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Fiscal 2023 Third Quarter Earnings Call

August 11, 2023

Agenda

- **Introduction – Faisal Qadir**
  VP, Strategic Finance & Enterprise Reporting
- **CEO Overview and Outlook – David Maura**
  Chairman and Chief Executive Officer
- **Financial & Business Review – Jeremy Smeltser**
  Chief Financial Officer
- **Q&A – David Maura and Jeremy Smeltser**

Forward-looking Statements

We have made or implied certain forward-looking statements in this document. All statements, other than statements of historical facts included or incorporated by reference in this document, including, without limitation, statements or expectations regarding our business strategy, future operations, financial condition, estimated revenues, projected costs, inventory management, earnings power, projected synergies, prospects, plans and objectives of management, outcome of any litigation and information concerning expected actions of third parties are forward-looking statements. When used in this document, the words future, anticipate, pro forma, seek, intend, plan, envision, estimate, believe, belief, expect, project, forecast, outlook, earnings framework, goal, target, could, would, will, can, should, may and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words.

Since these forward-looking statements are based upon our current expectations of future events and projections and are subject to a number of risks and uncertainties, many of which are beyond our control and some of which may change rapidly, actual results or outcomes may differ materially from those expressed or implied herein, and you should not place undue reliance on these statements. Important factors that could cause our actual results to differ materially from those expressed or implied herein include, without limitation: (1) the COVID-19 pandemic, economic, social and political conditions or civil unrest, terrorist attacks, acts of war, natural disasters, other public health concerns or unrest in the United States or the international markets impacting our business, customers, employees (including our ability to retain and attract key personnel), manufacturing facilities, suppliers, capital markets, financial condition and results of operations, all of which tend to aggravate the other risks and uncertainties we face; (2) the impact of a number of local, regional and global uncertainties could negatively impact our business; (3) the negative effect of the armed conflict between Russia and Ukraine and its impact on those regions and surrounding regions, including on our operations and on those of our customers, suppliers and other stakeholders; (4) our increased reliance on third-party partners, suppliers and distributors to achieve our business objectives; (5) the impact of expenses resulting from the implementation of new business strategies, divestitures or current and proposed restructuring and optimization activities, including changes in inventory and distribution center changes which are complicated and involve coordination among a number of stakeholders, including our suppliers and transportation and logistics handlers; (6) the impact of our indebtedness and financial leverage position on our business, financial condition and results of operations; (7) 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; (8) any failure to comply with financial covenants and other provisions and restrictions of our debt instruments; (9) 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; (10) the impact of fluctuations in transportation and shipment costs, fuel costs, commodity prices, costs or availability of raw materials or terms and conditions available from suppliers, including suppliers' willingness to advance credit; (11) interest rate fluctuations; (12) changes in foreign currency exchange rates that may impact our purchasing power, pricing and margin realization within international jurisdictions; (13) the loss of, significant reduction in or dependence upon, sales to any significant retail customer(s), including their changes in retail inventory levels and management thereof; (14) competitive promotional activity or spending by competitors, or price reductions by competitors; (15) the introduction of new product features or technological developments by competitors and/or the development of new competitors or competitive brands; (16) changes in consumer spending preferences and demand for our products, particularly in light of economic stress and the COVID-19 pandemic; (17) our ability to develop and successfully introduce new products, protect intellectual property and avoid infringing the intellectual property of third parties; (18) our ability to successfully identify, implement, achieve and sustain productivity improvements, cost efficiencies (including at our manufacturing and distribution operations) and cost savings; (19) the seasonal nature of sales of certain of our products; (20) the impact weather conditions may have on the sales of certain of our products; (21) the effects of climate change and unusual weather activity as well as our ability to respond to future natural disasters and pandemics and to meet our environmental, social and governance goals; (22) the cost and effect of unanticipated legal, tax or regulatory proceedings or new laws or regulations (including environmental, public health and consumer protection regulations); (23) 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; (24) the impact of existing, pending or threatened litigation, government regulation or other requirements or operating standards applicable to our business; (25) 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; (26) changes in accounting policies applicable to our business; (27) our discretion to adopt, conduct, suspend or discontinue any share repurchase program or conduct any debt repayments, redemptions, repurchases or refinancing transactions (including our discretion to conduct purchases or repurchases, if any, in a variety of manners including open-market purchases, privately negotiated transactions, tender offers, redemptions, or otherwise); (28) our ability to utilize net operating loss carry-forwards to offset tax liabilities; (29) our ability to successfully integrate the February 18, 2022, acquisition of the home appliances and cookware products business from Tristar Products, Inc. into the Company's Home and Personal Care ("HPC") business and realize the benefits of this acquisition; (30) our ability to successfully integrate the May 28, 2021 acquisition of the Rejuvenate business and tradename from For Life Products, LLC into the Company's Home & Garden ("H&G") business and realize the benefits of this acquisition; (31) our ability to separate the Company's HPC business and create an independent Global Appliances business on expected terms, and within the anticipated time period, or at all, and to realize the potential benefits of such business; (32) our ability to create a pure play consumer products company composed of our Global Pet Care ("GPC") and H&G business and to realize the expected benefits of such creation, and within the anticipated time period, or at all; (33) our ability to successfully implement further acquisitions or dispositions and the impact of any such transactions on our financial performance; (34) the impact of actions taken by significant stockholders; and (35) the unanticipated loss of key members of senior management and the transition of new members of our management teams to their new roles; and (36) the other risk factors set forth in the securities filings of Spectrum Brands Holdings, Inc. and SB/RH Holdings, LLC, including the 2022 Annual Report and subsequent Quarterly Reports on Form 10-Q.

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

Reconciliation of Non-GAAP Financial Measures

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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 document, including the tables that follow, reference is made to organic net sales, adjusted earnings before interest, taxes, depreciation and amortization (EBITDA), adjusted EBITDA margin, and adjusted earnings per share (EPS).

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 foreign currency exchange fluctuations and the impact of acquisitions (when applicable) when there is no comparable sales in the prior period. Organic sales growth is calculated by comparing organic net sales to net sales in the prior comparative period. The effect of changes in foreign currency exchange rates is determined by translating the period’s net sales using the foreign 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 the Company's debt covenant compliance. Adjusted EBITDA excludes certain items that are unusual in nature or not comparable from period to period. Adjusted EBITDA margin reflects adjusted EBITDA as a percentage of net sales. Management uses adjusted diluted EPS as a useful measure for providing further insight into our operating performance because it eliminates the effects of certain items that are not comparable from one period to the next. An income tax adjustment is included in adjusted diluted EPS to exclude the impact of the valuation allowance against deferred taxes and other tax-related items in order to reflect a normalized ongoing effective tax rate of 25.0%.

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

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CEO Overview and Outlook

David Maura

Q3 FY23 Headlines and Outlook

Summary

Closed HHI Sale transaction for $4.3 billion with net proceeds expected to be ~$3.8 billion

Repaid $1.1 billion of bank debt by the end of the quarter and ended the quarter in a net cash position with $2.9 billion of cash and $2.1 billion of debt – subsequently repaid $450 million of 2025 senior unsecured notes in July

Delivered Adjusted EBITDA of $98.5 million, 23% increase to prior year, including $5.3 million of investment income

Experiencing additional top-line pressure in H&G from cooler weather and continued retail inventory decline

FY23 Earnings Framework

NET SALES	ADJUSTED EBITDA
Mid single-digit decline to prior year	**Low to mid single-digits decline to prior year (1)**
Retailer inventory reduction in H&G and HPC, foreign exchange headwinds based upon current rates	H&G and HPC sales pressure from retailer inventory reduction, pricing and cost actions to offset inflation/currency headwinds

(1) Excluding approximately $35M of investment income with the current interest rate environment

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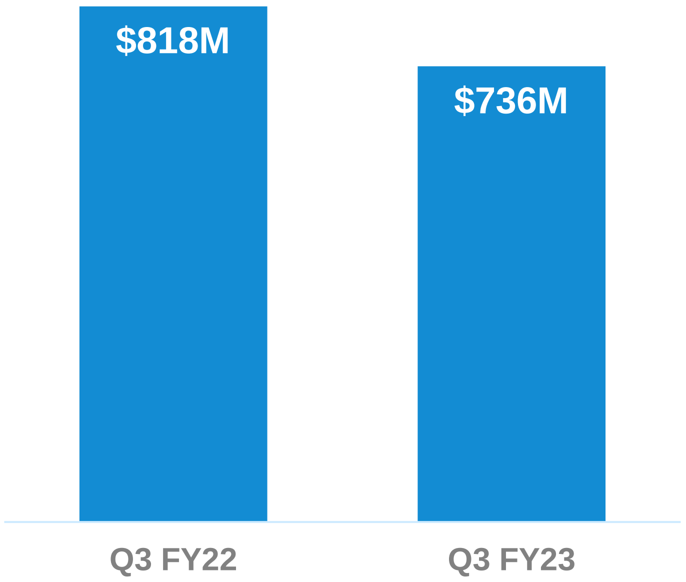
Financial and Business Review

Jeremy Smeltser

Third Quarter 2023

Net Sales

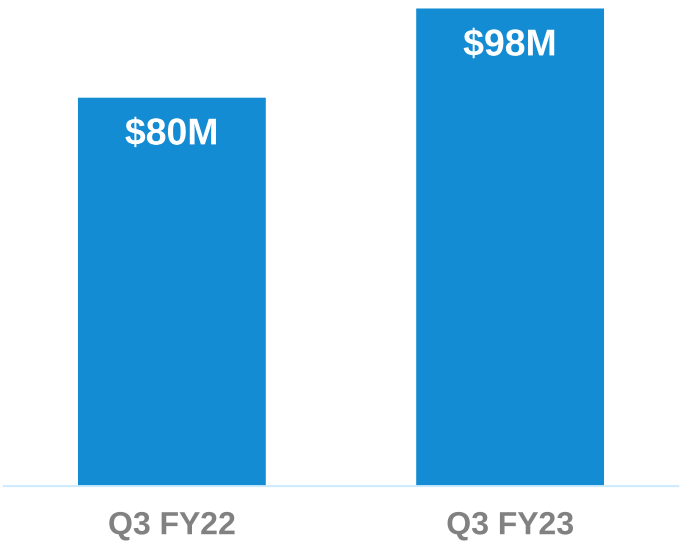
-10.1%



Organic Sales -9.7%

Adj. EBITDA

23.0%



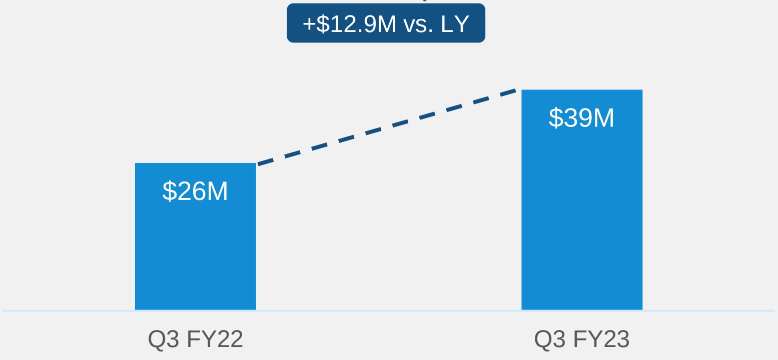
GAAP Net Loss increase ($175M)

KEY TAKEAWAYS

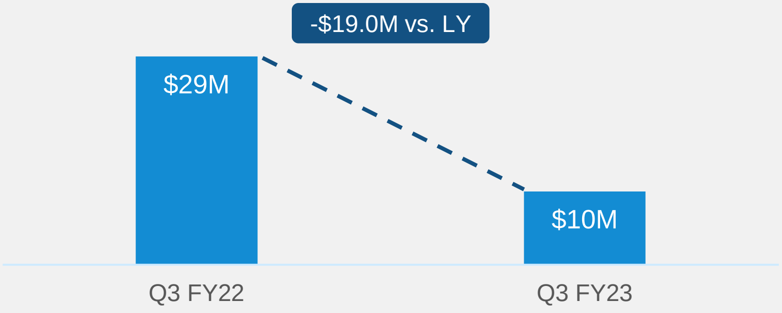
- Decline in organic sales driven by continued retailer inventory reductions for HPC and H&G, unfavorable weather impacting H&G, and demand decrease in hard goods and consumer durables
- Q3 adjusted EBITDA increase driven by:
  - \- Volume
  - \- Foreign Exchange
  - \+ Pricing
  - \+ Cost Reduction Actions
  - \+ Opex Controls
  - \+ Investment income

Q3 FY23 Financial Review

Interest Expense



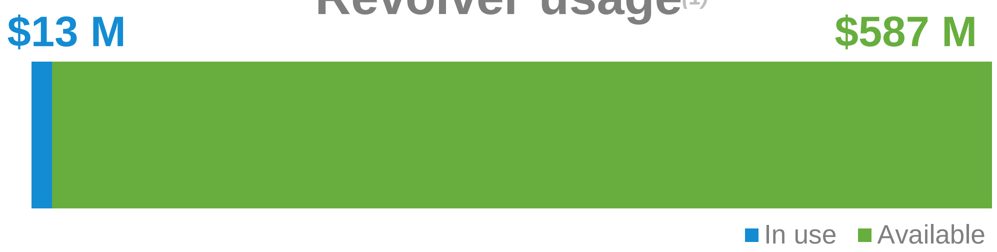
Cash strategic transactions, restructuring, and other unusual non-recurring items



$2.1B
Debt outstanding

$2.9B
Cash balance

Revolver usage[(1)]

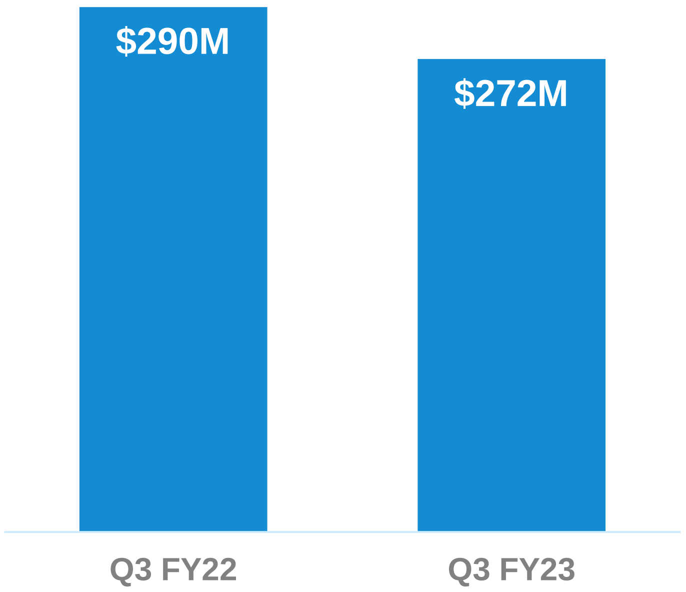


(1) In use revolver represents $13M of letters of credit.

Third Quarter 2023
Global Pet Care

Net Sales

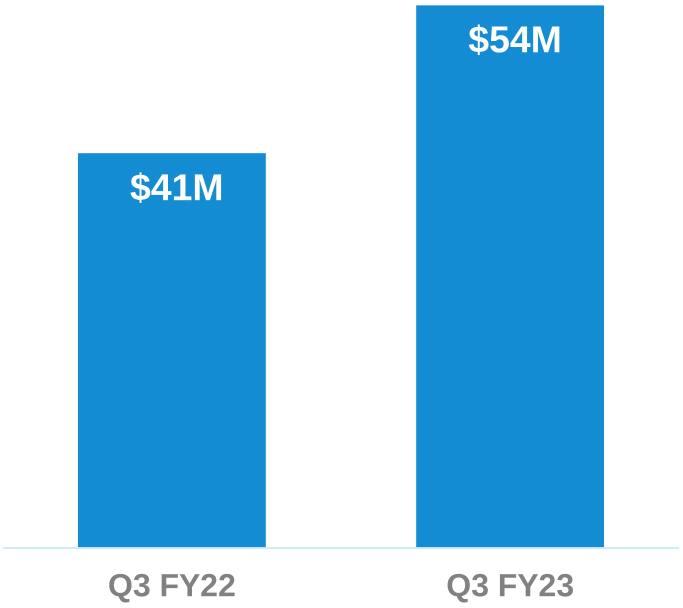
-6.2%



Organic Sales -6.4%

Adj. EBITDA

31.1%



GAAP Operating Income +92.0%

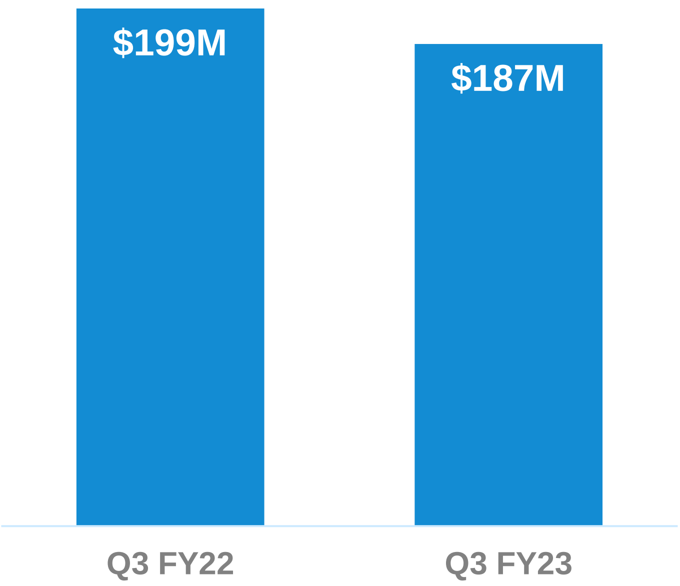
KEY TAKEAWAYS

- Organic net sales decrease driven by **continued softness in global aquatics marketplace** and aggressive portfolio management activities
- EBITDA increase was driven by **pricing, exit of low margin sku's, and fixed cost reduction actions,** partially offset by **lower volume**

Third Quarter 2023
Home & Garden

Net Sales

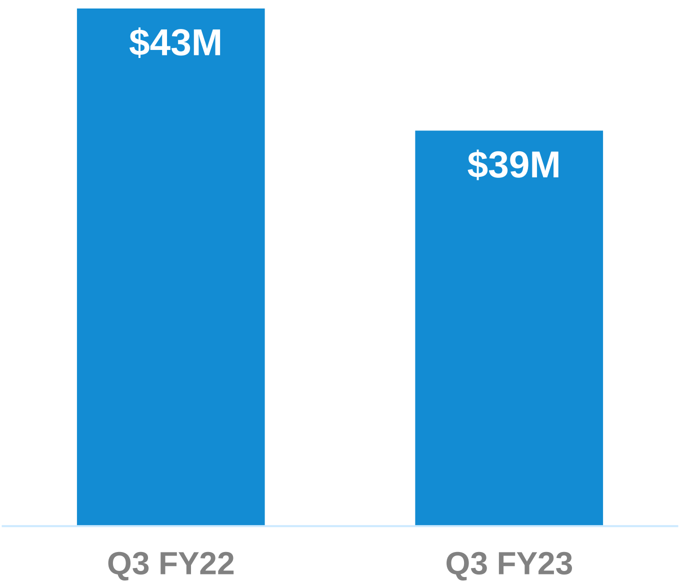
-6.0%



Organic Sales -6.0%

Adj. EBITDA

-9.8%



GAAP Operating Income -27.6%

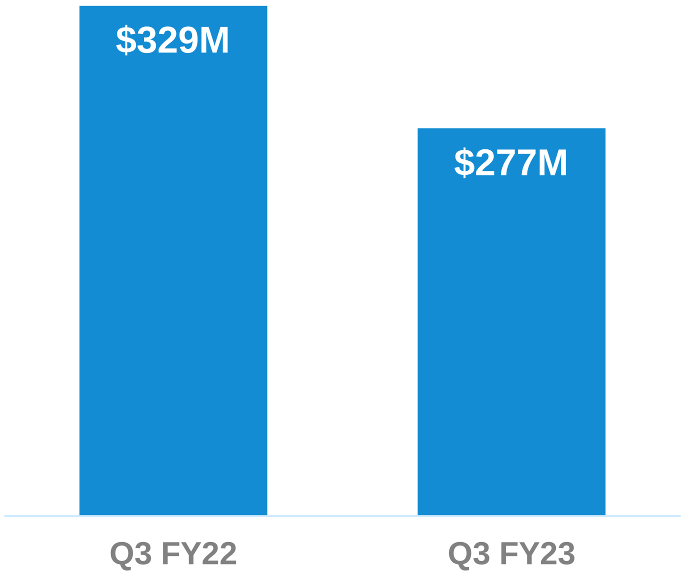
KEY TAKEAWAYS

- Net sales declined due to **unfavorable weather conditions and continued retailer inventory reductions**
- The EBITDA decline was driven by **lower volume,** partially offset by **fixed cost reduction actions and positive pricing**

Third Quarter 2023
Home & Personal Care

Net Sales

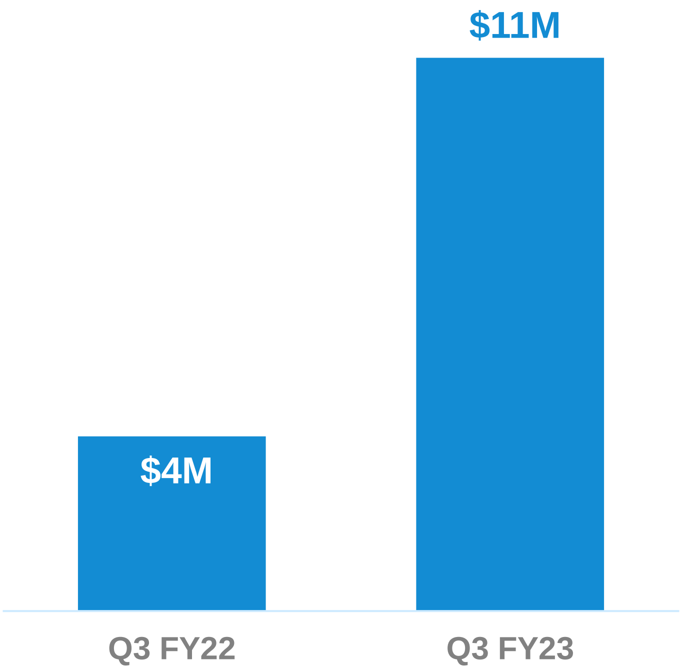
-16.0%



Organic Sales -14.7%

Adj. EBITDA

216.7%



GAAP Operating loss ($156.8M)

KEY TAKEAWAYS

- Organic net sales decline **driven by retailers' continued focus on inventory reduction and reduced consumer demand particularly in Kitchen Appliances category**
- Higher EBITDA was driven by **favorable ocean freight rates, fixed cost reduction actions and positive pricing**, partially offset by **volume reduction and unfavorable foreign exchange rates**

FY23 Earnings Framework

NET SALES	ADJUSTED EBITDA
Mid single-digit decline to prior year	**Low to mid single-digits decline to prior year (1)**
Retailer inventory reduction in H&G and HPC, foreign exchange headwinds based upon current rates	H&G and HPC sales pressure from retailer inventory reduction, pricing and cost actions to offset inflation/currency headwinds

(1) Excluding approximately $35M of investment income with the current interest rate environment

FY23 – Full Year Expectations

Interest	Cash transactions	CAPEX	D&A
$120M - $130M	$65M - $70M	$55M - $65M	$105M - $115M
Interest Expense	Cash Payments of Restructuring, Optimization and Strategic Initiatives	Capital Expenditures	Depreciation and Amortization

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CEO Takeaways

David Maura

CEO Key Takeaways

1

STRATEGIC PIVOT

- Closed HHI for $4.3 billion cash and expected net proceeds of $3.8 billion
- Strengthened balance sheet, returning capital to shareholders and refocusing the team on long-term growth for the remaining businesses

2

FY23 EARNINGS FRAMEWORK UPDATE

- Continue to maintain earnings framework despite additional top-line pressure in FY23
- Targeting mid single-digits decline in net sales and low to mid single-digits decline in adjusted EBITDA

3

CURRENT FOCUS

- Focused on profitability and long-term growth

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Appendix

SPECTRUM BRANDS HOLDINGS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)

	Three Month Periods Ended		Nine Month Periods Ended	
(in millions, except per share amounts)	**July 2, 2023**	**July 3, 2022**	**July 2, 2023**	**July 3, 2022**
Net sales	$ 735.5	$ 818.0	$ 2,178.1	$ 2,383.0
Cost of goods sold	472.0	542.0	1,498.2	1,632.1
Gross profit	263.5	276.0	679.9	750.9
Selling	137.0	161.9	401.4	457.9
General and administrative	81.1	94.3	253.4	289.3
Research and development	5.3	6.1	16.6	22.0
Impairment of goodwill	111.1	—	111.1	—
Impairment of intangible assets	53.7	—	120.7	—
Gain from remeasurement of contingent consideration liability	—	(25.0)	(1.5)	(25.0)
Total operating expenses	388.2	237.3	901.7	744.2
Operating (loss) income	(124.7)	38.7	(221.8)	6.7
Interest expense	38.9	26.0	103.9	72.4
Interest income	(5.4)	(0.1)	(5.6)	(0.5)
Other non-operating expense, net	0.1	7.8	0.1	7.9
(Loss) income from continuing operations before income taxes	(158.3)	5.0	(320.2)	(73.1)
Income tax expense (benefit)	13.9	2.0	(33.0)	(20.8)
Net (loss) income from continuing operations	(172.2)	3.0	(287.2)	(52.3)
Income from discontinued operations, net of tax	2,031.8	29.9	2,072.7	109.8
Net income	1,859.6	32.9	1,785.5	57.5
Net income from continuing operations attributable to non-controlling interest	0.2	—	0.5	—
Net income from discontinued operations attributable to non-controlling interest	0.2	0.2	0.3	0.7
Net income attributable to controlling interest	$ 1,859.2	$ 32.7	$ 1,784.7	$ 56.8
Amounts attributable to controlling interest				
Net (loss) income from continuing operations attributable to controlling interest	$ (172.4)	$ 3.0	$ (287.7)	$ (52.3)
Net income from discontinued operations attributable to controlling interest	2,031.6	29.7	2,072.4	109.1
Net income attributable to controlling interest	$ 1,859.2	$ 32.7	$ 1,784.7	$ 56.8
Earnings Per Share				
Basic earnings per share from continuing operations	$ (4.27)	$ 0.07	$ (7.06)	$ (1.28)
Basic earnings per share from discontinued operations	50.34	0.73	50.87	2.67
Basic earnings per share	$ 46.07	$ 0.80	$ 43.81	$ 1.39
Diluted earnings per share from continuing operations	$ (4.27)	$ 0.07	$ (7.06)	$ (1.28)
Diluted earnings per share from discontinued operations	50.34	0.73	50.87	2.67
Diluted earnings per share	$ 46.07	$ 0.80	$ 43.81	$ 1.39
Weighted Average Shares Outstanding				
Basic	40.4	40.8	40.7	41.0
Diluted	40.4	41.0	40.7	41.0

SPECTRUM BRANDS HOLDINGS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW (Unaudited)

	Nine Month Periods Ended	
(in millions)	**July 2, 2023**	**July 3, 2022**
Cash flows from operating activities		
Net cash provided (used) by operating activities from continuing operations	$ 72.5	$ (180.8)
Net cash provided by operating activities from discontinued operations	31.8	42.4
Net cash provided (used) by operating activities	104.3	(138.4)
Cash flows from investing activities		
Purchases of property, plant and equipment	(44.3)	(45.3)
Proceeds from disposal of property, plant and equipment	3.0	0.1
Proceeds from sale of discontinued operations, net of cash	4,334.7	—
Business acquisitions, net of cash acquired	—	(272.1)
Other investing activity	(0.1)	(0.1)
Net cash provided (used) by investing activities from continuing operations	4,293.3	(317.4)
Net cash used by investing activities from discontinued operations	(11.8)	(18.0)
Net cash provided (used) by investing activities	4,281.5	(335.4)
Cash flows from financing activities		
Payment of debt	(1,141.1)	(9.8)
Proceeds from issuance of debt	—	775.0
Payment of debt issuance costs	(2.3)	(7.6)
Payment of contingent consideration	—	(1.9)
Treasury stock purchases	—	(134.0)
Accelerated share repurchase	(500.0)	—
Dividends paid to shareholders	(51.6)	(51.5)
Share based award tax withholding payments, net of proceeds upon vesting	(11.3)	(24.5)
Net cash (used) provided by financing activities from continuing operations	(1,706.3)	545.7
Net cash used by financing activities from discontinued operations	(0.8)	(2.7)
Net cash (used) provided by financing activities	(1,707.1)	543.0
Effect of exchange rate changes on cash and cash equivalents	7.8	(11.5)
Net change in cash, cash equivalents and restricted cash in continuing operations	2,686.5	57.7
Cash, cash equivalents, and restricted cash, beginning of period	243.7	190.0
Cash, cash equivalents, and restricted cash, end of period	$ 2,930.2	$ 247.7

SPECTRUM BRANDS HOLDINGS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Unaudited)

(in millions)	July 2, 2023	September 30, 2022
Assets		
Cash and cash equivalents	$ 2,930.2	$ 243.7
Trade receivables, net	371.0	247.4
Other receivables	100.1	95.7
Inventories	527.9	780.6
Prepaid expenses and other current assets	51.2	51.2
Current assets of business held for sale	—	1,816.7
Total current assets	3,980.4	3,235.3
Property, plant and equipment, net	274.7	263.8
Operating lease assets	116.7	82.5
Deferred charges and other	45.1	38.7
Goodwill	858.6	953.1
Intangible assets, net	1,078.9	1,202.2
Total assets	$ 6,354.4	$ 5,775.6
Liabilities and Shareholders' Equity		
Current portion of long-term debt	$ 459.2	$ 12.3
Accounts payable	460.6	453.1
Accrued wages and salaries	36.3	28.4
Accrued interest	34.3	27.6
Income tax payable	606.5	15.5
Other current liabilities	186.1	187.5
Current liabilities of business held for sale	—	463.7
Total current liabilities	1,783.0	1,188.1
Long-term debt, net of current portion	1,619.2	3,144.5
Long-term operating lease liabilities	98.7	56.0
Deferred income taxes	139.6	60.1
Other long-term liabilities	154.0	57.8
Total liabilities	3,794.5	4,506.5
Shareholders' equity	2,558.7	1,263.2
Non-controlling interest	1.2	5.9
Total equity	2,559.9	1,269.1
Total liabilities and equity	$ 6,354.4	$ 5,775.6

SPECTRUM BRANDS HOLDINGS, INC.

NET SALES SUMMARY (Unaudited)

(in millions, except %)	Three Month Periods Ended July 2, 2023	Three Month Periods Ended July 3, 2022	Variance		Nine Month Periods Ended July 2, 2023	Nine Month Periods Ended July 3, 2022	Variance	
GPC	$ 272.3	$ 290.2	$ (17.9)	(6.2)%	$ 846.5	$ 887.5	$ (41.0)	(4.6)%
H&G	186.6	198.5	(11.9)	(6.0)%	411.3	470.3	(59.0)	(12.5)%
HPC	276.6	329.3	(52.7)	(16.0)%	920.3	1,025.2	(104.9)	(10.2)%
Net Sales	$ 735.5	$ 818.0	(82.5)	(10.1)%	$ 2,178.1	$ 2,383.0	(204.9)	(8.6)%

SPECTRUM BRANDS HOLDINGS, INC.

RECONCILIATION OF GAAP NET SALES TO ORGANIC NET SALES (Unaudited)

	July 2, 2023							
Three Month Periods Ended (in millions, except %)	Net Sales	Effect of Changes in Currency	Net Sales Excluding Effect of Changes in Currency	Effect of Acquisitions	Organic Net Sales	Net Sales July 3, 2022	Variance	
GPC	$ 272.3	$ (0.8)	$ 271.5	$ —	$ 271.5	$ 290.2	$ (18.7)	(6.4)%
H&G	186.6	—	186.6	—	186.6	198.5	(11.9)	(6.0)%
HPC	276.6	4.3	280.9	—	280.9	329.3	(48.4)	(14.7)%
Total	$ 735.5	$ 3.5	$ 739.0	$ —	$ 739.0	$ 818.0	(79.0)	(9.7)%

	July 2, 2023							
Nine Month Periods Ended (in millions, except %)	Net Sales	Effect of Changes in Currency	Net Sales Excluding Effect of Changes in Currency	Effect of Acquisitions	Organic Net Sales	Net Sales July 3, 2022	Variance	
GPC	$ 846.5	$ 20.7	$ 867.2	$ —	$ 867.2	$ 887.5	$ (20.3)	(2.3)%
H&G	411.3	(0.1)	411.2	—	411.2	470.3	(59.1)	(12.6)%
HPC	920.3	41.7	962.0	(89.9)	872.1	1,025.2	(153.1)	(14.9)%
Total	$ 2,178.1	$ 62.3	$ 2,240.4	$ (89.9)	$ 2,150.5	$ 2,383.0	(232.5)	(9.8)%

SPECTRUM BRANDS HOLDINGS, INC.

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

Three Month Period Ended July 2, 2023 (in millions, except %)	GPC	H&G	HPC	Corporate	Consolidated
Net income (loss) from continuing operations	$ 38.0	$ 26.2	$ (156.5)	$ (79.9)	$ (172.2)
Income tax expense	—	—	—	13.9	13.9
Interest expense	—	—	—	38.9	38.9
Depreciation	4.1	1.8	2.8	3.4	12.1
Amortization	5.6	2.8	2.1	—	10.5
EBITDA	47.7	30.8	(151.6)	(23.7)	(96.8)
Share based compensation	—	—	—	4.8	4.8
Tristar integration	—	—	1.0	—	1.0
HHI divestiture	—	—	—	4.0	4.0
HPC separation initiatives	—	—	—	0.5	0.5
Fiscal 2023 restructuring	0.5	—	0.4	—	0.9
Russia closing initiatives	—	—	0.2	—	0.2
Global ERP transformation	—	—	—	3.7	3.7
HPC brand portfolio transitions	—	—	0.7	—	0.7
Other project costs	0.2	—	0.7	0.3	1.2
Unallocated shared costs	—	—	—	5.3	5.3
Non-cash purchase accounting adjustments	—	—	0.5	—	0.5
Impairment of equipment and operating lease assets	5.2	—	(1.6)	—	3.6
Impairment of goodwill	—	—	111.1	—	111.1
Impairment of intangible assets	—	8.0	45.7	—	53.7
Early settlement of foreign currency cash flow hedges	—	—	0.7	—	0.7
Legal and environmental	—	(0.2)	1.7	—	1.5
HPC product recall	—	—	1.9	—	1.9
Adjusted EBITDA	$ 53.6	$ 38.6	$ 11.4	$ (5.1)	$ 98.5
Net sales	$ 272.3	$ 186.6	$ 276.6	$ —	$ 735.5
Adjusted EBITDA margin	19.7 %	20.7 %	4.1 %	—	13.4 %

SPECTRUM BRANDS HOLDINGS, INC.

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

Three Month Period Ended July 3, 2022 (in millions, except %)	GPC	H&G	HPC	Corporate	Consolidated
Net income (loss) from continuing operations	$ 18.8	$ 36.3	$ 12.6	$ (64.7)	$ 3.0
Income tax expense	—	—	—	2.0	2.0
Interest expense	—	—	—	26.0	26.0
Depreciation	4.0	1.8	2.9	3.6	12.3
Amortization	5.6	2.8	4.7	—	13.1
EBITDA	28.4	40.9	20.2	(33.1)	56.4
Share based compensation	—	—	—	(0.7)	(0.7)
Tristar integration	—	—	5.6	—	5.6
Armitage integration	0.1	—	—	—	0.1
Omega integration	0.1	—	—	—	0.1
HHI divestiture	—	—	—	0.6	0.6
HPC separation initiatives	—	—	—	10.7	10.7
Coevorden operations separation	1.9	—	—	—	1.9
Fiscal 2022 restructuring	3.1	0.6	3.7	0.7	8.1
Russia closing initiatives	(1.4)	—	1.8	—	0.4
Global ERP transformation	—	—	—	3.4	3.4
HPC brand portfolio transition	—	—	0.3	—	0.3
GPC distribution center transition	8.4	—	—	—	8.4
Global productivity improvement program	0.2	—	0.5	0.5	1.2
Other project costs	0.1	—	0.4	3.6	4.1
Unallocated shared costs	—	—	—	7.0	7.0
Non-cash purchase accounting adjustments	—	—	4.3	—	4.3
Gain from remeasurement of contingent consideration liability	—	—	(25.0)	—	(25.0)
Early settlement of foreign currency cash flow hedges	—	—	(8.2)	—	(8.2)
Salus and other	—	1.3	—	0.1	1.4
Adjusted EBITDA	$ 40.9	$ 42.8	$ 3.6	$ (7.2)	$ 80.1
Net sales	$ 290.2	$ 198.5	$ 329.3	$ —	$ 818.0
Adjusted EBITDA margin	14.1 %	21.6 %	1.1 %	— %	9.8 %

SPECTRUM BRANDS HOLDINGS, INC.

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

Nine Month Period Ended July 2, 2023 (in millions, except %)	GPC	H&G	HPC	Corporate	Consolidated
Net income (loss) from continuing operations	$ 91.3	$ (20.8)	$ (198.2)	$ (159.5)	$ (287.2)
Income tax benefit	—	—	—	(33.0)	(33.0)
Interest expense	—	—	—	103.9	103.9
Depreciation	11.6	5.4	9.0	10.2	36.2
Amortization	16.6	8.6	6.2	—	31.4
EBITDA	119.5	(6.8)	(183.0)	(78.4)	(148.7)
Share based compensation	—	—	—	12.5	12.5
Tristar integration	—	—	10.7	—	10.7
HHI divestiture	—	—	—	6.9	6.9
HPC separation initiatives	—	—	—	4.0	4.0
Coevorden operations separation	2.7	—	—	—	2.7
Fiscal 2023 restructuring	2.5	—	2.8	—	5.3
Fiscal 2022 restructuring	0.1	0.2	—	0.4	0.7
Russia closing initiatives	—	—	2.9	—	2.9
Global ERP transformation	—	—	—	8.5	8.5
HPC brand portfolio transitions	—	—	2.1	—	2.1
Other project costs	1.1	2.1	0.9	4.8	8.9
Unallocated shared costs	—	—	—	18.1	18.1
Non-cash purchase accounting adjustments	—	—	1.4	—	1.4
Gain from remeasurement of contingent consideration liability	—	—	(1.5)	—	(1.5)
Impairment of equipment and operating lease assets	7.9	—	0.2	—	8.1
Impairment of goodwill	—	—	111.1	—	111.1
Impairment of intangible assets	—	56.0	64.7	—	120.7
Early settlement of foreign currency cash flow hedges	—	—	4.6	—	4.6
Legal and environmental	—	(0.2)	1.7	—	1.5
HPC product recall	—	—	3.8	—	3.8
Salus and other	3.3	0.1	0.3	1.3	5.0
Adjusted EBITDA	$ 137.1	$ 51.4	$ 22.7	$ (21.9)	$ 189.3
Net sales	$ 846.5	$ 411.3	$ 920.3	$ —	$ 2,178.1
Adjusted EBITDA margin	16.2 %	12.5 %	2.5 %	— %	8.7 %

SPECTRUM BRANDS HOLDINGS, INC.

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

Nine Month Period Ended July 3, 2022 (in millions, except %)	GPC	H&G	HPC	Corporate	Consolidated
Net income (loss) from continuing operations	$ 49.1	$ 50.7	$ 12.7	$ (164.8)	$ (52.3)
Income tax benefit	—	—	—	(20.8)	(20.8)
Interest expense	—	—	—	72.4	72.4
Depreciation	11.1	5.4	9.2	10.9	36.6
Amortization	17.1	8.6	14.2	—	39.9
EBITDA	77.3	64.7	36.1	(102.3)	75.8
Share based compensation	—	—	—	11.4	11.4
Tristar acquisition and integration	—	—	20.0	—	20.0
Rejuvenate integration	—	7.0	—	—	7.0
Armitage integration	1.4	—	—	—	1.4
Omega integration	1.5	—	—	—	1.5
HPC separation initiatives	—	—	—	15.4	15.4
HHI divestiture	—	—	—	6.1	6.1
Coevorden operations separation	7.3	—	—	—	7.3
Fiscal 2022 restructuring	3.1	0.6	3.7	0.7	8.1
Russia closing initiatives	0.2	—	3.8	—	4.0
Global ERP transformation	—	—	—	9.4	9.4
HPC brand portfolio transitions	—	—	0.3	—	0.3
GPC distribution center transition	28.3	—	—	—	28.3
Global productivity improvement program	0.9	—	2.5	1.8	5.2
Other project costs	0.2	—	0.6	9.9	10.7
Unallocated shared costs	—	—	—	20.7	20.7
Non-cash purchase accounting adjustments	—	—	7.8	—	7.8
Gain from remeasurement of contingent consideration liability	—	—	(25.0)	—	(25.0)
Early settlement of foreign currency cash flow hedges	—	—	(8.2)	—	(8.2)
Legal and environmental	—	(0.5)	—	—	(0.5)
Salus and other	—	1.3	—	0.4	1.7
Adjusted EBITDA	$ 120.2	$ 73.1	$ 41.6	$ (26.5)	$ 208.4
Net sales	$ 887.5	$ 470.3	$ 1,025.2	$ —	$ 2,383.0
Adjusted EBITDA margin	13.5 %	15.5 %	4.1 %	— %	8.7 %

SPECTRUM BRANDS HOLDINGS, INC.

RECONCILIATION OF GAAP DILUTED EARNINGS PER SHARE TO ADJUSTED DILUTED EARNINGS PER SHARE (Unaudited)

	Three Month Periods Ended		Nine Month Periods Ended	
	July 2, 2023	July 3, 2022	July 2, 2023	July 3, 2022
Diluted EPS from continuing operations, as reported	$ (4.27)	$ 0.07	$ (7.06)	$ (1.28)
Adjustments:				
Tristar acquisition and integration	0.02	0.14	0.26	0.49
HHI divestiture	0.10	0.01	0.17	0.15
HPC separation initiatives	0.01	0.26	0.10	0.38
Coevorden operations separation	—	0.05	0.07	0.18
Rejuvenate integration	—	—	—	0.17
Armitage integration	—	—	—	0.03
Omega integration	—	—	—	0.04
Fiscal 2023 restructuring	0.04	$ —	0.07	—
Fiscal 2022 restructuring	(0.02)	0.20	0.08	0.20
Russia closing initiatives	—	0.01	0.07	0.10
Global ERP transformation	0.09	0.08	0.21	0.23
HPC brand portfolio transitions	0.02	0.01	0.05	0.01
GPC distribution center transition	—	0.21	—	0.69
Global productivity improvement program	—	0.03	—	0.13
Other project costs	0.01	0.10	0.18	0.26
Unallocated shared costs	0.13	0.17	0.44	0.51
Non-cash purchase accounting adjustments	0.01	0.11	0.03	0.19
Gain from remeasurement contingent consideration liability	—	(0.61)	(0.04)	(0.61)
Impairment on equipment and operating leases	0.09	—	0.20	—
Impairment of goodwill	2.75	—	2.73	—
Impairment on intangible assets	1.33	—	2.96	—
Early settlement of foreign currency cash flow hedges	0.02	(0.20)	0.11	(0.20)
Legal and environmental	0.04	—	0.04	(0.01)
HPC product recalls	0.05	—	0.09	—
Debt amendment and financing costs	0.21	—	0.27	—
Salus and other	0.02	0.03	0.16	0.04
Pre-tax adjustments	4.92	0.60	8.25	2.98
Income tax adjustment	0.10	(0.13)	(0.90)	(0.82)
Total adjustments	5.02	0.47	7.35	2.16
Diluted EPS from continuing operations, as adjusted	$ 0.75	$ 0.54	$ 0.29	$ 0.88