



## CODE OF ETHICS FOR THE PRINCIPAL EXECUTIVE OFFICER AND SENIOR FINANCIAL OFFICERS

**Category:** Corporate Compliance

**Date Established:** 01/01/2015

**Responsible Department:** Legal and Risk Mitigation

**Date Last Revised:** January 2020

**Responsible Executive:** General Counsel

**Date Posted to SPB Library:** January 2020

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### Summary

This is a Sarbanes-Oxley-required policy for senior finance and accounting officers. It supplements and expands upon certain provisions of the Code of Business Conduct and Ethics, relating to disclosures in Securities and Exchange Commission ("SEC") filings, conflicts of interest, and whistle-blowing on financial or accounting issues.

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### Policy

Spectrum Brands Holdings, Inc. and its controlled affiliates and subsidiaries as a whole ("Spectrum Brands" or the "Company") is committed to full and accurate financial disclosure in compliance with applicable laws, rules and regulations, and to maintaining its books and records in accordance with applicable accounting policies, laws, rules and regulations. This Code of Ethics for the Principal Executive Officer and Senior Financial Officers (this "Code of Ethics"), applicable to the Company's Chief Executive Officer, and Chief Financial Officer, business segment Chief Financial Officers and head of Corporate Accounting (together, "Senior Financial Officers"), sets forth specific policies to guide the Company's Senior Financial Officers in the performance of their duties. As Senior Financial Officers, you perform a task that is critical to the Company. This Code of Ethics is designed to assist you in that task.

The Spectrum Brands Holdings, Inc.'s Code of Business Conduct and Ethics, which this Code of Ethics is intended to supplement, sets forth the fundamental principles and key policies and procedures that govern the conduct of all Company employees. You are bound by the requirements and standards set forth in the Code of Business Conduct and Ethics, as well as those set forth in this Code of Ethics and other applicable policies and procedures. In the event any provision of this Code of Ethics conflicts with any other Company policy or any applicable federal or state regulations, the applicable then-current regulations and stricter rule will always apply.

### Compliance with Rules and Regulations

Spectrum Brands is committed to conducting its business in accordance with all applicable laws, rules and regulations and in accordance with the highest standards of business ethics. As a Senior Financial Officer, you must not only comply with applicable laws; you also have leadership responsibilities that include creating a culture of high ethical standards and commitment to compliance.

### Conflicts of Interest

In order to maintain the highest degree of integrity in the conduct of Spectrum Brands' business and 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 the Company. A conflict of interest occurs when your private interests interfere in any way, or appear to interfere, with the interests of the Company as a whole. You should conduct the Company's business in an honest and ethical manner, and never act in a manner that could cause you to lose your independence and objectivity.

Although we cannot list every conceivable conflict, the following are some common examples that could potentially be actual or apparent conflicts of interest:

- you or a member of your family has an ownership interest in, is employed by or serves as a director of an entity that competes with Spectrum Brands, does business with Spectrum Brands or any of its subsidiaries, such as a customer, client, supplier or business partner, or is a recipient of charitable contributions made by Spectrum Brands or any of its subsidiaries;
- you or a member of your family participates in a joint venture, partnership or other business arrangement or investment with Spectrum Brands or any of its subsidiaries, or that you learned of from a competitor, customer, client or supplier of Spectrum Brands or any of its subsidiaries through the use of Company property or information or your position in the Company; or
- you or a member of your family receives improper personal benefits as a result of your position with the Company.

Before making any investment, accepting any position or benefits or participating in any transaction or business arrangement that creates or appears to create a conflict of interest, you must obtain the written approval of the Audit Committee of the Board of Directors (the “Audit Committee”). 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 that is listed on a national or international securities exchange.

#### **Disclosures in Periodic Reports**

As a public company, Spectrum Brands is required to file various periodic reports with the SEC. It is Spectrum Brands’ policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all required periodic reports.

#### **Compliance with the Code of Ethics**

If you have questions about this Code of Ethics, you should seek guidance from the Company’s General Counsel. If you know of or suspect a violation of applicable laws or regulations or the Code of Ethics, you must immediately report that information to the General Counsel or the Audit Committee. No one will be subject to retaliation because of a good faith report of suspected misconduct.

#### **Waivers of the Code**

Spectrum Brands may waive application of the policies set forth in this Code of Ethics only when circumstances warrant granting a waiver, and then only in conjunction with any appropriate monitoring of the particular situation. Changes in and waivers of this Code of Ethics may be made only by the Board of Directors or the Audit Committee and will be disclosed as required under applicable law and regulations.

#### **No Rights Created**

This Code of Ethics is a statement of the fundamental principles and key policies and procedures that govern the Senior Financial Officers in the conduct of Spectrum Brands’ business. It is not intended to and does not constitute an employment contract or assurance of continued employment, and does not create any rights in any employee, client, supplier, competitor, shareholder or any other person or entity.

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#### **Timeliness of Response/Review**

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It is the intent of Spectrum Brands Holdings, Inc. to ensure compliance with this Code of Ethics 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.

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### **Policy Compliance**

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Any employee who violates this Code of Ethics may be subject to disciplinary action, up to and including termination of employment. Additionally, violations of this policy 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 of Ethics 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 policy is not feasible or technically possible, or if deviation is necessary to support a business function, users can submit requests for exception to this policy in writing to the General Counsel, or other individual designated by the General Counsel, for review. Exceptions to this policy are reviewed based on operational constraints, technical limitations, legal requirements or other issues. Exemptions from this policy will be permitted only if approved in advance and in writing by the General Counsel, or other individual designated by the General Counsel.

Note that this is a policy of the Company, its subsidiaries and controlled affiliates, and the rights and obligations are applicable to the persons identified herein. This Policy will be interpreted and enforced by the Company, which shall be the final authority with respect to interpreting and enforcing this Policy. Nothing in this Policy grants any person other than the Company the benefit of any rights or privileges, which belong solely to the Company.

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### **Contact Information**

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

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### **Related Information**

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#### **Spectrum Brands Documents:**

Code of Business Conduct & Ethics

#### **Other Documents:**

None

#### **Related Links:**

None

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### **Revision History**

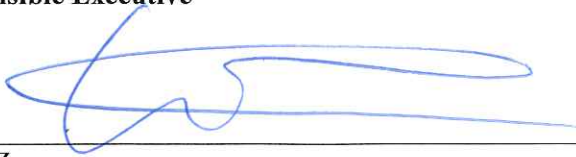
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Enter a list of revisions that have been made to the policy (if applicable).

<b>July 2012</b>	-	Last known version posted to the website and intranet.
<b>April 2016</b>	-	Updated to policy committee template.
<b>January 2020</b>	-	Updated language and signatory

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**Responsible Executive**



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Ehsan Zargar  
Executive Vice President, General Counsel & Corporate Secretary

**ACKNOWLEDGMENT FORM**

I have received and read the Code of Ethics for the Principal Executive Officer and Senior Financial Officers (the “Code of Ethics”), and I understand its contents. I agree to comply fully with the standards, policies and procedures contained in the Code of Ethics and the related policies and procedures of Spectrum Brands Holdings, Inc. I understand that I have an obligation to report to the General Counsel of the Company or the Audit Committee of the Board of Directors any suspected violations of the Code of Ethics that I am aware of. I certify that, except as fully disclosed in accordance with the terms of this Code of Ethics, I have not engaged in any transactions or activities that would constitute an actual or apparent conflict with the interests of the Company. I further certify that, except as noted below, I am otherwise in full compliance with the Code of Ethics and any related policies and procedures:

\_\_\_\_\_  
Printed Name

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Signature

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Date