise antitrust concerns are:

- discriminating in terms and services offered to customers where a company treats one customer or group of customers differently than another;
- tying arrangements where a customer or supplier is required, as a condition of purchasing one product, to also purchase a second, distinct product; and
- "predatory pricing," where a company offers a discount that results in the sales price of a product being below the product's cost (the definition of cost varies depending on the court), with the intention of sustaining that

price long enough to drive competitors out of the market.

Because these activities are prohibited under many circumstances, you should consult the Legal and Risk Mitigation Department before implementing any of them.

Penalties

Failure to comply with the antitrust laws could result in jail terms for individuals and/or large criminal fines and other monetary penalties for both Spectrum Brands and individuals. In addition, private parties may bring civil suits to recover three times their actual damages, plus attorneys' fees and court costs.

The antitrust laws are extremely complex. Because antitrust lawsuits can be very costly, even when a company has not violated the antitrust laws and is cleared in the end, it is important to consult with the General Counsel, or other individual designated by the General Counsel, before engaging in any conduct that even appears to create the basis for an allegation of wrongdoing. It is far easier to structure your conduct to avoid erroneous impressions than to have to explain your conduct in the future when an antitrust investigation or action is in progress. For that reason, when in doubt, consult the General Counsel, or other individual designated by the General Counsel, with your concerns.

Gathering Information about Spectrum Brands' Competitors

It is entirely proper for us to gather information about our marketplace, including information about our competitors and their products and services. However, there are limits to the ways that information should be acquired and used, especially information about competitors. In gathering competitive information, you should abide by the following guidelines:

- we must never attempt to acquire a competitor's trade secrets or other proprietary information through unlawful means, such as deception, theft, spying, misrepresentation, bribery, or other illegal or unethical means;
- if there is any indication that information was not lawfully received by the party in possession, you should refuse to accept it. If you receive any competitive information anonymously or that is marked confidential, you should not review it and must contact the Legal Department immediately;
- we must not request competitively sensitive information from family or friends about their employers, or new hires about their former employers. In addition, in most circumstances, you should also not ask for information directly from our competitors, as this can raise considerable legal risks;
- if a Spectrum Brands supplier or customer is also one of our competitors, you must not solicit confidential information from them in areas of competitive overlap without talking to the General Counsel, or other individual designated by the General Counsel, first. In addition, you must not ask them to share confidential information from their suppliers or customers; and
- the improper gathering or use of competitive information could subject you and Spectrum Brands to criminal and civil liability. When in doubt as to whether a source of information is proper, you should contact the General Counsel, or other individual designated by the General Counsel.

V. RESPONSIBILITY TO OUR PEOPLE

Respecting One Another

The way we treat each other, and our work environment, affects the way we do our jobs. All employees want and deserve a work place where they are respected and appreciated. Everyone who works for Spectrum Brands must contribute to the creation and maintenance of such an environment, and supervisors have a special responsibility to foster a workplace

that supports honesty, integrity, respect and trust.

Employee Privacy

We respect the privacy and dignity of all individuals. Spectrum Brands collects and maintains personal information that relates to your employment, including medical and benefit information. Special care is taken to limit access to personal information to Spectrum Brands personnel who have a need to know such information for a legitimate purpose. Employees who are responsible for maintaining personal information, and those who are provided access to such information, must not disclose private information in violation of applicable law or in violation of Spectrum Brands' policies.

Employees should not search for or retrieve items from another employee's workspace without prior approval of that employee or management. Similarly, you should not use communication or information systems to obtain access to information directed to or created by others without the prior approval of management, unless such access is part of your job function and responsibilities at Spectrum Brands.

Personal items, messages, or information that you consider to be private should not be placed or kept in telephone systems, computer or electronic mail systems, office systems, offices, work spaces, desks, credenzas or file cabinets. Spectrum Brands reserves all rights to inspect such systems and areas and to retrieve information or property from them when deemed appropriate in the judgment of management.

Equal Employment Opportunity and Nondiscrimination

Spectrum Brands is an equal opportunity employer in hiring and promoting practices, benefits and wages. We will not tolerate discrimination against any person on the basis of race, religion, color, gender, age, marital status, national origin, sexual orientation, citizenship, traits historically associated with race (including hair texture or type and protective hairstyles), Vietnam-era or disabled veteran status, HIV/AIDS status, gender identity, gender expression, disability (where the applicant or employee is qualified to perform the essential functions of the job with or without reasonable accommodation), or any other basis prohibited by law in recruiting, hiring, placement, promotion, or any other condition of employment.

Diversity and Inclusion

We seek to recruit, hire and retain the best talent from around the world, reflecting the markets and consumers we serve. Developing and retaining a diverse workforce provides us with a sustained competitive advantage. We recognize that a diverse mix of backgrounds, skills and experiences drives new ideas, products and services. This maximizes our ability to achieve our goals. You must treat all Spectrum Brands people, customers, suppliers and others with respect and dignity.

Sexual and Other Forms of Harassment

Spectrum Brands policy strictly prohibits any form of harassment in the workplace, including sexual harassment. Spectrum Brands will take prompt and appropriate action to prevent and, where necessary, discipline behavior that violates this policy.

Sexual harassment consists of unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when:

- submission to such conduct is made a term or condition of employment;
- submission to or rejection of such conduct is used as a basis for employment decisions; or

- such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, offensive or hostile work environment.

Forms of sexual harassment can include, but are not limited to, the following:

- verbal harassment, such as unwelcome comments, jokes, or slurs of a sexual nature;
- physical harassment, such as unnecessary or offensive touching, or impeding or blocking movement; and
- visual harassment, such as derogatory or offensive posters, cards, cartoons, graffiti, drawings or gestures.

Other Forms of Harassment

Harassment on the basis of other characteristics is also strictly prohibited. Under this policy, harassment is verbal, physical, or visual conduct that degrades or shows hostility or hatred toward an individual because of the individual's race, color, national origin, citizenship, religion, sexual orientation, marital status, age, mental or physical handicap or disability, veteran status or any other characteristic protected by law, which:

- has the purpose or effect of creating an intimidating, hostile, or offensive work environment;
- has the purpose or effect of unreasonably interfering with an individual's work performance; or
- otherwise adversely affects an individual's employment.

Harassing conduct includes, but is not limited to, the following: epithets, slurs, negative stereotyping, threatening, intimidating or hostile acts and written or graphic material that ridicules or shows hostility or aversion to an individual or group and that is posted on Spectrum Brands premises or circulated in the workplace.

Reporting Responsibilities and Procedures

If you believe that you have been subjected to harassment of any kind, you should promptly report the incident to your supervisor, the harasser's supervisor, or the Senior Vice President, Global Human Resources. If you feel comfortable doing so, you may also wish to confront the offender and state that the conduct is unacceptable and must stop. Complaints of harassment, abuse or discrimination will be investigated promptly and thoroughly and will be kept confidential to the extent possible. Spectrum Brands will not in any way retaliate against any employee for making a good faith complaint or report of harassment or participating in the investigation of such a complaint or report.

Spectrum Brands encourages the prompt reporting of all incidents of harassment, regardless of who the offender may be, or the offender's relationship to Spectrum Brands. This procedure should also be followed if you believe that a non-employee with whom you are required or expected to work has engaged in prohibited conduct. Supervisors must promptly report all complaints of harassment to the Senior Vice President, Global Human Resources.

Any employee who is found to be responsible for harassment, for ignoring evidence of harassment, for failing to report potential harassment, or for retaliating against any individual for reporting a claim of harassment or cooperating in an investigation, will be subject to disciplinary action, up to and including termination of employment.

Remember that, regardless of legal definitions, Spectrum Brands expects employees to interact with each other in a professional and respectful manner.

Safety in the Workplace

The safety and security of employees is of primary importance. You are responsible for maintaining our facilities free from recognized hazards and obeying all Spectrum Brands safety rules. Employees are to immediately report any unsafe

working conditions and are prohibited from working on any unsafe or broken equipment. Working conditions should be maintained in a clean and orderly state to encourage efficient operations and promote good safety practices.

Weapons and Workplace Violence

No employee may bring firearms, explosives, incendiary devices or any other weapons into the workplace or any work-related setting, regardless of whether or not employees are licensed to carry such weapons. Similarly, Spectrum Brands will not tolerate threats or any level of violence in the workplace or in any work-related setting. Violations of this policy must be referred to your supervisor or a Human Resources Business Partner immediately. Threats or assaults that require immediate attention should be reported to Security or the police at 911.

Drugs and Alcohol

Spectrum Brands intends to maintain a drug-free work environment. Except at approved Spectrum Brands functions, you may not use, possess or be under the influence of alcohol on Spectrum Brands' premises.

You cannot use, sell, attempt to use or sell, purchase, possess or be under the influence of any illegal drug or controlled substance on Spectrum Brands' premises, or while performing Spectrum Brands business on or off the premises.

Child, Forced, or Compulsory Labor and Physical Abuse

Spectrum Brands forbids the use of child, forced, or compulsory prison labor in any of our global operations or facilities, and will not tolerate exploitation of children, physical punishment or abuse, or involuntary servitude. Spectrum Brands fully respects all applicable laws establishing a minimum age for employment, in order to support the effective abolition of child labor worldwide and does not permit workers under the age of 18 to perform work on Spectrum Brands' behalf, unless local law allows otherwise. You must not do anything to violate these principles.

Wage and Hour Practices

Spectrum Brands follows all applicable wage and hour laws, including minimum wage, overtime and maximum hour rules. You must never require an employee to violate these laws (e.g., require an employee to illegally work unpaid overtime).

Freedom of Association

Spectrum Brands respects every employee's right to choose to join or not to join a trade union, or to have recognized employee representation in accordance with applicable law. You must not violate these employee rights.

Suppliers

Spectrum Brands requires all suppliers to abide by the Company's Supplier Code of Conduct.

VI. INTERACTING WITH GOVERNMENTS

Prohibition on Gifts to Government Officials and Employees

The various branches and levels of government have different laws restricting gifts, including meals, entertainment, transportation and lodging that may be provided to government officials and government employees. You are prohibited from providing gifts, meals or anything of value to government officials or employees or members of their families without prior written approval from the General Counsel.

Political Contributions and Activities

Laws of certain jurisdictions prohibit the use of Spectrum Brands funds, assets, services, or facilities on behalf of a

political party or candidate. Payments of corporate funds to any political party, candidate or campaign may be made only if permitted under applicable law and approved in writing and in advance by the General Counsel.

Your work time may be considered the equivalent of a contribution by Spectrum Brands. Therefore, you will not be paid by Spectrum Brands for any time spent running for public office, serving as an elected official, or campaigning for a political candidate. Nor will Spectrum Brands compensate or reimburse you, in any form, for a political contribution that you intend to make or have made.

Lobbying Activities

As a corporate citizen, Spectrum Brands often takes a position on issues of public policy that could impact our business. Spectrum Brands may also engage in efforts to affect legislation or government policy. However, regulations on Spectrum Brands activities in this area vary around the globe. Therefore, only certain individuals within Spectrum Brands may engage in lobbying efforts on Spectrum Brand's behalf. You must not contact a government official in an attempt to influence legislation or government policy on behalf of Spectrum Brands unless your efforts have been approved by the General Counsel, or other individual designated by the General Counsel. The Honest Leadership and Open Government Act ("HLOGA") is a United States law that imposes criminal liabilities for violating U.S. Congressional gift rules. All Spectrum Brands employees everywhere in the world (whether or not engaged in lobbying) must comply with HLOGA.

You must notify the General Counsel, or other individual designated by the General Counsel, before engaging in any activity on behalf of Spectrum Brands that might be considered "lobbying" as described above.

Bribery of Foreign Officials

Spectrum Brands' policy, the U.S. Foreign Corrupt Practices Act (the "FCPA"), and the laws of many other countries prohibit Spectrum Brands and its officers, employees and agents from giving, or offering to give, money or anything of value to a foreign official, a foreign political party, a party official or a candidate for political office in order to influence official acts or decisions of that person or entity, to obtain or retain business, or to secure any improper advantage. A foreign official is an officer or employee of a government or any department, agency, or instrumentality thereof, or of certain international agencies, such as the World Bank or the United Nations, or any person acting in an official capacity on behalf of one of those entities. Officials of government-owned corporations are considered to be foreign officials.

Payments need not be in cash to be illegal. The Foreign Corrupt Practices Act ("FCPA") prohibits giving or offering to give "anything of value." Over the years, many non-cash items have been the basis of bribery prosecutions, including travel expenses, golf outings, automobiles, and loans with favorable interest rates or repayment terms. Indirect payments made through agents, contractors, or other third parties are also prohibited. Employees may not avoid liability by "turning a blind eye" when circumstances indicate a potential violation of the FCPA.

The FCPA does allow for certain permissible payments to foreign officials. Specifically, the law permits "facilitating" payments, which are payments of small value to effect routine government actions such as obtaining permits, licenses, visas, mail, utilities hook-ups and the like. However, determining what is a permissible "facilitating" payment involves difficult legal judgments. Therefore, employees must obtain permission from the General Counsel, or other individual designated by the General Counsel, before making any payment or gift thought to be exempt from the FCPA.

Preventing Money Laundering

Money laundering is an attempt by individuals or organizations to hide the proceeds of their crimes by making those proceeds look legitimate. Money laundering is against the law and contrary to our values. Our approved payment and sales practices are designed to ensure Spectrum Brands' resources are not used to violate these laws. They must be followed for all purchases of goods and services, and for all sales. You must be vigilant and exercise good judgment when

dealing with unusual customer transactions, including requests to make payment to, or receive payment from a different company from the one Spectrum Brands is buying from or selling to.

Imports and Exports

Spectrum Brands operates globally and has to comply with special laws and regulations for the import and export of products and technical data. Exports can include the physical movement of a product, software, equipment, technology or piece of information to another country. An export can also occur when technology, technical information, service or software is disclosed or provided to a citizen of another country, regardless of where the person is located. Before engaging in any type of export, you must verify the eligibility of both the location of delivery and the recipient. You also must obtain the required licenses and permits, accurately complete the required documentation and pay the proper duties. Imports, or bringing goods into another country, are also subject to various laws and regulations.

Work on Government Contracts

Many countries place strict legal requirements on companies that do business with the government. When selling to, negotiating with or working with government customers, it is critical that you abide by these requirements. These rules are often much stricter and more complex than those that govern Spectrum Brands' sales to commercial customers. If your work involves government contracts, you must know and follow the particular rules that apply to your work.

Boycotts and Restricted Countries

Economic sanctions and trade embargoes are tools used by governments to further various foreign policy and national security objectives and they can change frequently and on short notice. If you are unsure whether a transaction complies with applicable sanctions, you should contact the General Counsel, or other individual designated by the General Counsel. Various governments have enacted laws that prohibit companies from participating in or cooperating with any international boycott that the government does not approve. If you receive a request to participate with an international boycott, you must immediately report the request to the General Counsel, or other individual designated by the General Counsel.

VII. PROTECTING THE ENVIRONMENT AND SAFETY OF SPECTRUM BRANDS PRODUCTS

Protecting the Environment

Spectrum Brand's goal is to meet or exceed all applicable environmental laws, regulations and permit conditions, and to use environmentally sound practices to ensure protection of the environment. Environmental regulations may include rules governing the use, control, transportation, storage and disposal of regulated materials that may reach the environment as a part of wastewater, air emissions, solid waste, hazardous waste or uncontained spills. You must understand and comply with health, safety and environmental regulations in your daily activities.

Ensuring Product Quality and Safety

Product quality and safety are of the utmost importance to Spectrum Brands. Our customers choose Spectrum Brands because we provide products of superior quality and value that improve the lives of the world's consumers. We must do our part to ensure that: Spectrum Brands meets or exceeds the applicable legislative and regulatory requirements. You must be aware of and follow Spectrum Brands' policies and procedures designed to protect the quality and safety of Spectrum Brands' products. You must be aware that Spectrum Brands may sometimes have a legal duty to report a product(s) to regulators where a substantial safety issue may potentially exist and that you must, as appropriate, escalate such issues to Product Safety Leaders and the Division's Safety Committee in accordance with the Spectrum Brands Corporate Product Safety and Recall Policy.

VIII. IMPLEMENTATION OF THE CODE

Responsibilities

While each of us is individually responsible for putting the Code to work, we need not go it alone. In doing so, Spectrum Brands has a number of resources, people and processes in place to answer our questions and guide us through difficult decisions.

Copies of this Code are available on Spectrum Brands' Intranet.

Seeking Guidance

This Code cannot provide definitive answers to all questions. If you have questions regarding any of the policies discussed in this Code, or if you are in doubt about the best course of action in a particular situation, you should seek guidance from your supervisor, the Senior Vice President, Global Human Resources, the General Counsel or the other resources identified in this Code. This Code will be interpreted and enforced by Spectrum Brands, which shall be the final authority with respect to interpreting and enforcing this Code.

Reporting Violations

If you know of or suspect a violation of applicable laws or regulations, the Code, or Spectrum Brands' related policies, you may report that information to your supervisor, the General Counsel or the helpline discussed below. *No one will be subject to retaliation because of a good faith report of suspected misconduct.*

The Helpline

As previously mentioned, Spectrum Brands has a 24-hour helpline, 1-866-384-4277, and website, <https://secure.ethicspoint.com/domain/media/en/gui/7424/index.html>, which you can use to report violations of Spectrum Brands' policies or to seek guidance on those policies. You may report suspected violations to or ask questions of the helpline anonymously; however, providing your name may expedite the time it takes Spectrum Brands to respond to your call, and it also allows Spectrum Brands to contact you if necessary during any investigation. Either way, you should treat the information that you provide as confidential. Spectrum Brands will not in any way retaliate against any individual for making a good faith complaint or report or for participating in the investigation of such a complaint or report.

Investigations of Suspected Violations

All reported violations will be promptly investigated and treated confidentially to the extent possible. It is imperative that reporting persons not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal issues and acting on your own may compromise the integrity of an investigation and adversely affect both you and Spectrum Brands.

Discipline for Violations

Spectrum Brands intends to use every reasonable effort to prevent the occurrence of conduct not in compliance with its Code and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Spectrum Brands personnel who violate this Code and other Spectrum Brands policies and procedures may be subject to disciplinary actions, up to and including termination of employment.

Waivers of the Code

Spectrum Brands will waive application of the policies set forth in this Code only where circumstances warrant granting a waiver, and then only in conjunction with any appropriate monitoring of the particular situation. Waivers of the Code for directors and executive officers may be made only by the Board as a whole or the Audit Committee.

No Rights Created

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of Spectrum Brands' business. It is not intended to and does not create any rights in any employee, client, supplier, competitor, shareholder or any other person or entity, nor does it, in any way, constitute an employment contract or an assurance of continued employment.

Remember

Ultimate responsibility to assure that we as a Company comply with the many laws, regulations and ethical standards affecting our business rests with each of us. You must become familiar with and conduct yourself strictly in compliance with those laws, regulations and standards and Spectrum Brands' policies and guidelines pertaining to them. *If you have questions, ask them; if you have ethical concerns, please raise them; if you feel uncomfortable, seek advice.*

Note that this is a policy of Spectrum Brands, its subsidiaries and controlled affiliates, and the rights and obligations are applicable to the persons identified herein. Nothing in this Code grants any person other than Spectrum Brands the benefit of any rights or privileges, which belong solely to Spectrum Brands.

Timeliness of Response/Review

It is the intent of Spectrum Brands Holdings, Inc. to ensure compliance with this Code and all appropriate business procedures as quickly and efficiently as possible. In the event the particular claim or situation requires further analysis or internal review, the timing will be adjusted accordingly.

Policy Compliance

Any employee who violates this Code may be subject to disciplinary action, up to and including termination of employment. Additionally, violations of this Code may result in criminal prosecution, reimbursement of expenses incurred as a result of the violation, and additional legal action. Any employee who has concerns or issues complying with this Code should immediately contact the General Counsel, or other individual designated by the General Counsel, prior to taking any further actions. The General Counsel, or other individual designated by the General Counsel, will evaluate the situation and decide what corrective actions are required, if any.

If compliance with this Code is not feasible or technically possible, or if deviation is necessary to support a business function, users can submit requests for exception to this Code in writing to the General Counsel, or other individual designated by the General Counsel, for review. Exceptions to this Code are reviewed based on operational constraints, technical limitations, legal requirements or other issues. Exemptions from this Code will be permitted only if approved in advance and in writing by the General Counsel.

Contact Information

Spectrum Brands, Inc.
Attn: General Counsel
3001 Deming Way
Middleton, WI 53562

Related Information

Spectrum Brands Documents:

None

Other Documents:

Corporate Product Safety and Recall Policy
Privacy Policy
Supplier Code of Conduct
Securities Holding and Trading Policy
Sexual or Other Harassment Policy
Workplace Environment Policy

Related Links:

None

Revision History

Enter a list of revisions that have been made to the Code (if applicable).

July 2012	Last known version posted to website and intranet.
April 2016	Updated to Policy Committee template.
Jan. 2020	Updated to update language, include additional topics for inclusion in the Code, and change General Counsel.
March 2021	Updated to product safety section.

Responsible Executive



Ehsan Zargar, Executive Vice President, General Counsel & Corporate Secretary

Spectrum Brands Holdings, Inc.
Code of Business Conduct and Ethics Acknowledgment

I have received and read Spectrum Brands Holdings, Inc.'s Code of Business Conduct and Ethics (the "Code"), and I understand its contents. I agree to comply fully with the standards, policies and procedures contained in the Code and the related policies and procedures of Spectrum Brands Holdings, Inc. I understand that I have an obligation to report any suspected violations of the Code that I am aware of. I acknowledge that the Code is a statement of policies for business conduct and does not, in any way, constitute an employment contract, an assurance of continued employment, or any other rights or privileges.

Printed Name

Signature

Date