

Spectrum
Brands

Spectrum Brands: Key Highlights

December 2020

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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 2020. 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.

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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 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 Plan), 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 their most recently filed Annual Report on Form 10-K and subsequent Quarterly Report(s) 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 Measurements



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 growth is calculated by comparing organic net sales to net sales in the prior year. 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. 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 meet 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. For the three and twelve month periods ended September 30, 2020, the normalized ongoing effective tax rate was 25.0%.

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 ongoing 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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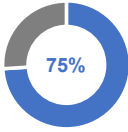
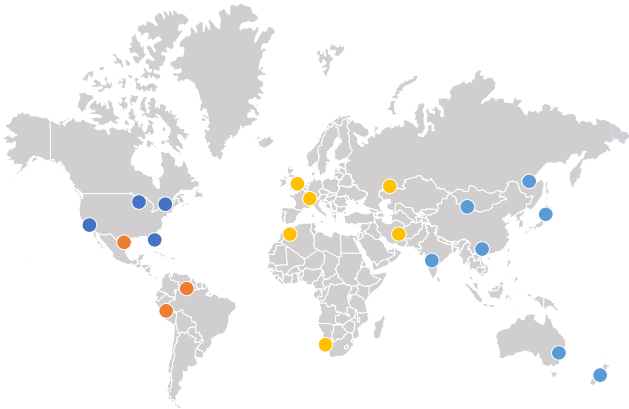
Who is Spectrum Brands

Global Business With a Diverse Portfolio of Leading Home Essentials Brands

Diversified Business

Segment	% of FY20 Net Sales	FY20 Adjusted EBITDA Margin	% of FY20 Adjusted EBITDA ¹	Market Leading Brands	Top Brands Expected to Contribute ~81% of FY20 Revenue
Hardware & Home Improvement (HHI)	34%	19%	41%	<ul style="list-style-type: none"> #1 in U.S. residential and luxury security #1 in U.S. builders' hardware #1 in Canada residential security 	BALDWIN Pfister National Hardware Kwikset WEISER
Home & Personal Care (HPC)	28%	8%	15%	<ul style="list-style-type: none"> #1 brand in indoor grills worldwide #1 brand in toaster ovens, garment care in U.S. #1 brand in kitchen / home products in UK #1 hair appliance brand in Europe, Australasia, and several Latin American markets 	BLACK+DECKER REMINGTON Russell Hobbs
Global Pet Care (GPC)	24%	18%	27%	<ul style="list-style-type: none"> #1 in aquatics #1 in dog chews #1 in pet grooming #1 in pet stain & odor 	DreamBones Healthy Hide SmartBones TetraO 3 in 1
Home & Garden (H&G)	14%	20%	17%	<ul style="list-style-type: none"> #1 in outdoor insect control #1 in mosquito area repellents #1 in bed bug control 	Hot Shot Critter Spectracide

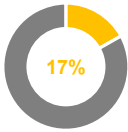
Global Footprint



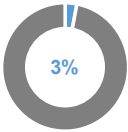
North America (\$2,973mm²)



Latin America (\$198mm²)



Europe (\$674mm²)



Asia-Pacific (\$118mm²)

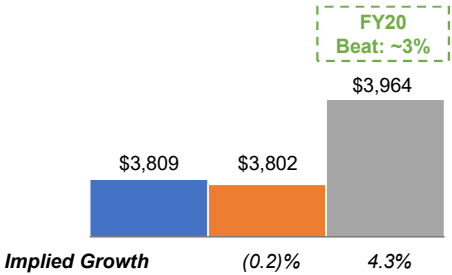
Source: Company Filings
¹ Adjusted EBITDA excludes ~(\$52)mm related to Corporate. ² FY20 Net Sales per Geography.

Financial Snapshot

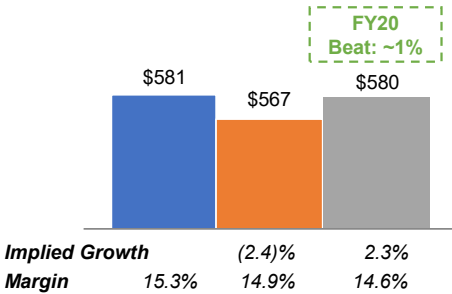
Returning Momentum to the Business | (\$ mm)

Stronger Financial Performance

Net Sales¹



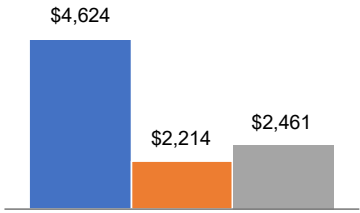
Adj. EBITDA²



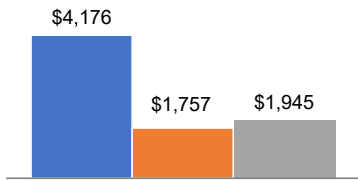
FY2018 FY2019 FY2020

More Moderate Leverage Profile

Total Debt



Net Debt



Growing Stock Price



Source: Company filings, CapIQ, Wall Street Research as of 13-Nov-2020, Eikon, IBES
 Note: Based on SPB's 30-Sep FYE. ¹ IBES estimate: \$3,826. ² IBES estimate: \$570.

Spectrum's Evolution

Spectrum Brands is at a Key Inflection Point in the Business

After Years of Working Through Challenges...

- Lower organic growth across brands driven by insufficient capital allocation to innovation and marketing
- Operational missteps leading to pressure on margins and financial performance
- Highly levered
- Non-core assets creating volatility (Batteries and Auto Care)

...Spectrum has Refocused to Generate Stable, Strong Returns

- ✓ High priority on reinvestment in innovation and marketing for the four core segments to produce long-term organic returns
- ✓ Global Productivity Improvement Program improves operational efficiencies and results in at least \$150 million of total, gross savings over the life of the program, leading to higher margins and free cash flow generation
- ✓ Deleveraging balance sheet with ample liquidity
- ✓ Divested non-core assets, resulting in a focused portfolio of home essentials brands with long-standing retailer relationships

Spectrum's Momentum

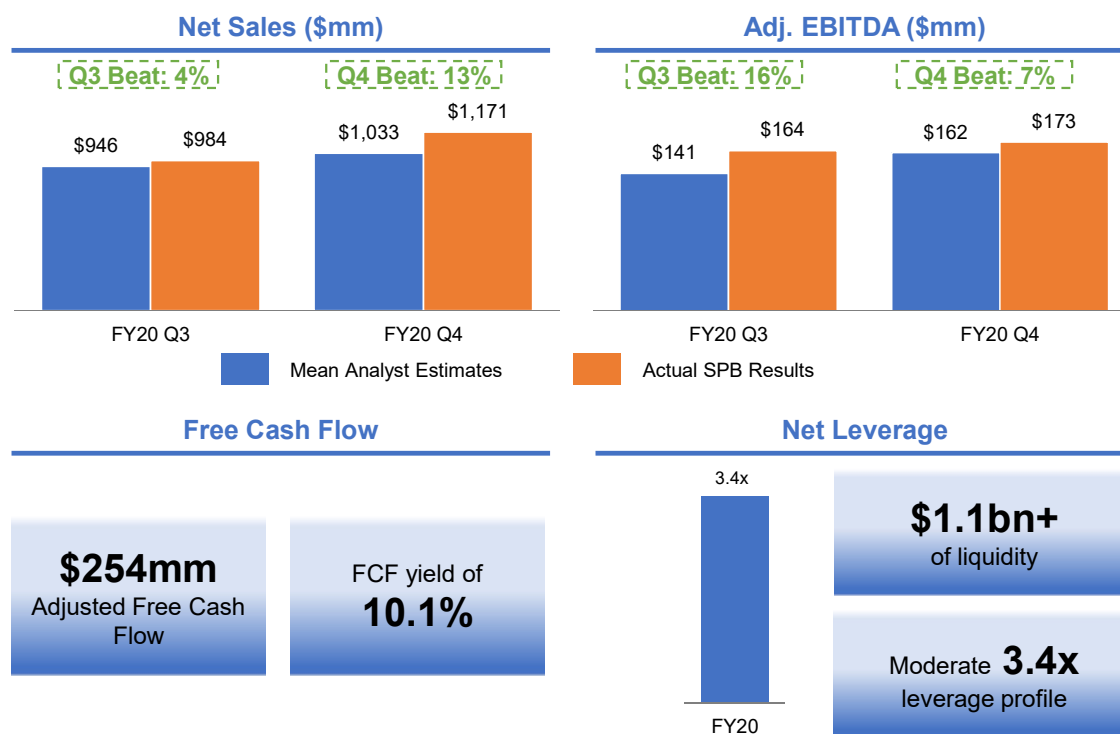


Laser Focus on Key Initiatives Resulting in Outsized Growth across Key Metrics, Reflecting Vitality, Resilience, and Operational Excellence across All Segments

FY20 Key Results

- Fourth Quarter Organic Net Sales +17.1%, reflecting **strong growth across all business units**
 - Top line results reflect elevated demand levels, with strong POS and improved output, providing evidence of the company's quick recovery from COVID-19 related supply disruptions experienced earlier in the year
- Q4 2020 Operating Income and Adjusted EBITDA increased, driven by **strong volumes and gross margins improvement** of +240bps
 - Full year Operating Income of \$243mm and Adjusted EBITDA of \$580mm
- Strong balance sheet with ample liquidity**
 - Net leverage improved to 3.4x at the end of the fiscal fourth quarter from 3.95x at the end of the previous quarter
- Positive Fiscal 2021 Outlook
 - Expecting 3-5% reported net sales growth
 - Adjusted EBITDA is expected to increase mid single-digits
 - Adjusted FCF is expected to be between \$250mm-\$270mm, as SPB rebuilds inventory levels and addresses other working capital needs for the next year

Historical Performance

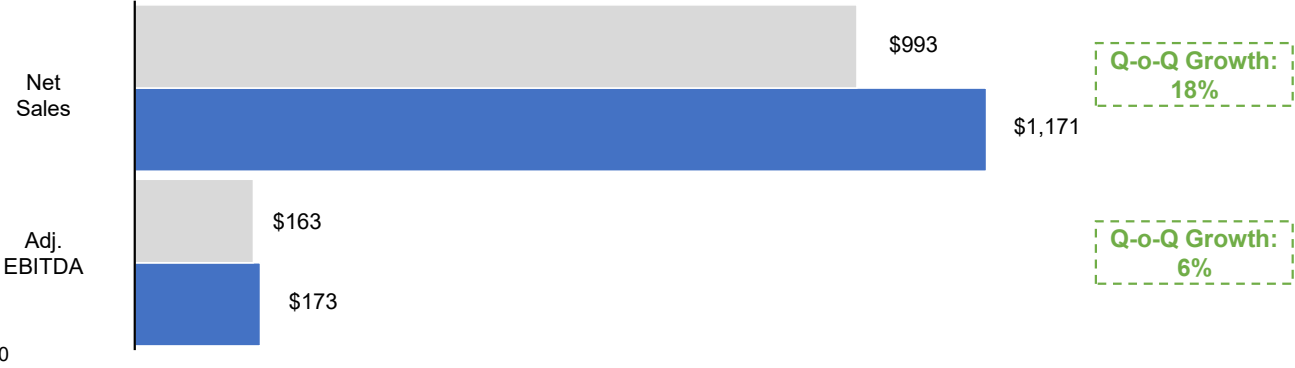


Source: Company Filings, Eikon
Note: Outlook as of November 13, 2020

Snapshot of Recent Quarterly Results

SPB Experienced Material Growth Q4 2020 vs Q4 2019 Supported by Strong Momentum in the Business

Spectrum Brands



Key Takeaways

Net sales growth across all business units:

- HHI +18.9%
- HPC +5.8%
- Global Pet Care +21.6%
- Home and Garden +37.8%

Adjusted EBITDA was driven by strong volumes and improved gross margins.

Pro forma adjusted¹ EBITDA of \$190M grew 16.7%

Q4 Net Sales beat analyst estimates by 13%

Q4 Adj. EBITDA beat analyst estimates by 7%

Source: Company Filings
¹ Adjusted EBITDA now includes a change to annual incentive compensation program, which negatively impacts comparability by \$17M in Q4 and full year 2020.

Q4 Highlights by Segment

Tremendous Top-Line Growth in Q4 2020 vs. Q4 2019

Hardware and Home Improvement (HHI)



(\$mm)	Q4 FY19	Q4 FY20	Year-over-Year Change
Net Sales	\$ 365	\$ 434	19%
Adj. EBITDA	\$ 78	\$ 100	29%

HHI Key Takeaways

- **Organic net sales increased 18.7%**, with strong POS and improved shipments
- **Adjusted EBITDA increased 29.0%**, primarily driven by positive volumes, as well as productivity improvements, favorable mix and pricing, partially offset by higher tariff and COVID-19 related costs
- Expect to materially reduce the backlog by the end of the Q1 2021

Home and Personal Care (HPC)



(\$mm)	Q4 FY19	Q4 FY20	Year-over-Year Change
Net Sales	\$ 286	\$ 302	6%
Adj. EBITDA	\$ 29	\$ 23	(23)%

HPC Key Takeaways


- Net sales were driven by **growth in both small appliances and personal care categories**
- Q4 represented the **fifth consecutive quarter of year-over-year top line growth**
- Adjusted EBITDA down due to **higher advertisement and promotional investments**, tariff and legal costs, partially offset by improved productivity and higher volumes
- Our focus in 2021 will remain on **consumer-led, insight driven products, and brand investments**

Source: Company Filings

Q4 Highlights by Segment

Tremendous Top-Line Growth in Q4 2020 vs. Q4 2019

Global Pet Care (GPC)




(\$mm)	Q4 FY19	Q4 FY20	Year-over-Year Change
Net Sales	\$ 229	\$ 278	22%
Adj. EBITDA	\$ 42	\$ 50	20%

GPC Key Takeaways

- **Top-line growth** was driven by both aquatic and companion animal categories
- **Higher adjusted EBITDA** was driven by volume growth, productivity improvements and pricing
- **Eighth consecutive quarter of year-over-year top-line and sixth consecutive quarter of bottom-line growth**
- We plan to continue to **build our worldwide market leadership position** in our core categories of Aquatics; Dog Chews; Pet Grooming and Pet Stain & Odor

Home & Garden (H&G)



(\$mm)	Q4 FY19	Q4 FY20	Year-over-Year Change
Net Sales	\$ 113	\$ 156	38%
Adj. EBITDA	\$ 20	\$ 32	61%

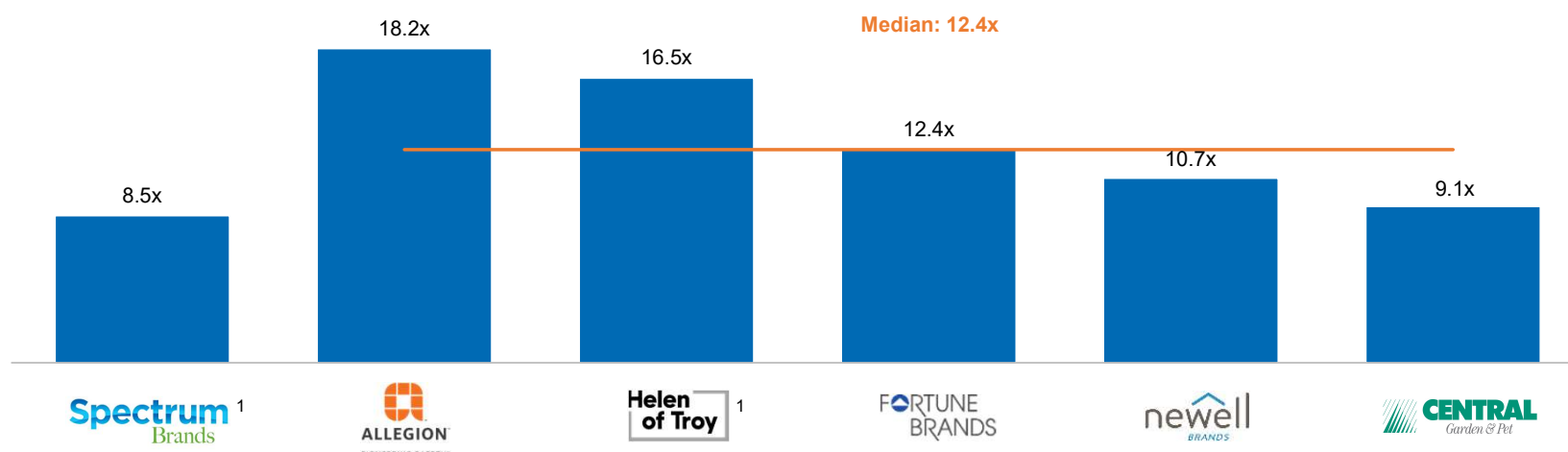
H&G Key Takeaways

- **Topline growth across controls, household insecticides and repellents** benefited from strong point of sale and replenishment as retailers supported the extended selling season
- **Adjusted EBITDA increase** was driven by higher volumes, pricing, and productivity
- **The fundamentals in this business remain strong** with solid profitability and high barriers to entry

Peer Benchmarking

Spectrum is Trading at 8.5x, An Attractive Entry Point Relative to Its Peer Median of 12.4x and a Discount to Its Historical Multiple Range of 9.0x – 10.0x

NTM EV/EBITDA Multiple

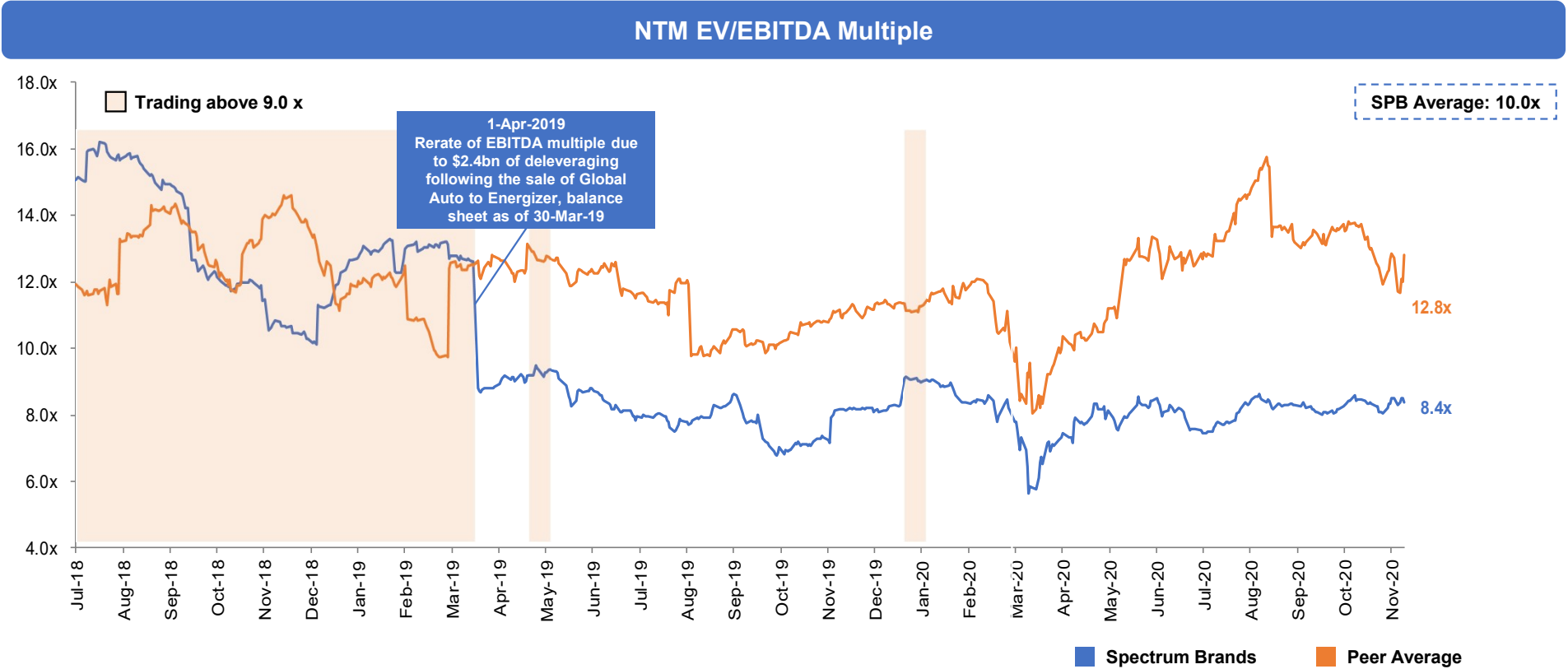


	Spectrum Brands ¹	ALLEGION PIONEERING SAFETY™	Helen of Troy ¹	FORTUNE BRANDS	newell BRANDS	CENTRAL Garden & Pet
'20E-'22E Sales Growth	3.6 %	2.4 %	8.5 %	7.6 %	2.0 %	0.9 %
'20E-'22E EBITDA Growth	4.8 %	3.1 %	10.9 %	11.2 %	5.3 %	0.0 %
2020E EBITDA Margin	14.6 %	23.6 %	16.9 %	16.4 %	14.0 %	9.4 %
Dividend Yield	2.5 %	1.1 %	0.0 %	1.2 %	4.2 %	0.0 %
LTM Free Cash Flow Yield	8.5 %	3.7 %	5.2 %	5.9 %	19.5 %	10.0 %
Net Leverage	3.4 x	1.6 x	0.5 x	1.7 x	4.0 x	0.2 x

Source: Company Filings, Bloomberg, Capital IQ, IBES as of 04-Dec-2020
¹ FY2020 Actuals utilized.

Historical Valuation Multiple

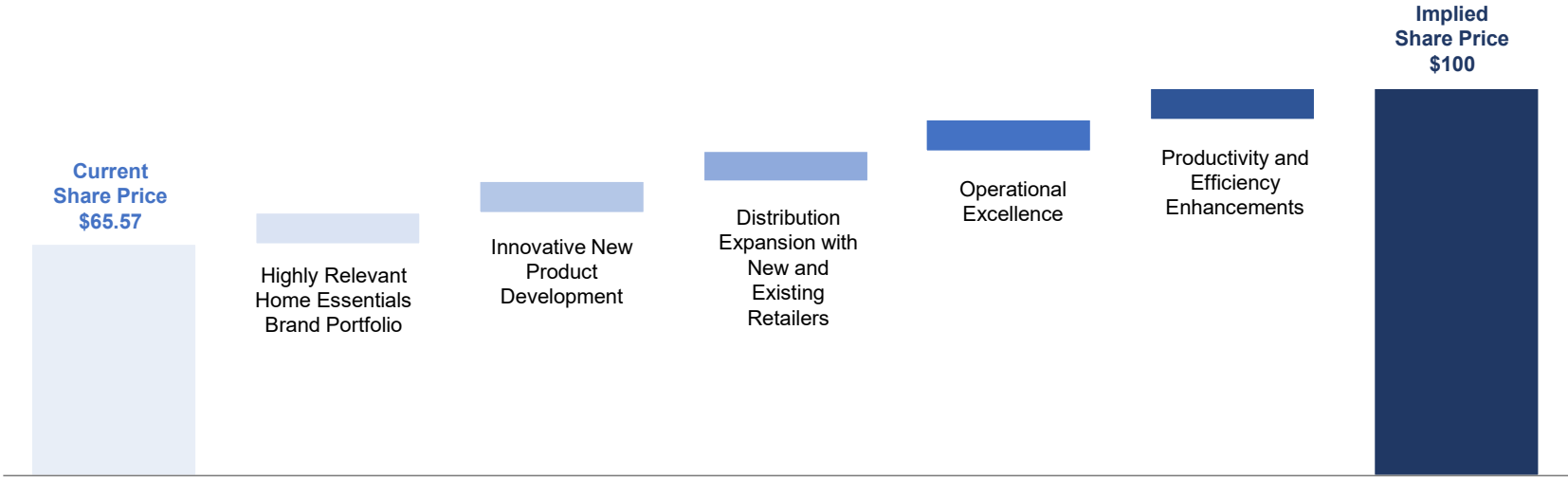
Spectrum Brands has A Strong Track Record of Trading above 9.0x – 10.0x



Source: Bloomberg, Company websites, Capital IQ and IBES as of 13-Nov-2020
 Note: Multiples based on 2020E estimates as of 10-Nov-2020. In Jan-2019, Peer average consists of Helen of Troy, Newell Brands, Allegion, Central Garden & Pet, and Fortune Brands. In Apr-2019 post Q1 2019 results, SPB traded down due to stock tumbling 40% from the prior year, as a result of margin contraction, high tariffs, unfavorable product mix, etc. Consensus outlook as a result has declined. Dec 18. \$500 to \$560 announced.

Value Creation for Shareholders

SPB Works to Deliver Sustainable Organic Growth and Significant Long-Term Value Creation Through its Guiding Principles of “Vision, Clarity and Focus,” Which We Believe Paves a Clear Path to ~\$100 Per Share

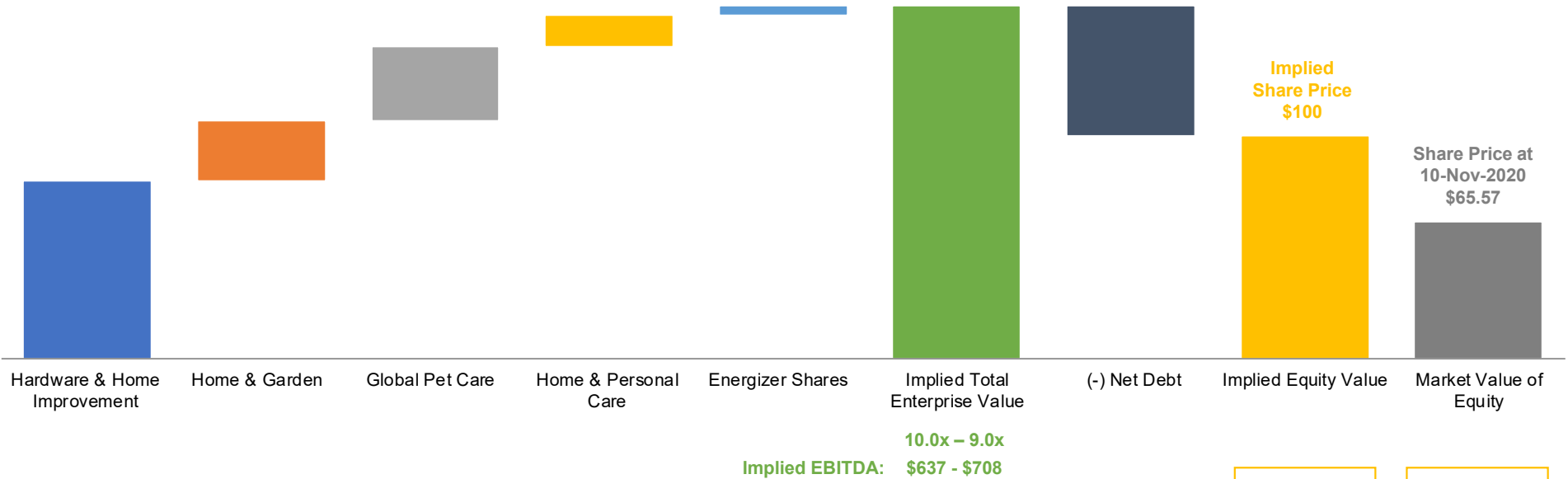


Share Price	\$65.57			\$80.00			\$90.00			\$100.00		
EV / EBITDA Multiple	8.4 x	10.0 x	9.0 x	8.4 x	10.0 x	9.0 x	8.4 x	10.0 x	9.0 x	8.4 x		
Implied EBITDA	\$ 580	\$ 549	\$ 609	\$ 657	\$ 593	\$ 659	\$ 710	\$ 637	\$ 708	\$ 763		

Source: Bloomberg, Capital IQ as of 13-Nov-2020, Company Management
Note: Bridge for illustrative purposes.

Spectrum Brands

We Believe SPB is Currently Undervalued in the Market and has a Strong Trajectory to Reach its Sum-of-the-Parts Implied Valuation



We believe that with consistent results and a focus on the four core segments, SPB's share price will trade up and close the gap between the current share price and the sum-of-the-parts implied valuation

Premium to Current Share Price: ~53%

Current Dividend Yield: 2.6%

Source: Company Filings, Bloomberg, Capital IQ, IBES as of 13-Nov-2020
Note: SOTP EV contribution by segment uses midpoint of the multiple range.

Spectrum
Brands

Appendix

Guiding Principles

SPB Works to Deliver Significant, Long-term Value Creation and Sustainable Growth Globally Through Top-line Growth and Operational Efficiencies, with a Commitment to ESG

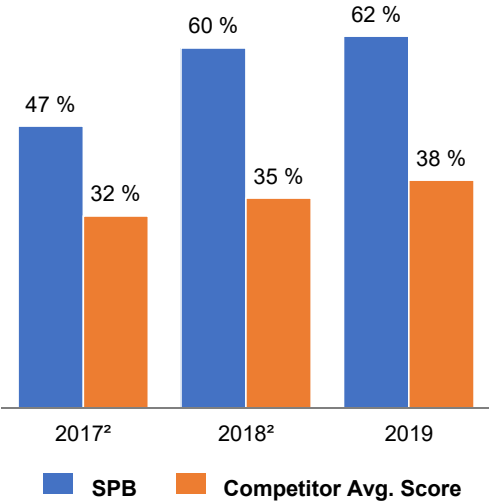
Spectrum 20/20 - Vision, Clarity, and Focus

Commitment to Environmental, Social, and Governance (ESG)



Energy 8% Per revenue energy reduction ¹	Water 11% Decrease per USD revenue in water withdrawals ¹
Energy 3% Reduce carbon footprint year-over-year on a per revenue basis	Water 3% To improve our water efficiency by, on a per revenue basis

Sustainability Score:
3 years of improvement while consistently outperforming competitors



Source: Walmart's Sustainability Insight System (THE SIS Index)
¹ 2019 preliminary internal estimates.
² Excludes GBL & GAC.

Spectrum Brands – A Global Consumer Products Company

Dynamic Portfolio of Market-leading Brands in Non-discretionary Categories with Barriers to Entry, Delivering Superior Value to Consumers.



Hardware and Home Improvement (HHI)

(\$mm)	FY19	FY20	Year-over-Year Change
Net Sales	\$ 1,356	\$ 1,342	(1)%
Adj. EBITDA	\$ 254	\$ 256	1%

HHI Key Characteristics

- **Leading** provider of residential security, builders' hardware, and plumbing fixtures
- **Leading** market positions:
 - #1 in U.S. residential and luxury security
 - #1 in U.S. builders' hardware
 - #1 in Canada residential security
- Continuous product **innovation** and **execution**
- **Positive market trends** in home automation
- **Vertically integrated** global supply chain

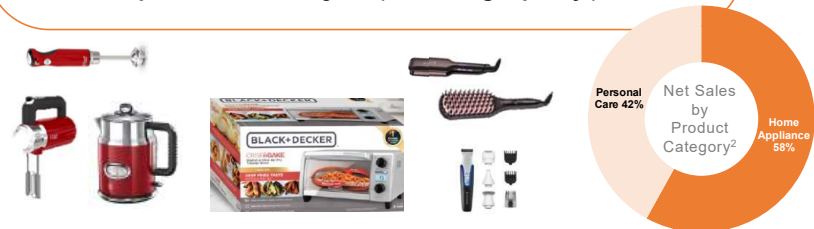


Home and Personal Care (HPC)

(\$mm)	FY19	FY20	Year-over-Year Change
Net Sales	\$ 1,068	\$ 1,108	4 %
Adj. EBITDA	\$ 87	\$ 92	6%

HPC Key Characteristics

- **Leading** market positions:
 - #1 brand in indoor grills worldwide
 - #1 brand in toaster ovens, garment care in U.S.
 - #1 brand in kitchen / home products in UK
 - #1 hair appliance brand in Europe, Australasia, and Latin American markets
- **Trusted brands** with a history of delivering approachable **innovation** that **simplifies** consumer's everyday lives
- Proven **agile** and **efficient new product development** and **supply chain capabilities** delivering competitive, **high quality** products



¹ Company Filings; ² FY2020 Financials.

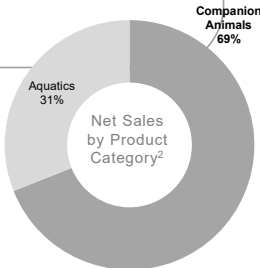
Spectrum Brands – A Global Consumer Products Company

Dynamic Portfolio of Market-leading Brands in Non-discretionary Categories with Barriers to Entry, Delivering Superior Value to Consumers (Cont'd)



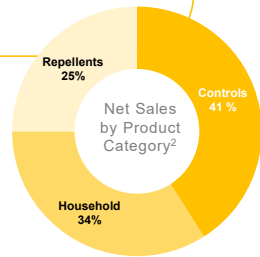
Global Pet Care (GPC)			
			Year-over-Year Change
(\$mm) ¹	FY19	FY20	
Net Sales	\$ 870	\$ 963	11 %
Adj. EBITDA	\$ 143	\$ 172	21 %

- ### GPC Key Characteristics
- Global market leader:
 - #1 in aquatics
 - #1 in dog chews
 - #1 in pet grooming
 - #1 in pet stain & odor
 - Large portfolio of **recognized** brands
 - Diverse & growing** categories
 - Strong global **IP portfolio**



Home & Garden (H&G)			
			Year-over-Year Change
(\$mm) ¹	FY19	FY20	
Net Sales	\$ 508	\$ 552	9 %
Adj. EBITDA	\$ 106	\$ 112	6%

- ### H&G Key Characteristics
- Leading provider** of consumer pest control solutions
 - Leading market positions:**
 - #1 in outdoor insect control
 - #1 in mosquito area repellents
 - #1 in bed bug control
 - Strong new product** pipeline developed from consumer-led innovation process
 - Growing distribution** from **new** products and core product expansion
 - Agile and efficient**, U.S.-centric manufacturing



¹ Company Filings; ² FY2020 Financials.

Operational Improvements

GPIP and Investment in Strategic Capabilities will Increase our Competitive Advantage and Continue to Enable Strategic, Sustainable, and Organic Growth

Global Productivity Improvement Program (GPIP):
 SPB continues to expect the gross, total savings from sourcing and other GPIP cost improvements to be at least \$150 million over the course of the program



Strategic Capabilities Investment



Comm Ops

Pursue top-line growth through:

- Digital experts capturing consumer share of wallet
- Top notch internal agency enhancing the consumer journey
- Proactively reporting on forward looking indicators
- Analytical approach optimizing pricing % promotion ROI

GBS

- Deliver decision-making support through global standardization & governance
- Increase automation and process simplification to drive efficiency
- Improve service delivery with automation and standardized tools

Procurement

- Deploy advanced sourcing tools and tailored category management to maximize and sustain procurement value
- Implement process standardization, enhanced analytics & improved governance to drive productivity

IT Enablement

- Build digital capabilities through Robotic Process Automation
- Transform data model for faster insights and decision making
- Build procurement capabilities through new technology
- Implement scalable enterprise platform to future-proof org

Step 1: Align
 Change operating model to create clear global business priorities and improve organizational efficiencies

Step 2: Enable
 Attack procurement to deliver results to feed technology investment

Step 3: Enhance
 Expand capabilities in consumer insights, innovation, marketing, and advertising






Step 4: Grow
 Reinvest in organic growth drivers with a strategy to sustainably win in the market

M&A Strategy

Disciplined M&A Platform Consistently Focused on Strategic Acquisition and Disposition Opportunities

M&A Thesis	Continuous evaluation of strategic opportunities to amplify growth and / or unlock value
Priority Target	Strong brands that can be incorporated into Spectrum’s global infrastructure and deliver immediate accretion with high synergy potential

M&A Track Record

	Target	Date	Size	Description
Acquisitions		Oct-2020	\$187mm	Vendor of premium pet treats sold in the United Kingdom and continental Europe
		Mar-2020	\$17mm	Manufactures and markets premium fish food products
		May-2017	\$50mm + performance-based incentives	Patented and trademarked brand of genetically engineered fluorescent fish
Divestitures	 (Auto Care Business)	Jan-2019	\$939mm cash and 5.3mm ENR shares (\$312mm)	Globally recognizable brands, including Armor All, STP and A/C Pro
	 (Battery and Portable Lighting)	Jan-2018	\$2bn	Consumer battery businesses and manufacturing and distribution facilities

Hardware & Home Improvement (HHI)
34% LTM Net Sales

BALDWIN **Kwikset**

EZSET Pfister

National Hardware **WEISER**

Tell | Tell Manufacturing
COMMERCIAL DOORS & HARDWARE

Home & Personal Care (HPC)
28% LTM Net Sales

REMINGTON Russell Hobbs

BLACK+DECKER **GEORGE FOREMAN**

FARBERWARE Toastmaster

Breadman **Juiceman**

Global Pet Care (GPC)
24% LTM Net Sales

Healthy Hide Tetra 8 in 1 DreamBone
The Healthy Alternative to Rawhide

BIRDOLA BETTER BELLY DINGO SmartBones
The Healthy Alternative to Rawhide

Balanced-By-Nature FURminator Good'n Fun Instant Ocean

litterMaid MARINELAND NATURE'S MIRACLE Perfect Coat PROSENSE

Wild Harvest

Home & Garden (H&G)
14% LTM Net Sales

Spectracide Cutter HOT SHOT

BLACK FLAG EcoLogic Garden Safe

LIQUID FENCE REPEL

Source: 2020 Financials, Company Filings

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



(in millions, except per share amounts)	Three Month Period Ended		Twelve Month Period Ended	
	September 30, 2020	September 30, 2019	September 30, 2020	September 30, 2019
Net sales	\$ 1,170.6	\$ 993.0	\$ 3,964.2	\$ 3,802.1
Cost of goods sold	745.8	657.0	2,580.0	2,492.4
Restructuring and related charges	1.8	1.3	14.3	2.8
Gross profit	423.0	334.7	1,369.9	1,306.9
Selling	177.2	141.5	614.5	600.5
General and administrative	92.1	90.9	337.8	354.6
Research and development	12.1	10.8	41.8	43.5
Restructuring and related charges	9.2	22.2	58.3	62.9
Transaction related charges	5.7	5.4	23.1	21.8
Loss on assets held for sale	-	-	26.8	-
Write-off from impairment of goodwill	-	116.0	-	116.0
Write-off from impairment of intangible assets	-	35.4	24.2	35.4
Total operating expenses	296.3	422.2	1,126.5	1,234.7
Operating income	126.7	(87.5)	243.4	72.2
Interest expense	38.0	37.0	144.5	222.1
Gain from extinguishment of Salus CLO debt	-	-	(76.2)	-
Other non-operating expense (income), net	9.3	(20.3)	19.7	43.9
Income (loss) from continuing operations before income taxes	79.4	(104.2)	155.4	(193.8)
Income tax expense (benefit)	35.6	(25.2)	70.9	(7.1)
Net income (loss) from continuing operations	43.8	(79.0)	84.5	(186.7)
Income (loss) from discontinued operations, net of tax	1.7	(16.7)	14.0	682.5
Net income (loss)	45.5	(95.7)	98.5	495.8
Net income attributable to non-controlling interest	0.1	-	0.7	1.3
Net income (loss) attributable to controlling interest	\$ 45.4	\$ (95.7)	\$ 97.8	\$ 494.5
Amounts attributable to controlling interest				
Net income (loss) from continuing operations attributable to controlling interest	\$ 43.7	\$ (79.0)	\$ 83.8	\$ (188.0)
Net income (loss) from discontinued operations attributable to controlling interest	1.7	(16.7)	14.0	682.5
Net income (loss) attributable to controlling interest	\$ 45.4	\$ (95.7)	\$ 97.8	\$ 494.5
Earnings Per Share				
Basic earnings per share from continuing operations	\$ 1.01	\$ (1.62)	\$ 1.88	\$ (3.71)
Basic earnings per share from discontinued operations	0.04	(0.35)	0.31	13.47
Basic earnings per share	\$ 1.05	\$ (1.97)	\$ 2.19	\$ 9.76
Diluted earnings per share from continuing operations	\$ 1.01	\$ (1.62)	\$ 1.87	\$ (3.71)
Diluted earnings per share from discontinued operations	0.04	(0.35)	0.31	13.47
Diluted earnings per share	\$ 1.05	\$ (1.97)	\$ 2.18	\$ 9.76
Weighted Average Shares Outstanding				
Basic	43.1	48.8	44.7	50.7
Diluted	43.4	48.8	44.9	50.7

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



(in millions)	Twelve Month Period Ended	
	September 30, 2020	September 30, 2019
Cash flows from operating activities		
Net cash provided by operating activities from continuing operations	\$ 290.1	\$ 83.5
Net cash provided (used) by operating activities from discontinued operations	0.2	(82.4)
Net cash provided by operating activities	290.3	1.1
Cash flows from investing activities		
Purchases of property, plant and equipment	(61.0)	(58.4)
Proceeds from disposal of property, plant and equipment	4.2	2.1
Proceeds from sale of assets held for sale	29.0	-
Proceeds from sale of discontinued operations, net of cash	3.6	2,859.5
Business acquisitions, net of cash acquired	(16.9)	-
Proceeds from sale of equity investment	147.1	-
Other investing activity	2.3	(0.3)
Net cash provided by investing activities from continuing operations	108.3	2,802.9
Net cash used by investing activities from discontinued operations	-	(5.3)
Net cash provided by investing activities	108.3	2,797.6
Cash flows from financing activities		
Payment of debt, including premium on extinguishment	(135.5)	(2,649.9)
Proceeds from issuance of debt	300.0	300.0
Payment of debt issuance costs	(11.5)	(4.1)
Treasury stock purchases	(239.8)	(268.5)
Accelerated share repurchase	(125.0)	-
Dividends paid to shareholders	(75.2)	(85.5)
Dividends paid by subsidiary to non-controlling interest	(0.8)	(1.1)
Share based award tax withholding payments, net of proceeds upon vesting	(12.6)	(4.4)
Payment of contingent consideration	(197.0)	(8.9)
Other financing activities, net	0.3	-
Net cash used by financing activities from continuing operations	(497.1)	(2,722.4)
Net cash used by financing activities from discontinued operations	-	(2.2)
Net cash used by financing activities	(497.1)	(2,724.6)
Effect of exchange rate changes on cash and cash equivalents	5.1	(8.4)
Net change in cash, cash equivalents and restricted cash in continuing operations	\$ (93.4)	\$ 65.7
Cash, cash equivalents, and restricted cash, beginning of period	627.1	561.4
Cash, cash equivalents, and restricted cash, end of period	\$ 533.7	627.1

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



(in millions)	September 30, 2020	September 30, 2019
Assets		
Cash and cash equivalents	\$ 531.6	\$ 627.1
Trade receivables, net	501.1	356.7
Other receivables	74.2	74.2
Inventories	557.7	548.4
Prepaid expenses and other current assets	63.5	53.5
Total current assets	1,728.1	1,659.9
Property, plant and equipment, net	396.5	452.9
Operating lease assets	103.8	-
Investments	66.9	230.8
Deferred charges and other	48.3	67.2
Goodwill	1,332.0	1,328.1
Intangible assets, net	1,431.7	1,507.1
Total assets	\$ 5,107.3	\$ 5,246.0
Liabilities and Shareholders' Equity		
Current portion of long-term debt	\$ 15.3	\$ 136.9
Accounts payable	557.5	456.8
Accrued wages and salaries	95.0	72.1
Accrued interest	38.5	29.3
Indemnification payable to Energizer	33.0	230.8
Other current liabilities	205.6	214.2
Total current liabilities	944.9	1,140.1
Long-term debt, net of current portion	2,461.0	2,214.4
Long-term operating lease liabilities	88.8	-
Deferred income taxes	65.4	50.6
Other long-term liabilities	131.4	112.0
Total liabilities	3,691.5	3,517.1
Total shareholders' equity	1,407.5	1,720.9
Noncontrolling interest	8.3	8.0
Total equity	1,415.8	1,728.9
Total liabilities and equity	\$ 5,107.3	\$ 5,246.0

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

	Three Month Period Ended		Twelve Month Period Ended	
	September 30, 2020	September 30, 2019	September 30, 2020	September 30, 2019
Diluted EPS from continuing operations, as reported	\$ 1.01	\$ (1.62)	\$ 1.87	\$ (3.71)
Adjustments:				
Restructuring and related charges	0.25	0.48	1.62	1.30
Transaction related charges	0.13	0.11	0.51	0.43
Debt refinancing costs	-	0.09	0.06	1.09
Loss (Gain) on Energizer investment	0.20	(0.53)	0.38	0.24
Loss on assets held for sale	-	-	0.60	-
Write-off from impairment of goodwill	-	2.38	-	2.29
Write-off from impairment of intangible assets	-	0.73	0.54	0.70
Foreign currency change on multicurrency divestiture loans	(0.03)	0.14	0.09	0.71
Legal and environmental reserves	-	0.21	-	0.20
Salus	-	0.01	0.01	0.03
Salus CLO debt extinguishment	-	-	(1.70)	-
GPC safety recall	-	-	-	0.01
Depreciation & amortization on HPC long-lived assets	-	-	-	0.57
Other	(0.09)	0.04	(0.09)	0.10
Income tax adjustment	0.25	(0.91)	0.21	(1.10)
Total adjustments	0.71	2.75	2.23	6.57
Diluted EPS from continuing operations, as adjusted	\$ 1.72	\$ 1.13	\$ 4.10	\$ 2.86

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

(in millions)	Three Month Period Ended		Twelve Month Period Ended	
	September 30, 2020	September 30, 2019	September 30, 2020	September 30, 2019
Coevorden operations divestiture	\$ 2.1	\$ -	\$ 5.5	\$ -
GBL post divestiture separation	2.6	3.6	10.2	9.5
HPC divestiture	0.3	1.2	3.9	7.3
Omega Sea acquisition	0.1	-	1.6	-
Other integration	0.6	0.6	1.9	5.0
Total transaction-related charges	\$ 5.7	\$ 5.4	\$ 23.1	\$ 21.8

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

(in millions)	Three Month Period Ended		Twelve Month Period Ended	
	September 30, 2020	September 30, 2019	September 30, 2020	September 30, 2019
Global productivity improvement plan	\$ 11.5	\$ 22.8	\$ 71.6	\$ 60.9
HHI distribution center consolidation	-	-	-	2.3
Other restructuring activities	(0.5)	0.7	1.0	2.5
Total restructuring and related charges	\$ 11.0	\$ 23.5	\$ 72.6	\$ 65.7

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

(in millions, except %)	Three Month Period Ended				Twelve Month Period Ended			
	September 30, 2020		September 30, 2019		September 30, 2020		September 30, 2019	
HHI	\$ 433.7	\$ 364.9	\$ 68.8	18.9 %	\$ 1,342.1	\$ 1,355.7	\$ (13.6)	(1.0)%
HPC	302.3	285.8	16.5	5.8 %	1,107.6	1,068.1	39.5	3.7 %
GPC	278.3	228.9	49.4	21.6 %	962.6	870.2	92.4	10.6 %
H&G	156.3	113.4	42.9	37.8 %	551.9	508.1	43.8	8.6 %
Net Sales	\$ 1,170.6	\$ 993.0	177.6	17.9 %	\$ 3,964.2	\$ 3,802.1	162.1	4.3 %

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

Three Month Period Ended	September 30, 2020					Net Sales		September 30, 2019	Variance
	Net Sales	Effect of Changes in Currency	Effect of Changes in Currency	Effect of Acquisitions	Organic Net Sales	September 30, 2019			
HHI	\$ 433.7	\$ (0.5)	\$ 433.2	\$ -	\$ 433.2	\$ 364.9	\$ 68.3	18.7 %	
HPC	302.3	(0.5)	301.8	-	301.8	285.8	16.0	5.6 %	
GPC	278.3	(3.2)	275.1	(3.8)	271.3	228.9	42.4	18.5 %	
H&G	156.3	-	156.3	-	156.3	113.4	42.9	37.8 %	
Total	\$ 1,170.6	\$ (4.2)	\$ 1,166.4	\$ (3.8)	\$ 1,162.6	\$ 993.0	169.6	17.1 %	

Twelve Month Period Ended	September 30, 2020					Net Sales		September 30, 2019	Variance
	Net Sales	Effect of Changes in Currency	Effect of Changes in Currency	Effect of Acquisitions	Organic Net Sales	September 30, 2019			
HHI	\$ 1,342.1	\$ 0.4	\$ 1,342.5	\$ -	\$ 1,342.5	\$ 1,355.7	\$ (13.2)	(1.0)%	
HPC	1,107.6	18.9	1,126.5	-	1,126.5	1,068.1	58.4	5.5 %	
GPC	962.6	1.1	963.7	(7.5)	956.2	870.2	86.0	9.9 %	
H&G	551.9	0.1	552.0	-	552.0	508.1	43.9	8.6 %	
Total	\$ 3,964.2	\$ 20.5	\$ 3,984.7	\$ (7.5)	\$ 3,977.2	\$ 3,802.1	175.1	4.6 %	

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

Three Month Period Ended September 30, 2020 (in millions, except %)	HHI	HPC	GPC	H&G	Corporate	Consolidated
Net income from continuing operations	\$ 91.5	\$ 11.3	\$ 35.3	\$ 26.4	\$ (120.7)	\$ 43.8
Income tax expense	-	-	-	-	35.6	35.6
Interest expense	-	-	-	-	38.0	38.0
Depreciation and amortization	8.8	8.8	9.3	5.0	3.6	35.5
EBITDA	100.3	20.1	44.6	31.4	(43.5)	152.9
Share and incentive based compensation	-	-	-	-	0.3	0.3
Restructuring and related charges	0.1	1.0	1.9	0.2	7.8	11.0
Transaction related charges	-	1.5	3.4	-	0.8	5.7
Loss on Energizer investment	-	-	-	-	8.7	8.7
Foreign currency loss on multicurrency divestiture loans	-	0.2	-	-	(1.3)	(1.1)
Other	-	(0.1)	-	(0.1)	(4.0)	(4.2)
Adjusted EBITDA	\$ 100.4	\$ 22.7	\$ 49.9	\$ 31.5	\$ (31.2)	\$ 173.3
Net Sales	\$ 433.7	\$ 302.3	\$ 278.3	\$ 156.3	\$ -	\$ 1,170.6
Adjusted EBITDA Margin	23.1%	7.5%	17.9%	20.2%	-%	14.8%
Three Month Period Ended September 30, 2019 (in millions, except %)						
	HHI	HPC	GPC	H&G	Corporate	Consolidated
Net income (loss) from continuing operations	\$ 69.1	\$ (118.8)	\$ 6.1	\$ 14.1	\$ (49.5)	\$ (79.0)
Income tax benefit	-	-	-	-	(25.2)	(25.2)
Interest expense	-	-	-	-	37.0	37.0
Depreciation and amortization	8.3	8.9	16.8	4.9	3.5	42.4
EBITDA	77.4	(109.9)	22.9	19.0	(34.2)	(24.8)
Share and incentive based compensation	-	-	-	-	14.9	14.9
Restructuring and related charges	0.4	3.4	1.2	0.4	18.1	23.5
Transaction related charges	-	1.1	1.0	-	3.3	5.4
Gain on Energizer investment	-	-	-	-	(26.1)	(26.1)
Write-off from impairment of goodwill	-	116.0	-	-	-	116.0
Write-off from impairment of intangible assets	-	18.8	16.6	-	-	35.4
Foreign currency loss on multicurrency divestiture loans	-	-	-	-	6.7	6.7
Legal and environmental remediation reserves	-	-	-	-	10.0	10.0
Salus	-	-	-	-	0.4	0.4
Other	-	-	-	0.2	1.5	1.7
Adjusted EBITDA	\$ 77.8	\$ 29.4	\$ 41.7	\$ 19.6	\$ (5.4)	\$ 163.1
Net Sales	\$ 364.9	\$ 285.8	\$ 228.9	\$ 113.4	\$ -	\$ 993.0
Adjusted EBITDA Margin	21.3%	10.3%	18.2%	17.3%	-	16.4%

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

Twelve Month Period Ended September 30, 2020 (in millions, except %)	HHI	HPC	GPC	H&G	Corporate	Consolidated
Net income from continuing operations	\$ 221.4	\$ 42.9	\$ 44.9	\$ 91.2	\$ (315.9)	\$ 84.5
Income tax expense	-	-	-	-	70.9	70.9
Interest expense	-	-	-	-	144.5	144.5
Depreciation and amortization	33.9	35.2	44.4	20.4	14.6	148.5
EBITDA	255.3	78.1	89.3	111.6	(85.9)	448.4
Share and incentive based compensation	-	-	-	-	43.6	43.6
Restructuring and related charges	1.0	4.6	20.8	0.5	45.7	72.6
Transaction related charges	-	8.8	10.8	-	3.5	23.1
Loss on Energizer investment	-	-	-	-	16.8	16.8
Loss on assets held for sale	-	-	26.8	-	-	26.8
Write-off from impairment of intangible assets	-	-	24.2	-	-	24.2
Foreign currency loss on multicurrency divestiture loans	-	0.6	-	-	3.2	3.8
Salus	-	-	-	-	0.6	0.6
Salus CLO debt extinguishment	-	-	-	-	(76.2)	(76.2)
Other	-	0.1	0.1	-	(3.7)	(3.5)
Adjusted EBITDA	\$ 256.3	\$ 92.2	\$ 172.0	\$ 112.1	\$ (52.4)	\$ 580.2
Net Sales	\$ 1,342.1	\$ 1,107.6	\$ 962.6	\$ 551.9	\$ -	\$ 3,964.2
Adjusted EBITDA Margin	19.1%	8.3%	17.9%	20.3%	-	14.6%
Twelve Month Period Ended September 30, 2019 (in millions, except %)						
	HHI	HPC	GPC	H&G	Corporate	Consolidated
Net income (loss) from continuing operations	\$ 214.6	\$ (127.8)	\$ 63.4	\$ 84.9	\$ (421.8)	\$ (186.7)
Income tax benefit	-	-	-	-	(7.1)	(7.1)
Interest expense	-	-	-	-	222.1	222.1
Depreciation and amortization	33.5	64.6	48.8	19.3	14.6	180.8
EBITDA	248.1	(63.2)	112.2	104.2	(192.2)	209.1
Share and incentive based compensation	-	-	-	-	53.7	53.7
Restructuring and related charges	4.7	8.1	7.6	1.8	43.5	65.7
Transaction related charges	0.9	7.4	2.5	-	11.0	21.8
Loss on Energizer investment	-	-	-	-	12.1	12.1
Write-off from impairment of goodwill	-	116.0	-	-	-	116.0
Write-off from impairment of intangible assets	-	18.8	16.6	-	-	35.4
Foreign currency loss on multicurrency divestiture loans	-	-	-	-	36.2	36.2
Legal and environmental remediation reserves	-	-	-	-	10.0	10.0
GPC safety recall	-	-	0.7	-	-	0.7
Salus	-	-	-	-	1.6	1.6
Other	-	0.1	3.0	(0.5)	2.1	4.7
Adjusted EBITDA	\$ 253.7	\$ 87.2	\$ 142.6	\$ 105.5	\$ (22.0)	\$ 567.0
Net Sales	\$ 1,355.7	\$ 1,068.1	\$ 870.2	\$ 508.1	\$ -	\$ 3,802.1
Adjusted EBITDA Margin	18.7%	8.2%	16.4%	20.8%	-	14.9%

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



During the fourth quarter ended September 30, 2020, the Company made a change to its annual management incentive plans ("MIP") payout that previously provided for the issuance of stock for a designated pool of recipients in lieu of cash. The annual MIP payout will instead be fully funded through cash distributions with no stock issuance. Our operating performance metric of Adjusted EBITDA excludes any consideration for stock-based compensation expense. Due to the change in the form of payout, there was a reduction to our stock-based compensation and adjusted EBITDA for the three month and fiscal year ended September 30, 2020 of \$17.0 million. For comparative purposes for the three month period and year ended September 30, 2020 respective of the prior period, we have included the following pro forma adjusted EBITDA results for the fiscal fourth quarter and year ended September 30, 2020. The following table reflects the pro forma compensation program change as if the \$17.0 million was paid in stock and excluded from Adjusted EBITDA consistent to the prior period.

Three Month Period Ended September 30, 2020 (in millions)	HHI	HPC	GPC	H&G	Corporate	Consolidated
Adjusted EBITDA	\$ 100.4	\$ 22.7	\$ 49.9	\$ 31.5	\$ (31.2)	\$ 173.3
Proforma compensation program change	-	-	-	-	17.0	17.0
Proforma Adjusted EBITDA	<u>\$ 100.4</u>	<u>\$ 22.7</u>	<u>\$ 49.9</u>	<u>\$ 31.5</u>	<u>\$ (14.2)</u>	<u>\$ 190.3</u>
Twelve Month Period Ended September 30, 2020 (in millions, except %)	HHI	HPC	GPC	H&G	Corporate	Consolidated
Adjusted EBITDA	\$ 256.3	\$ 92.2	\$ 172.0	\$ 112.1	\$ (52.4)	\$ 580.2
Proforma compensation program change	-	-	-	-	17.0	17.0
Proforma Adjusted EBITDA	<u>\$ 256.3</u>	<u>\$ 92.2</u>	<u>\$ 172.0</u>	<u>\$ 112.1</u>	<u>\$ (35.4)</u>	<u>\$ 597.2</u>

The Company has historically recognized all stock based compensation as a corporate cost and continued to do so for purposes of reporting adjusted EBITDA within the consolidated group. With the compensation program change described above, the Company maintained the compensation expense as a component of Corporate within the quarter and did not reflect the incremental change in the Segment EBITDA above.

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



The program change is expected to continue into fiscal 2021 and beyond. Any MIP payouts in future periods are expected to be paid in cash and reflected as a reduction to EBITDA and Adjusted EBITDA. Beginning in fiscal 2021, the Company will recognize a portion of the MIP compensation as a component of the segment EBITDA which may impact comparability of segment results in subsequent quarterly results during the fiscal year ending September 30, 2021. Although not expected to be material to operating results in future periods, we have included proforma financial information below to reflect the compensation charge related to the compensation program change as if it were not considered stock compensation at the beginning of 2020 fiscal year and have allocated it to the segment EBITDA for each of the quarterly and year-to-date periods within the year ended September 30, 2020 for comparability in subsequent future reporting periods.

Three month period ended December 29, 2019	HHI	HPC	GPC	H&G	Corporate	Consolidated
Adjusted EBITDA	\$ 42.8	\$ 36.4	\$ 31.5	\$ (3.3)	\$ (5.2)	\$ 102.2
Proforma compensation program change	(0.6)	(0.4)	(0.4)	(0.2)	(2.6)	(4.2)
Proforma Adjusted EBITDA	<u>\$ 42.2</u>	<u>\$ 36.0</u>	<u>\$ 31.1</u>	<u>\$ (3.5)</u>	<u>\$ (7.8)</u>	<u>\$ 98.0</u>
Three month period ended March 29, 2020	HHI	HPC	GPC	H&G	Corporate	Consolidated
Adjusted EBITDA	\$ 69.5	\$ 8.0	\$ 40.0	\$ 28.4	\$ (5.5)	\$ 140.4
Proforma compensation program change	(0.6)	(0.4)	(0.4)	(0.3)	(2.6)	(4.3)
Proforma Adjusted EBITDA	<u>\$ 68.9</u>	<u>\$ 7.6</u>	<u>\$ 39.6</u>	<u>\$ 28.1</u>	<u>\$ (8.1)</u>	<u>\$ 136.1</u>
Six month period ended March 29, 2020	HHI	HPC	GPC	H&G	Corporate	Consolidated
Adjusted EBITDA	\$ 112.3	\$ 44.4	\$ 71.5	\$ 25.1	\$ (10.8)	\$ 242.5
Proforma compensation program change	(1.3)	(0.8)	(0.7)	(0.5)	(5.2)	(8.5)
Proforma Adjusted EBITDA	<u>\$ 111.0</u>	<u>\$ 43.6</u>	<u>\$ 70.8</u>	<u>\$ 24.6</u>	<u>\$ (16.0)</u>	<u>\$ 234.0</u>
Three month period ended June 28, 2020	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	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>
Three month period ended September 30, 2020	HHI	HPC	GPC	H&G	Corporate	Consolidated
Adjusted EBITDA	\$ 100.4	\$ 22.7	\$ 49.9	\$ 31.5	\$ (31.2)	\$ 173.3
Proforma compensation program change	(1.4)	(1.0)	(1.2)	(0.7)	17.0	12.7
Proforma Adjusted EBITDA	<u>\$ 99.0</u>	<u>\$ 21.7</u>	<u>\$ 48.7</u>	<u>\$ 30.8</u>	<u>\$ (14.2)</u>	<u>\$ 186.0</u>
Twelve month period ended September, 2020	HHI	HPC	GPC	H&G	Corporate	Consolidated
Adjusted EBITDA	\$ 256.3	\$ 92.2	\$ 172.0	\$ 112.1	\$ (52.4)	\$ 580.2
Proforma compensation program change	(3.2)	(2.2)	(2.3)	(1.5)	9.2	-
Proforma Adjusted EBITDA	<u>\$ 253.1</u>	<u>\$ 90.0</u>	<u>\$ 169.7</u>	<u>\$ 110.6</u>	<u>\$ (43.2)</u>	<u>\$ 580.2</u>

SPECTRUM BRANDS HOLDINGS, INC.
RECONCILIATION OF CASH FLOW FROM OPERATING ACTIVITIES TO ADJUSTED FREE CASH FLOW



The following is a reconciliation of net cash flow from operating activities to adjusted free cash flow for the year ended September 30, 2020 and forecasted for the year ending September 30, 2021.

<u>(in millions)</u>	<u>September 30, 2020</u>	<u>September 30, 2021</u>
Net cash flow from operating activities	\$ 290	\$ 310 - 330
Purchases of property, plant and equipment	(61)	(85) - (95)
Divestiture related separation costs and taxes	25	25 - 35
Adjusted free cash flow	<u>\$ 254</u>	<u>\$ 250 - 270</u>