Spectrum Brands

Global Batteries & Appliances

Pet, Home & Garden

Hardware & Home Improvement

Global Auto Care

Fiscal 2017 First Quarter Earnings Call

January 26, 2017

Agenda

- **Introduction** — Dave Prichard, Vice President, Investor Relations
- **FY17 Q1 Highlights and Full Year Outlook** — Andreas Rouvé, Chief Executive Officer
- **Financial and Business Unit Review** — Doug Martin, Chief Financial Officer
- **Q&A** — Andreas Rouvé, Doug Martin

Forward-Looking Statements

Certain matters discussed in this presentation, with the exception of historical matters, may be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, regarding our business strategy, future operations, financial condition, estimated revenues, projected costs, projected synergies, prospects, plans and objectives of management, as well as information concerning expected actions of third parties, are forward-looking statements. These statements are subject to a number of risks and uncertainties that could cause results to differ materially from those anticipated as of the date of this presentation. Important factors that could cause our actual results to differ materially from those expressed or implied herein include, without limitation: our ability to manage and otherwise comply with our covenants with respect to our significant outstanding indebtedness or maintain our credit ratings; changes and developments in external competitive market factors, such as introduction of new product features or technological developments; development of new competitors or competitive brands or competitive promotional activity or spending or industry consolidation; the cost and effect of unanticipated legal, tax or regulatory proceedings or new accounting policies, laws or regulations (including environmental, public health and consumer protection regulations); seasonality of our products and changes in consumer demand for the various types of products we offer resulting in the loss of, or a significant reduction in, sales to significant retail customers; our ability to develop and successfully introduce new products, protect our intellectual property and avoid infringing the intellectual property of third parties; public perception regarding the safety of our products, including the potential for environmental liabilities, product liability claims, litigation and other claims; unfavorable developments in the global credit markets; the impact of overall economic conditions, terrorist attacks, acts of war or other unrest in international markets on consumer spending; fluctuations in commodities prices, supply shortages, the costs or availability of raw materials or terms and conditions available from suppliers; changes in the general economic conditions in countries and regions where we do business, such as stock market prices, interest rates, currency exchange rates, inflation and consumer spending; our ability to successfully implement manufacturing, distribution and other cost efficiencies and to continue to benefit from our cost-cutting initiatives; the impact of expenses resulting from the implementation of new business strategies, divestitures or restructuring activities; our ability to integrate, and to realize synergies from acquisitions; our ability to identify, develop and retain key employees; unfavorable weather conditions or climate change and various other risks and uncertainties, including those discussed herein and those set forth in our filings with the Securities and Exchange Commission (“SEC”).

We also caution the reader that undue reliance should not be placed on any forward-looking statements, which speak only as of the date of this presentation. We undertake no duty or responsibility to update any of these forward-looking statements to reflect events or circumstances after the date of this presentation or to reflect actual outcomes. Additional factors that may affect future results and conditions are described in our filings with the SEC, which are available at the SEC’s web site at www.sec.gov or at Spectrum Brands’ website at www.spectrumbrands.com. The information contained in this presentation is summary information that is intended to be considered in the context of our SEC filings, and other public announcements that we may make, by press release or otherwise, from time to time. In addition, information related to past performance, while helpful as an evaluative tool, is not necessarily indicative of future results, the achievement of which cannot be assured. You should not view our past performance, or information about the market, as indicative of our future results. Further, performance information respecting investment returns on portfolio transactions is not directly equivalent to returns on an investment in our common stock.

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. 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. In addition, within this presentation, including the tables that follow, reference is made to adjusted diluted earnings per share (EPS), adjusted earnings before interest, taxes, depreciation and amortization (EBITDA), adjusted EBITDA margin, and free cash flow.

Spectrum Brands 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 35%.

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 of a company's ability to service debt and is one of the measures used 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.

Also, management believes that free cash flow is useful to both management and investors in their analysis of Spectrum Brands' ability to service and repay its debt and meet its working capital requirements. Free cash flow should not be considered in isolation or as a substitute for pretax income, net income, cash provided by operating activities or other statement of income or cash flow statement data prepared in accordance with GAAP or as a measure of profitability or liquidity. In addition, the calculation of free cash flow does not reflect cash used to service debt and therefore, does not reflect funds available for investment or discretionary uses.

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

All GAAP reconciliations are available at www.spectrumbrands.com

Global Batteries
& Appliances

Pet, Home
& Garden

Hardware &
Home Improvement

Global
Auto Care

FY17 Q1 Highlights and Full Year Outlook

Andreas Rouvé

Chief Executive Officer

FY17 Q1 Highlights

- Solid Q1 with improvement in all key financial targets
- Adjusted EBITDA, adjusted free cash flow and adjusted EPS increased despite further currency headwinds and strong focus by major U.S. retailers to reduce inventory
- Reported adjusted EBITDA grew $7 million, or 3.4%, and organic adjusted EBITDA increased 6.6%; adjusted free cash flow improved by $247 million and adjusted EPS increased 20%
- Earnings growth impacted by increased spending on several strategic initiatives
- Adjusted EBITDA margin increased 70 basis points to 17.7% from clear focus on growing core, profitable categories with launch of innovative products and expansion into more channels and more countries
- Core category growth partly offset by strategic decision to exit unprofitable businesses and deemphasize low-margin promotions on Black Friday and during the holidays
- Q1 reported net sales decreased 0.6%. Excluding the impact of currency, business exits and 2 fewer days compared to last year we delivered approximately 3.5% organic growth in our core business on a comparable days basis
- HHI delivered record Q1 results, Global Batteries and Appliances had excellent performance, and regionally Europe, Latin America, Canada and Asia-Pacific reported solid adjusted EBITDA growth despite currency headwinds

Full Year Outlook

- Focus is not only to become the preferred partner to our customers and employees, but also to continuously improve our processes to accelerate the sustainable growth of organic adjusted EBITDA and free cash flow
- GAC to complete major simplification of its U.S. production, distribution and R&D footprint in FY17, and new HHI U.S. distribution center consolidation is now under way
- Stepping up R&D and marketing investments and adding sales specialists to pursue white space opportunities in more categories, channels and countries
- Enhancing packaging and product differentiation to cover multiple price points, respond better to different consumer needs and avoid channel conflicts
- Launching brand refreshes and 360-degree marketing programs to raise awareness and appreciation of our brands
- Expect above category top-line increases and solid bottom-line growth as well as free cash flow improvement in FY17
- FY17 second half expected to be larger than first half
- Solid Q1 results provide excellent start to achieving our 8th consecutive year of record financial performance in FY17

Spectrum Brands

Global Batteries & Appliances

Pet, Home & Garden

Hardware & Home Improvement

Global Auto Care

Financial and Business Unit Review

Doug Martin

Chief Financial Officer

Financial Review *(1/2)*

- Q1 reported net sales of $1.21 billion decreased 0.6%
- Organic net sales increase of 1.0%, excluding negative Fx of $18.8 million, against strong growth of 6.3% last year and also including the negative impact of unprofitable business exits of approximately $8 million and 2 fewer shipping days of approximately $20-$25 million
- Reported gross margin of 37.1% increased 90 basis points from 36.2% last year primarily due to strong productivity and improved mix, partially offset by the negative impact of Fx
- Reported SG&A expense of $278.4 million, or 23.0% of sales, compared to $273.4 million last year, or 22.4%
- Reported operating margin of 12.5% improved by 80 basis points compared to 11.7% last year largely driven by expanding gross margin and lower acquisition and integration spending
- Reported diluted EPS of $1.10 compared to $1.24 last year primarily due to a higher reported effective tax rate
- Adjusted EPS of $1.21 increased 19.8% from $1.01 last year primarily as a result of volume, favorable mix, operating efficiencies and lower interest costs, partially offset by the negative impact of Fx
- Q1 reported tax rate of 32.3% increased from 9% last year primarily due to the absence of a valuation allowance benefit last year

Financial Review *(2/2)*

- Continuing focus on improving working capital, not only absolute improvement year-over-year but also systemic improvement throughout the year to reduce some of our working capital seasonality
- Q1 reported interest expense of $55.8 million decreased $2.6 million from last year driven by the benefits of our 4% Euro-denominated notes issued last September and repricing of U.S. term loans in October
- Q1 cash interest payments of $44 million were $18 million lower than last year largely related to major term debt reduction last year, the notes refinancing and term loan repricing
- Cash taxes of $10 million were unchanged from last year
- Q1 depreciation, amortization and share-based compensation were $55 million compared to $57 million last year
- Cash payments for acquisition & integration and restructuring & related charges were $4 million and $3 million, respectively, versus $12 million and $6 million, respectively, last year

Global Auto Care

- Q1 reported net sales decreased 5.7%
- Solid U.S. refrigerants growth more than offset by lower appearance and performance chemicals sales primarily from shipment timing ahead of GAC's North American SAP go-live in early January 2016 and U.S. retailer inventory adjustments
- Lower European region distributor sales were due to order shipment timing versus last year
- Reported adjusted EBITDA grew 3.1% with margin expansion of 240 basis points to 28.5%; organic adjusted EBITDA fell 3.6%
- FY17 focus on continued strong support of core brands, extending Armor All and STP into adjacencies and expanding internationally along with cross-selling and white space wins
- Major simplification of U.S. footprint progressing ahead of schedule and will drive cost efficiencies, more vertical integration and lower working capital

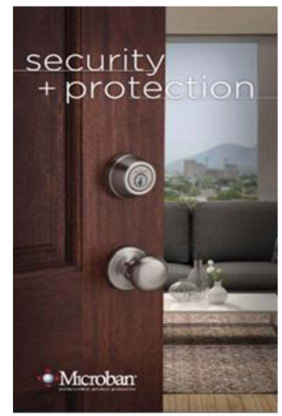
Hardware & Home Improvement

- Record Q1 results with reported net sales increase of 2.2% driven by growth in core U.S. residential security business
  - Planned exits from unprofitable businesses in Mexico negatively impacted sales by about 1.5%
- Reported adjusted EBITDA increased 10.2% with 150 basis point margin growth to 20.5%; organic adjusted EBITDA grew 4.1%
- Solid momentum in core U.S. categories coming from robust new product roadmap with strong innovation every quarter
- Smart locks unveiled at Consumer Electronics Show to strengthen leadership in fast-growing electronics category
- HHI is scaling strong DIY, home builder channels, distributors and showroom businesses, pursuing more home automation growth and extending patented SmartKey technology as the industry standard
- Multi-year global transformation program to reduce costs, add capacity and insourcing, harmonize lock components and improve automation by the end of FY18

Kwikset

Works with Apple HomeKit

Premis



Kwikset

Microban

antimicrobial product protection

Pfister

Venturi Kitchen

Global Pet Supplies

- Q1 reported net sales fell 4.5% and 3.1% excluding negative Fx
  - Pet is seeing profit and margin expansion ahead of revenue growth expected in second half of the year
- Reported adjusted EBITDA improved 5.1% with margin expansion of 140 basis points and 11% excluding negative Fx due to favorable product and customer mix
- Higher aquatics revenues more than offset by lower North American companion animal and European pet food sales
  - Planned U.S. private-label business exits and European customer tolling agreement exit adversely impacted sales by 1.1%
- Operational and process improvements taking hold as Pet pivots to higher-margin branded dog and cat products and steps up geographic expansion
- Comprehensive marketing campaigns under way for Nature's Miracle, Dingo, FURminator and Pro-Sense

Spectrum Brands

Home and Garden

- Record Q1 revenues provides encouraging start to FY17; reported net sales increased 4.4% driven by double-digit growth in household controls category
- Reported adjusted EBITDA decline of 19.7% to $5.7 million and margin decrease of 350 basis points due to unfavorable manufacturing variances from improved manufacturing scheduling and new aerosol line start-up to benefit later quarters, as well as investments in marketing expenses to support innovation and new distribution
- Aerosol expansion project nearly doubles filling capacity and will reduce inventory levels and production costs in 2017
  - St. Louis plant now manufacturing GAC aerosol products, providing additional costs savings versus outsourcing
- Black Flag brand expanding beyond household controls into the outdoor controls space with comprehensive marketing plan
- Hot Shot bed bug pest management solutions supported by unique integrated, multi-product solution for consumers
- Cutter's exclusive repellent sponsorship of U.S. Soccer is driving off-shelf placement and improving brand awareness

Personal Care (Remington)

- Q1 reported net sales fell 3.7% and 1.5% excluding negative Fx
- Q1 reported adjusted EBITDA unchanged with 60 basis point margin expansion despite sales shortfall; organic adjusted EBITDA grew 8%
- Constant currency growth in Europe and Asia-Pacific more than offset by lower North American revenues
  - North American decline largely attributable to fewer promotions and distribution adjustments at key retailers
- Remington innovation will remain strong this year to drive organic growth, supported by a blend of traditional print and online media
- Focused on expanding distribution into new white space areas, as well as continuing strong, double-digit growth in e-commerce

Spectrum Brands

Small Appliances

- Q1 reported net sales decreased 1.8%; organic revenues grew 2.1% excluding negative Fx
  - Improvement due to strong growth in North America from distribution gains, incremental listings, effective promotions and strong e-commerce growth, along with modest growth in Europe on a currency neutral basis
- Q1 reported adjusted EBITDA grew slightly with 40 basis point margin expansion; organic adjusted EBITDA increased more than 20%
- Small appliances working to further broaden its product portfolio and distribution points, armed with strong innovation in FY17, especially in cooking and beverage
  - Top-line growth expected from distribution wins, white space opportunities and e-commerce which continues to see the most significant channel growth for small appliances
- George Foreman grills are being introduced in continental Europe along with Russell Hobbs-branded cookware and bakeware innovation

Global Batteries

- Excellent Q1 with reported net sales growth of 3.1% and 4.9% excluding negative Fx
- Reported adjusted EBITDA increased 6.5% with margin expansion of 70 basis points; organic adjusted EBITDA grew more than 10%
- Strong growth in Europe on a constant currency basis from new customers, organic increases and effective promotions, as well as in Latin America and Asia-Pacific, drove the improvement
  - Solid alkaline growth in North America
- Continued strong performance expected in FY17 with growth opportunities in under-indexed channels and new geographies, primarily in alkaline and hearing aid categories, and through market share and distribution gains
- North American white space opportunities pursued with expanded Rayovac go-to-market strategy

Financial Review

- Strong liquidity position at the end of Q1
- Expect to continue to reduce leverage in FY17 similar to last year; total leverage at the end of FY16 was approximately 3.9 times
- Adjusted free cash flow in Q1 of $6 million compared to a use of $241 million in the prior year, reflecting significant progress across inventory, accounts receivable and accounts payable to sustainably improve working capital management and begin to reduce some of the seasonal volatility of our working capital cycle
- Capital expenditures were $28 million compared to $17 million last year
- Repurchased 802,281 shares of common stock in Q1 for $97 million or $120.97 per share on average
- Board this week also approved a new 3-year, $500 million share repurchase program

FY17 Guidance

- Reported net sales expected to grow above category rates, partially offset by the anticipated negative Fx impacts of approximately 100-150 basis points
- Expect to deliver free cash flow between $575-$590 million:
  - Full-year interest expense expected to be between $200-$210 million, including approximately $15 million of non-cash items with cash interest payments expected to be between $175-$185 million
  - D&A expected to be between $245-$255 million, including approximately $60 million for amortization of stock-based compensation
  - Effective tax rate expected to be between 30%-35%; 35% tax rate used for adjusted earnings
  - Cash taxes expected to be approximately $50-$60 million; we do not anticipate being a regular U.S. federal cash taxpayer for the next few years as net operating loss carryforwards continue to be used
  - Cash payments for acquisition & integration and restructuring & related charges expected to be between $30-$40 million
  - Capital expenditures expected to be between $110-$120 million
    - Incremental investments will support footprint optimization, vertical integration improvements, technology and innovation and are expected to enhance the Company's margin structure and organic sales growth rate

Spectrum Brands

Global Batteries & Appliances	Pet, Home & Garden	Hardware & Home Improvement	Global Auto Care

RAYOVAC · VARTA · Russell Hobbs · REMINGTON · DINGO · Cutter

GEORGE FOREMAN · LITTERMAID · PRO·SENSE · 8in1 · id QUEST · FORTIS PURO DESIGN ITALIANO · TAT INSECTICIDES

HOT SHOT · Spectracide · BLACK FLAG · ULTRA PRO · REPEL · Tetra · STP · Kwikset · Garden Safe

WEISER SECURITY & INNOVATION SINCE 1904 · iLIGHT PRO professional hair removal results at home · MARINELAND · Instant Ocean · STANLEY · FURminator PROFESSIONAL PET PRODUCTS

NATURE'S MIRACLE · BALDWIN · WET2STRAIGHT · Pfister · GEO by BLACK&DECKER · Wild Harvest · A/C PRO · EZSET

IAMS · smooth & silky · Tell Manufacturing, Inc. · Sportsman · BIRDOLA PRODUCTS Wildlife feeding specialists · Digest-eeze · Breadman · Jungle

FreshResults · Balanced-By-Nature ECOTRITION · National Hardware · FANAL · Tuff Stuff · Perfect Coat Every Dog Has Its Perfect Style · EUKANUBA

LIQUID FENCE · BLACK+DECKER · FARBERWARE · Juiceman · Excel · PROLINE ADVANCED · ARMOR ALL

Spectrum Brands

Global Batteries & Appliances

Pet, Home & Garden

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Appendix

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

(in millions, except per share amounts)	Three Month Period Ended January 1, 2017	Three Month Period Ended January 3, 2016
Net sales	$ 1,211.8	$ 1,218.8
Cost of goods sold	760.7	778.0
Restructuring and related charges	1.1	0.1
Gross profit	450.0	440.7
Selling	189.8	187.1
General and administrative	88.6	86.3
Research and development	14.4	13.8
Acquisition and integration related charges	4.1	9.9
Restructuring and related charges	2.1	1.1
Total operating expenses	299.0	298.2
Operating income	151.0	142.5
Interest expense	55.8	58.4
Other non-operating (income) expense, net	(1.1)	3.5
Income from operations before income taxes	96.3	80.6
Income tax expense	31.1	6.9
Net income	65.2	73.7
Net income attributable to non-controlling interest	—	0.1
Net income attributable to controlling interest	$ 65.2	$ 73.6
Earnings Per Share		
Basic earnings per share	$ 1.10	$ 1.24
Diluted earnings per share	$ 1.10	$ 1.24
Dividends per share	$ 0.38	$ 0.33
Weighted Average Shares Outstanding		
Basic	59.3	59.2
Diluted	59.5	59.2

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

(in millions)	Three Month Period Ended January 1, 2017	Three Month Period Ended January 3, 2016
Cash flows from operating activities		
Net income	$ 65.2	$ 73.7
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of intangible assets	23.6	23.6
Depreciation	22.4	23.0
Share based compensation	8.8	10.1
Amortization of debt issuance costs	1.8	2.1
Write-off of debt issuance costs	1.9	—
Non-cash debt accretion	0.2	0.3
Deferred tax benefit	19.6	(9.7)
Net changes in operating assets and liabilities	(137.7)	(346.6)
Net cash provided (used) by operating activities	5.8	(223.5)
Cash flows from investing activities		
Purchases of property, plant and equipment	(28.0)	(17.4)
Proceeds from sales of property, plant and equipment	0.1	0.1
Other investing activities	(0.8)	—
Net cash used by investing activities	(28.7)	(17.3)
Cash flows from financing activities		
Proceeds from issuance of debt	177.1	230.0
Payment of debt	(135.9)	(5.9)
Payment of debt issuance costs	(0.5)	(1.1)
Payment of cash dividends	(22.6)	(19.5)
Treasury stock purchases	(97.6)	(40.2)
Share based tax withholding payments, net of proceeds upon vesting	(23.2)	(5.3)
Net cash (used) provided by financing activities	(102.7)	158.0
Effect of exchange rate changes on cash and cash equivalents	(6.4)	(3.1)
Net increase in cash and cash equivalents	(132.0)	(85.9)
Cash and cash equivalents, beginning of period	275.3	247.9
Cash and cash equivalents, end of period	$ 143.3	$ 162.0

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

(in millions)	January 1, 2017	September 30, 2016
Assets		
Cash and cash equivalents	$ 143.3	$ 275.3
Trade receivables, net	489.2	482.6
Other receivables	57.0	55.6
Inventories	779.7	740.6
Prepaid expenses and other current assets	80.5	78.8
Total current assets	1,549.7	1,632.9
Property, plant and equipment, net	568.2	542.1
Deferred charges and other	44.2	43.2
Goodwill	2,464.5	2,478.4
Intangible assets, net	2,327.9	2,372.5
Total assets	6,954.5	7,069.1
Liabilities and Shareholders' Equity		
Current portion of long-term debt	42.5	164.0
Accounts payable	532.4	580.1
Accrued wages and salaries	65.1	122.9
Accrued interest	41.2	39.3
Other current liabilities	186.7	189.3
Total current liabilities	867.9	1,095.6
Long-term debt, net of current portion	3,613.7	3,456.2
Deferred income taxes	563.1	532.7
Other long-term liabilities	124.4	140.6
Total liabilities	5,169.1	5,225.1
Shareholders' equity	1,741.8	1,800.1
Noncontrolling interest	43.6	43.9
Total equity	1,785.4	1,844.0
Total liabilities and equity	6,954.5	7,069.1

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

	Three Month Period Ended	
	January 1, 2017	January 3, 2016
Diluted earnings per share, as reported	$ 1.10	$ 1.24
Adjustments:		
Acquisition and integration related charges	0.07	0.11
Restructuring and related charges	0.05	0.01
Debt refinancing costs	0.12	—
Income tax adjustment	(0.13)	(0.35)
	0.11	(0.23)
Diluted earnings per share, as adjusted	$ 1.21	$ 1.01

SPECTRUM BRANDS HOLDINGS, INC.
ACQUISITION AND INTEGRATION RELATED CHARGES

	Three Month Period Ended	
(in millions)	January 1, 2017	January 3, 2016
Armored AutoGroup	$ 1.7	$ 4.5
HHI Business	1.9	2.8
Other	0.5	2.6
Total acquisition and integration related charges	$ 4.1	$ 9.9

SPECTRUM BRANDS HOLDINGS, INC.
RESTRUCTURING AND RELATED CHARGES

	Three Month Period Ended	
(in millions)	January 1, 2017	January 3, 2016
GAC business rationalization initiatives	$ 1.5	$ —
Global expense rationalization initiatives	—	1.1
HHI business rationalization initiatives	—	(0.7)
Other restructuring activities	1.7	0.8
Total restructuring and related charges	$ 3.2	$ 1.2

SPECTRUM BRANDS HOLDINGS, INC.
NET SALES SUMMARY

(in millions, except %)	Three Month Period Ended January 1, 2017	Three Month Period Ended January 3, 2016	Variance	
Consumer batteries	$ 260.5	$ 252.6	$ 7.9	3.1%
Small appliances	186.4	189.9	(3.5)	(1.8%)
Personal care	162.6	168.8	(6.2)	(3.7%)
Global Batteries & Appliances	609.5	611.3	(1.8)	(0.3%)
Hardware & Home Improvement	288.8	282.7	6.1	2.2%
Global Pet Supplies	194.2	203.4	(9.2)	(4.5%)
Home and Garden	49.8	47.7	2.1	4.4%
Global Auto Care	69.5	73.7	(4.2)	(5.7%)
Total	$ 1,211.8	$ 1,218.8	(7.0)	(0.6%)

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

Three month period ended (in millions, except %)	January 1, 2017 Net Sales	January 1, 2017 Effect of Changes in Currency	January 1, 2017 Organic Net Sales	Net Sales January 3, 2016	Variance	
Consumer batteries	$ 260.5	$ 4.5	$ 265.0	$ 252.6	$ 12.4	4.9%
Small appliances	186.4	7.5	193.9	189.9	4.0	2.1%
Personal care	162.6	3.7	166.3	168.8	(2.5)	(1.5%)
Global Batteries & Appliances	609.5	15.7	625.2	611.3	13.9	2.3%
Hardware & Home Improvement	288.8	0.2	289.0	282.7	6.3	2.2%
Global Pet Supplies	194.2	2.8	197.0	203.4	(6.4)	(3.1%)
Home and Garden	49.8	—	49.8	47.7	2.1	4.4%
Global Auto Care	69.5	0.1	69.6	73.7	(4.1)	(5.6%)
Total	$ 1,211.8	$ 18.8	$ 1,230.6	$ 1,218.8	11.8	1.0%

SPECTRUM BRANDS HOLDINGS, INC.

RECONCILIATION OF GAAP NET INCOME TO ADJUSTED EBITDA, ADJUSTED EBITDA MARGIN, AND ORGANIC ADJUSTED EBITDA

Three month period ended January 1, 2017 (in millions)	GBA	HHI	PET	H&G	GAC	Corporate	Consolidated
Net income (loss)	$ 88.7	$ 48.4	$ 19.4	$ 1.6	$ 13.1	$ (106.0)	$ 65.2
Income tax benefit	—	—	—	—	—	31.1	31.1
Interest expense	—	—	—	—	—	55.8	55.8
Depreciation and amortization	18.5	8.9	10.6	4.1	3.9	—	46.0
EBITDA	107.2	57.3	30.0	5.7	17.0	(19.1)	198.1
Stock based compensation expense	—	—	—	—	—	8.8	8.8
Acquisition and integration related charges	0.8	1.8	0.1	—	1.3	0.1	4.1
Restructuring and related charges	1.0	0.1	0.6	—	1.5	—	3.2
Adjusted EBITDA	$ 109.0	$ 59.2	$ 30.7	$ 5.7	$ 19.8	$ (10.2)	$ 214.2
Net Sales	609.5	288.8	194.2	49.8	69.5	—	1,211.8
Adjusted EBITDA Margin	17.9%	20.5%	15.8%	11.4%	28.5%	—	17.7%

Three month period ended January 3, 2016 (in millions)	GBA	HHI	PET	H&G	GAC	Corporate	Consolidated
Net income (loss)	$ 87.7	$ 41.4	$ 16.0	$ 3.3	$ 8.8	$ (83.5)	$ 73.7
Income tax expense	—	—	—	—	—	6.9	6.9
Interest expense	—	—	—	—	—	58.4	58.4
Depreciation and amortization	17.3	9.3	10.7	3.4	5.9	—	46.6
EBITDA	105.0	50.7	26.7	6.7	14.7	(18.2)	185.6
Stock based compensation expense	—	—	—	—	—	10.1	10.1
Acquisition and integration related charges	0.3	2.9	1.8	0.2	4.5	0.2	9.9
Restructuring and related charges	0.2	0.1	0.7	0.2	—	—	1.2
Other	—	—	—	—	—	0.3	0.3
Adjusted EBITDA	$ 105.5	$ 53.7	$ 29.2	$ 7.1	$ 19.2	$ (7.6)	$ 207.1
Net Sales	611.3	282.7	203.4	47.7	73.7	—	1,218.8
Adjusted EBITDA Margin	17.3%	19.0%	14.4%	14.9%	26.1%	—	17.0%

Organic Adjusted EBITDA (in millions, except %)	GBA	HHI	PET	H&G	GAC	Corporate	Consolidated
Adjusted EBITDA - three month period ended January 1, 2017	$ 109.0	$ 59.2	$ 30.7	$ 5.7	$ 19.8	$ (10.2)	$ 214.2
Effect of change in foreign currency	9.6	(3.3)	1.7	—	(1.3)	(0.1)	6.6
Organic Adjusted EBITDA	118.6	55.9	32.4	5.7	18.5	(10.3)	220.8
Adjusted EBITDA - three month period ended January 3, 2016	105.5	53.7	29.2	7.1	19.2	(7.6)	207.1
Increase (Decrease) in Adjusted EBITDA	$ 13.1	$ 2.2	$ 3.2	$ (1.4)	$ (0.7)	$ (2.7)	$ 13.7
Increase (Decrease) in Adjusted EBITDA (%)	12.4%	4.1%	11.0%	(19.7%)	(3.6%)	(35.5%)	6.6%

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

(in millions)	**Forecasted 2017**	**2016**	**2015**
Net cash provided from operating activities	$ 695 - 710	$ 615	$ 444
Cash interest charges related to refinancing	—	15	75
Cash restructuring, acquisition & integration costs	—	—	24
Purchases of property, plant and equipment	(110) - (120)	(95)	(89)
Adjusted free cash flow	$ 575 - 590	$ 535	$ 454