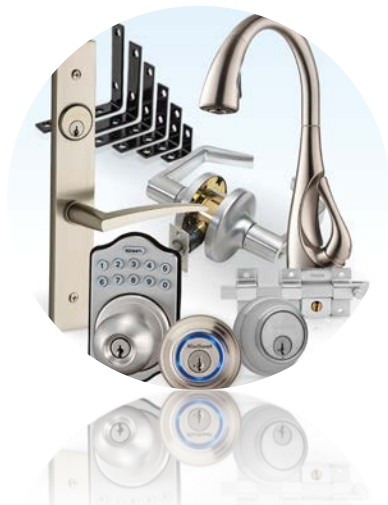


Spectrum Brands

Fiscal 2019 Fourth Quarter
Earnings Call

November 13, 2019



Agenda

- **Introduction**

Kevin Kim

Divisional Vice President, Investor Relations

- **CEO Overview and Outlook**

David Maura

Chairman and Chief Executive Officer

- **Financial Review**

Doug Martin

Chief Financial Officer

- **Business Review**

Randy Lewis

Chief Operating Officer

- **Q&A**

David Maura

Doug Martin

Randy Lewis

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. Within this presentation, including the tables that follow, reference is made to organic net sales, adjusted diluted earnings per share (EPS), adjusted earnings before interest, taxes, depreciation and amortization (EBITDA), adjusted EBITDA margin 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. 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. For the three-month period ended June 30, 2019, the normalized ongoing effective tax rate was updated to 25.0%. 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. 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.

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.

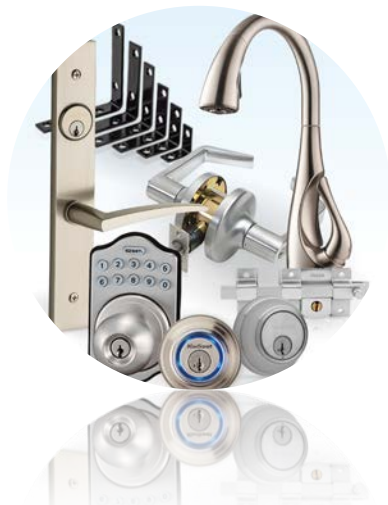
All GAAP reconciliations are available at www.spectrumbrands.com

Spectrum Brands

CEO Overview and Outlook

David Maura

Chairman and Chief Executive Officer

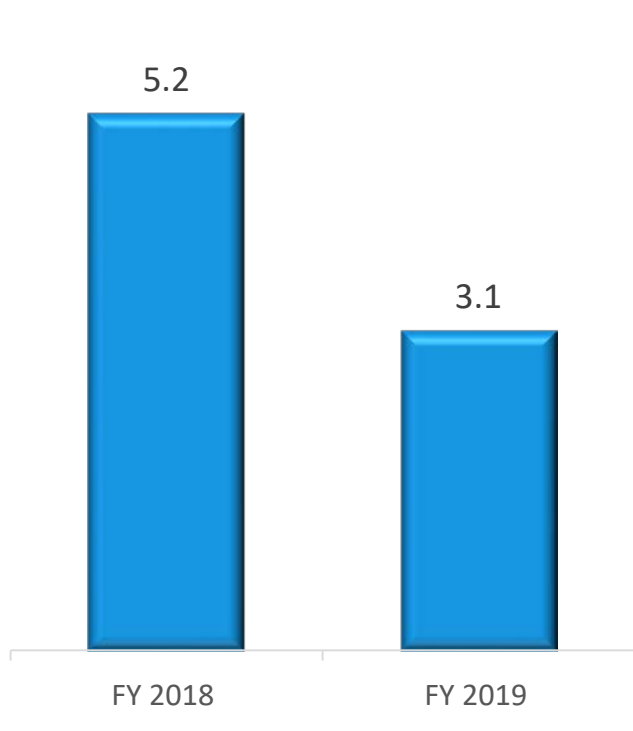


CEO Overview and Outlook

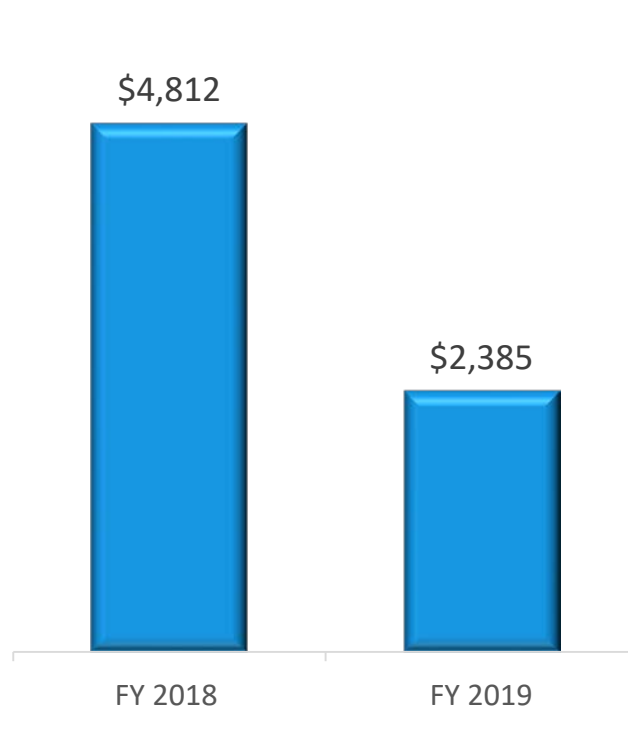
- Ended the year strong, with Q4 reflecting the best quarterly top- and bottom-line year-over-year growth of the entire year, a significantly stronger balance sheet and delivery of our full-year adjusted EBITDA expectations
- Management team focused on delivering stability in 2019 and emphasized the importance of execution, investment and the re-setting of our Home & Personal Care business
 - Global Pet Care had a fantastic year posting both healthy top- and bottom-line growth
 - Home & Garden benefitted from shelf space gains
 - HHI revenue was below our expectations, the team was able to deliver on their profitability goals for the full year expanding adjusted EBITDA margin by 20 basis points
 - We worked through the divestitures of the Battery and Auto Care businesses
 - Kicked off a multi-year Global Productivity Improvement Plan
- These actions set a new foundation which will enable us to deliver long-term value creation to produce sustainable growth going forward

2019 Accomplishments

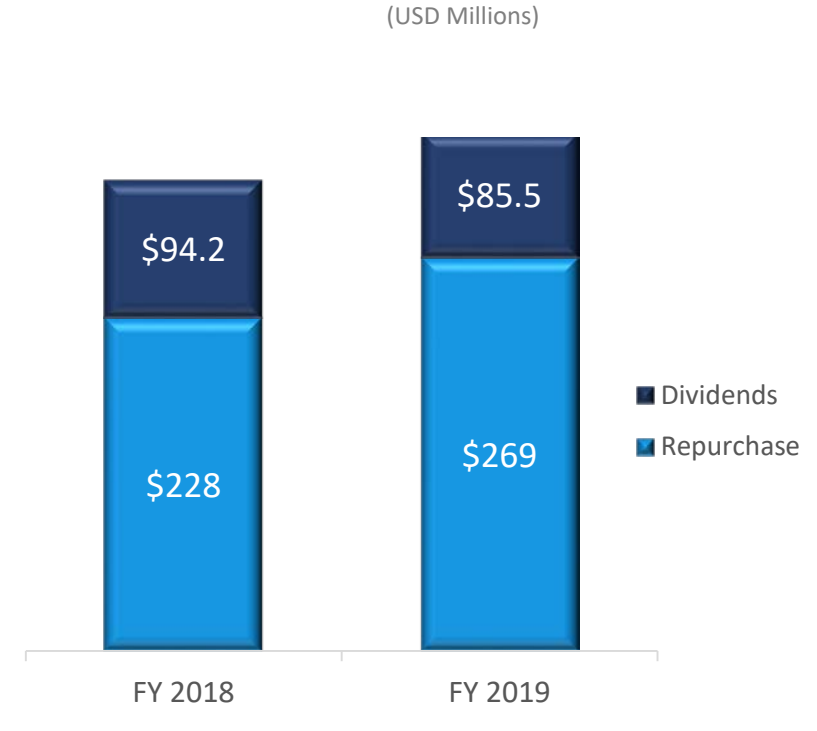
NET LEVERAGE ↓



DEBT PAYDOWN (USD Millions) ↓



RETURNING CASH TO SHAREHOLDERS (USD Millions) ↑

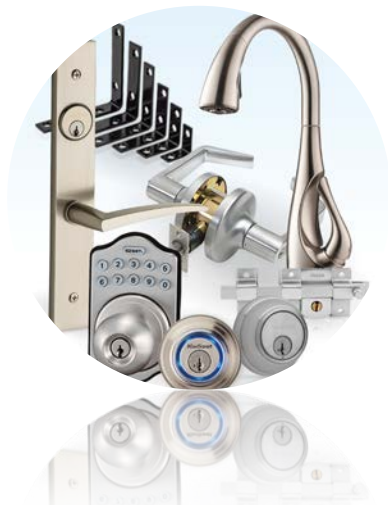


Spectrum Brands

Financial Review

Doug Martin

Chief Financial Officer



Q4 Financial Review

- Net sales increased 1.9%; excluding the impact of \$12.5 million of unfavorable foreign exchange, organic net sales increased 3.2%
 - Organic sales growth was driven by Global Pet Care, HHI and HPC, partially offset by a decline in Home & Garden
- Gross profit margin decreased 190 basis points as higher input costs, tariffs and accelerated depreciation related to Latin America plant closures were partially offset by positive pricing and productivity
- SG&A expense of \$232 million decreased 7.5%, or 23.4% of net sales this year compared to 25.8% a year ago driven by lower HRG merger-related costs and other cost-control efforts
- Operating loss was driven by the impairment of HPC goodwill and other intangible assets, higher input costs and tariffs, higher depreciation and amortization and higher restructuring charges
- Net loss and diluted loss per share were driven by the operating loss, partially offset by an income tax benefit, the unrealized gain on Energizer common stock, lower interest expense and a smaller loss from discontinued operations
- Higher adjusted diluted EPS was attributable to lower interest expense and lower adjusted average shares outstanding

Q4 Financial Review *(cont'd)*

- Interest expense from continuing operations of \$37.0 million decreased \$20.7 million driven by lower debt levels
- Cash taxes during the full year were approximately \$53.9 million, comparable to last year
- Depreciation, amortization and share-based compensation from continuing operations of \$55.7 million increased from \$33.6 million last year primarily due to higher share-based compensation and the impact of HPC depreciation and amortization this year as a result of moving the unit back into continuing operations
- Cash payments for transaction and restructuring & related charges for Q4, global productivity improvement plan and including discontinued operations, were \$9.5 and \$6.7 million, respectively, versus \$21.1 and \$36.8 million, respectively, last year

Q4 Financial Review *(cont'd)*

- Completed Q4 in a strong liquidity position, including \$779 million available on our \$800 million cash flow revolver and a cash balance of \$627 million
- Debt outstanding was \$2.4 billion, down 50% from \$4.8 billion at the end of fiscal 2018
- Capital expenditures were \$18.0 million versus \$19.3 million last year

FY20 Guidance

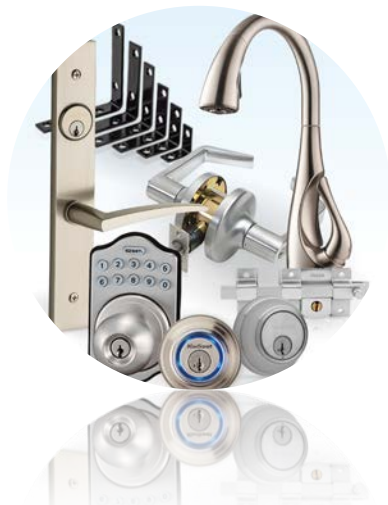
- Spectrum Brands expects reported net sales growth of low single-digits, with foreign exchange to have a slightly negative impact based upon current rates
- Adjusted EBITDA of \$570-\$590 million
- Adjusted free cash flow from continuing operations is expected to be between \$240 million and \$260 million
 - Depreciation and amortization is expected to be \$200-\$210 million, including stock-based compensation of approximately \$55-60 million versus \$54 million last year
 - Full-year interest expense is expected to be between \$140 and \$150 million, including approximately \$10 million of non-cash items. Cash interest payments are expected to be between \$130 and \$140 million
 - Restructuring and transaction-related cash spending is expected to be between \$90-\$100 million
 - Capital expenditures are expected to be between \$90-\$100 million
 - Cash taxes are expected to be \$45-\$55 million
 - We have approximately \$800 million of usable federal NOLs remaining post the asset sales.
 - For adjusted EPS we use a tax rate of 25.0%, including state taxes
 - We expect to repay the previously disclosed \$200 million to Energizer in connection with the divestiture of the VARTA business and we will complete the redemption of the remaining \$117 million of 6.625 percent bonds

Spectrum Brands

Business Review

Randy Lewis

Chief Operating Officer



Hardware & Home Improvement

- Q4 reported net sales and organic sales increased 1.1% and 1.3%, respectively
- Q4 adjusted EBITDA improved 3.5%
- Residential security sales benefited from new product innovations on both electronics as well as mechanical product offerings featuring our Smartkey technology
- Looking forward, we are very excited about the outlook on electronic deadbolt and smart locks in 2020, given relatively the low but fast-growing U.S. residential adoption rates
- More importantly, we are excited about the electronics product roadmap and the new innovations that we will add to our ecosystem in 2020 and beyond



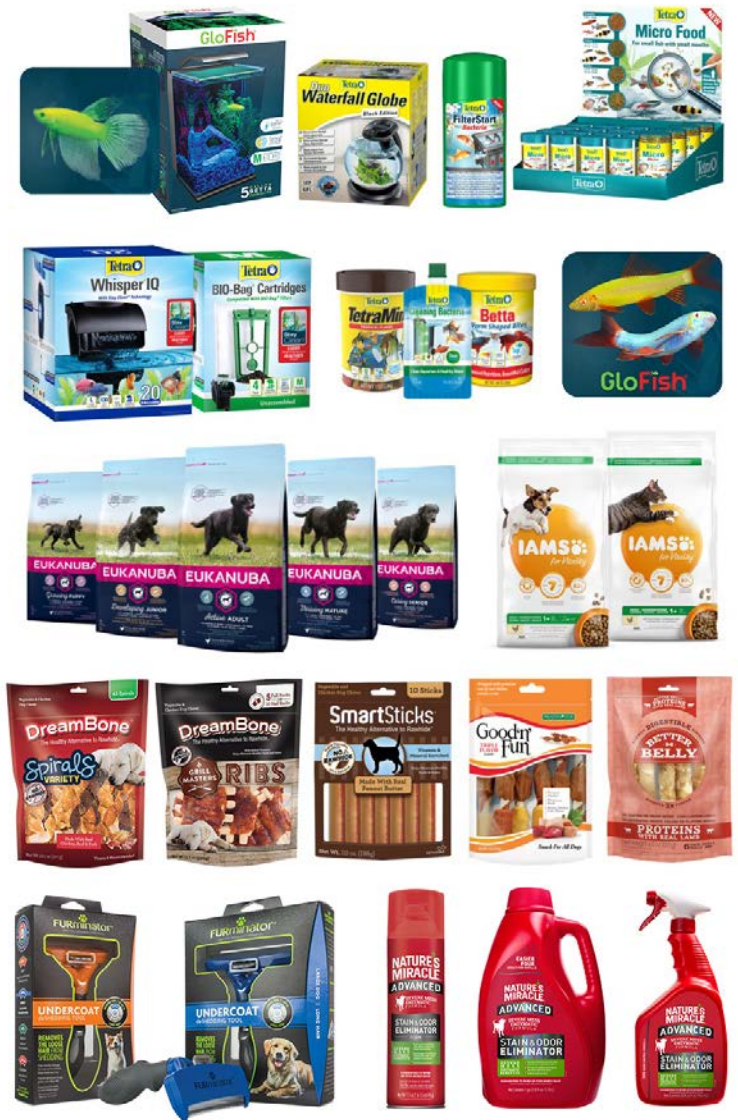
Home & Personal Care

- Q4 reported net sales increased 1.0%; organic net sales grew a solid 4.2%
- Q4 adjusted EBITDA declined 17.2%
- Our way forward can be summarized as a renewed commitment to support our trusted brands of Remington, Black&Decker, Russell Hobbs, and George Foreman
- We believe this renewed focus on supporting our brands and investing behind fewer, bigger better products will lead to growth in 2020 and beyond



Global Pet Care

- Q4 reported net sales increased 7.9%; organic net sales increased a solid 9.2%
 - Strong growth in our top regions
- Q4 adjusted EBITDA increased 30.3%
- In fiscal 2019, our strongest growth came across the portfolio with our strategic core brands collectively growing 16% on a year over year basis
 - Our dog chews business continues to perform well, and we are taking share across the globe



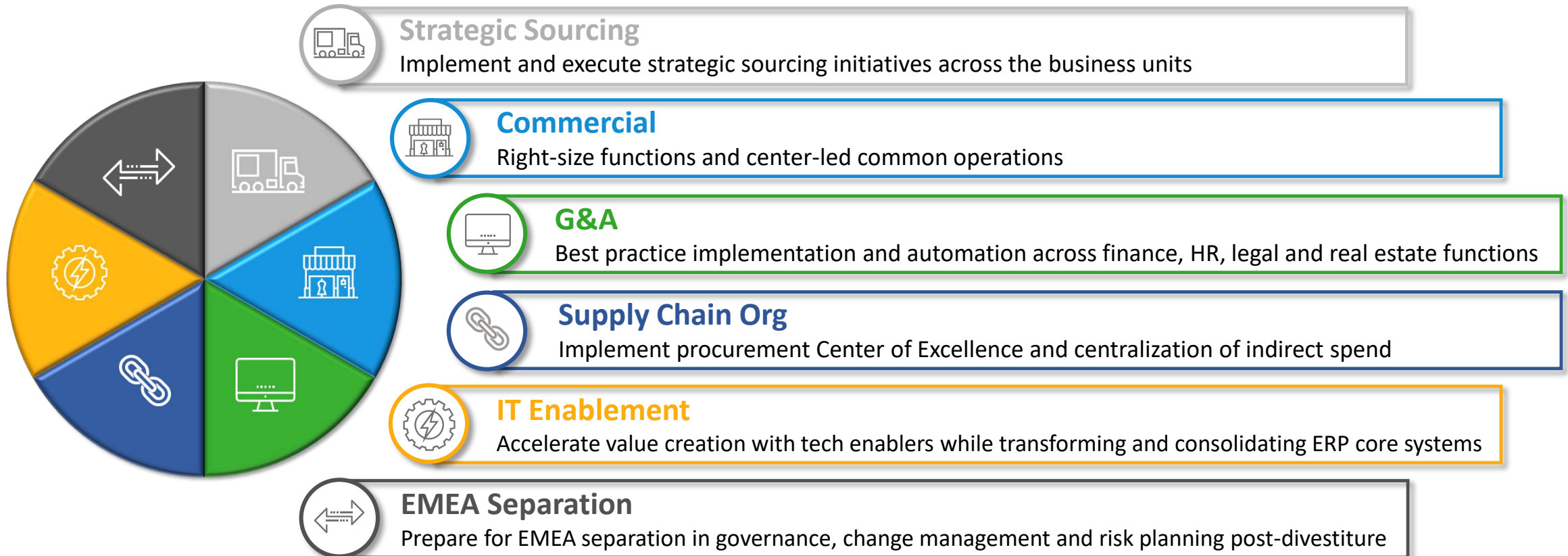
Home & Garden

- Q4 reported net sales decreased 4.3% and adjusted EBITDA decreased 1.0%
- Full-year sales improved 1.6% and we grew our share of the category largely due to strategic alignment with customers and strong growth in Herbicides and Repellents
- In 2020, our targeted growth will be driven by new products and marketing support that will convert consumers newly entering the category
- We believe the barriers to entry remain high in this business and our value proposition to consumers, with exceptionally strong brand equities and investments in product development and marketing will accelerate Home and Garden growth rates and continue our market share growth



Global Productivity Improvement Plan (GPIP)

- We now expect the gross, annualized savings from sourcing and other GPIP cost improvements to be at least \$100 million and that these saving will be at full run rate within the next 18 to 24 months

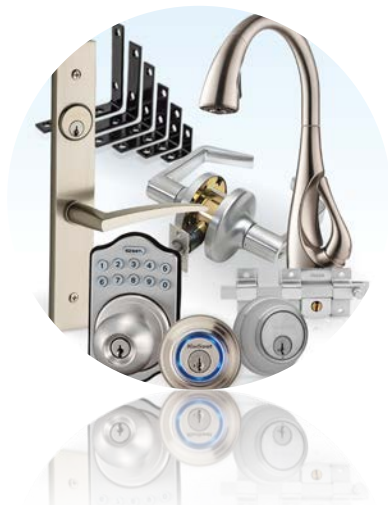


Spectrum Brands



Spectrum Brands

Appendix



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

(in millions, except per share amounts)	Three Month Periods Ended		Twelve Month Periods Ended	
	Sept. 30, 2019	Sept. 30, 2018	Sept. 30, 2019	Sept. 30, 2018
Net sales	\$ 993.0	\$ 974.4	\$ 3,802.1	\$ 3,808.7
Cost of goods sold	657.0	627.4	2,492.4	2,470.8
Restructuring and related charges	1.3	0.1	2.8	3.6
Gross profit	334.7	346.9	1,306.9	1,334.3
Selling	141.5	153.9	600.5	607.2
General and administrative	90.9	97.3	354.6	335.8
Research and development	10.8	10.8	43.5	44.6
Restructuring and related charges	22.2	20.2	62.9	72.0
Transaction related charges	5.4	9.8	21.8	30.2
Write-off from impairment of goodwill	116.0	—	116.0	—
Write-off from impairment of intangible assets	35.4	20.3	35.4	20.3
Total operating expenses	422.2	312.3	1,234.7	1,110.1
Operating (loss) income	(87.5)	34.6	72.2	224.2
Interest expense	37.0	57.7	222.1	264.0
Other non-operating (income) expense, net	(20.3)	(2.1)	43.9	(4.1)
Loss from continuing operations before income taxes	(104.2)	(21.0)	(193.8)	(35.7)
Income tax (benefit) expense	(25.2)	13.7	(7.1)	(462.7)
Net (loss) income from continuing operations	(79.0)	(34.7)	(186.7)	427.0
(Loss) Income from discontinued operations, net of tax	(43.6)	(81.5)	655.6	445.0
Net (loss) income	(122.6)	(116.2)	468.9	872.0
Net (loss) income attributable to non-controlling interest	—	(0.3)	1.3	103.7
Net (loss) income attributable to controlling interest	\$ (122.6)	\$ (115.9)	\$ 467.6	\$ 768.3
Amounts attributable to controlling interest				
Net (loss) income from continuing operations attributable to controlling interest	\$ (79.0)	\$ (34.0)	\$ (188.0)	\$ 356.5
Net (loss) income from discontinued operations attributable to controlling interest	(43.6)	(81.9)	655.6	411.8
Net (loss) income attributable to controlling interest	\$ (122.6)	\$ (115.9)	\$ 467.6	\$ 768.3
Earnings Per Share				
Basic earnings per share from continuing operations	\$ (1.62)	\$ (0.68)	\$ (3.71)	\$ 9.64
Basic earnings per share from discontinued operations	(0.89)	(1.64)	12.94	11.15
Basic earnings per share	\$ (2.51)	\$ (2.32)	\$ 9.23	\$ 20.79
Diluted earnings per share from continuing operations	\$ (1.62)	\$ (0.68)	\$ (3.71)	\$ 9.62
Diluted earnings per share from discontinued operations	(0.89)	(1.64)	12.94	11.12
Diluted earnings per share	\$ (2.51)	\$ (2.32)	\$ 9.23	\$ 20.74
Weighted Average Shares Outstanding				
Basic	48.8	50.0	50.7	36.9
Diluted	48.8	50.0	50.7	37.0

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

(in millions)	Twelve Month Periods Ended	
	Sept. 30, 2019	Sept. 30, 2018
Cash flows from operating activities		
Net cash provided by operating activities from continuing operations	\$ 83.5	\$ 117.1
Net cash (used) provided by operating activities from discontinued operations	(82.4)	226.2
Net cash provided by operating activities	1.1	343.3
Cash flows from investing activities		
Purchases of property, plant and equipment	(58.4)	(75.9)
Proceeds from sales of property, plant and equipment	2.1	4.2
Proceeds from sale of discontinued operations, net of cash	2,859.5	1,546.8
Other investing activities, net	(0.3)	(0.5)
Net cash provided by investing activities from continuing operations	2,802.9	1,474.6
Net cash used by investing activities from discontinued operations	(5.3)	(201.9)
Net cash provided by investing activities	2,797.6	1,272.7
Cash flows from financing activities		
Payment of debt, including premium on extinguishment	(2,649.9)	(1,075.9)
Proceeds from issuance of debt	300.0	19.6
Payment of debt issuance costs	(4.1)	(0.4)
Treasury stock purchases	(268.5)	—
Purchases of subsidiary stock, net	—	(288.0)
Dividends paid to shareholders	(85.5)	(22.4)
Dividends paid by subsidiary to non-controlling interest	(1.1)	(28.6)
Share based award tax withholding payments, net of proceeds upon vesting	(4.4)	(24.3)
Payment of contingent consideration	(8.9)	(6.4)
Other financing activities, net	—	20.7
Net cash used by financing activities from continuing operations	(2,722.4)	(1,405.7)
Net cash (used) provided by financing activities from discontinued operations	(2.2)	110.4
Net cash used by financing activities	(2,724.6)	(1,295.3)
Effect of exchange rate changes on cash and cash equivalents	(8.4)	(7.0)
Net change in cash, cash equivalents and restricted cash	65.7	313.7
Net change in cash, cash equivalents and restricted cash in discontinued operations	—	37.7
Net change in cash, cash equivalents and restricted cash in continuing operations	65.7	276.0
Cash, cash equivalents and restricted cash, beginning of period	561.4	285.4
Cash, cash equivalents and restricted cash, end of period	\$ 627.1	\$ 561.4

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

(in millions)	Sept. 30, 2019	Sept. 30, 2018
Assets		
Cash and cash equivalents	\$ 627.1	\$ 552.5
Trade receivables, net	356.7	317.1
Other receivables	74.2	51.7
Inventories	548.4	583.6
Prepaid expenses and other current assets	53.5	63.2
Current assets of business held for sale	—	2,402.6
Total current assets	1,659.9	3,970.7
Property, plant and equipment, net	452.9	500.0
Investments	230.8	—
Deferred charges and other	51.7	231.8
Goodwill	1,328.1	1,454.7
Intangible assets, net	1,507.1	1,641.8
Total assets	\$ 5,230.5	\$ 7,799.0
Liabilities and Shareholders' Equity		
Current portion of long-term debt	\$ 136.9	\$ 26.9
Accounts payable	456.8	584.7
Accrued wages and salaries	72.1	55.1
Accrued interest	29.3	65.0
Indemnification payable to Energizer	230.8	—
Other current liabilities	216.0	159.4
Current liabilities of business held for sale	—	537.6
Total current liabilities	1,141.9	1,428.7
Long-term debt, net of current portion	2,214.4	4,624.3
Deferred income taxes	60.2	35.0
Other long-term liabilities	112.0	121.4
Total liabilities	3,528.5	6,209.4
Shareholders' equity	1,694.0	1,581.3
Noncontrolling interest	8.0	8.3
Total equity	1,702.0	1,589.6
Total liabilities and equity	\$ 5,230.5	\$ 7,799.0

SPECTRUM BRANDS HOLDINGS, INC.

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

	Three Month Periods Ended		Twelve Month Periods Ended	
	Sept. 30, 2019	Sept. 30, 2018	Sept. 30, 2019	Sept. 30, 2018
Diluted EPS from continuing operations, as reported	\$ (1.62)	\$ (0.68)	\$ (3.71)	\$ 9.62
Adjustments:				
Spectrum Merger share exchange proforma adjustment	—	0.02	—	(1.76)
Restructuring and related charges	0.48	0.38	1.30	1.40
Transaction related charges	0.11	0.18	0.43	0.56
Debt refinancing costs	0.09	—	1.09	—
Unrealized (gain) loss on Energizer investment	(0.53)	—	0.24	—
Write-off from impairment of goodwill	2.38	—	2.29	—
Write-off from impairment of intangible assets	0.73	0.38	0.70	0.37
Foreign currency loss on multicurrency divestiture loans	0.14	—	0.71	—
Legal and environmental reserves	0.21	—	0.20	—
Purchase accounting inventory adjustment	—	—	—	0.02
GPC safety recall	—	0.05	0.01	0.35
Spectrum Merger related transaction costs	—	0.45	—	0.85
Non-recurring HRG net operating costs	—	0.11	—	0.35
Interest cost on HRG debt	—	0.36	—	1.88
Salus	0.01	—	0.03	0.02
Depreciation & amortization on HPC long-lived assets	—	(0.19)	0.57	(0.59)
Other	0.04	0.04	0.10	0.09
Income tax adjustment	(0.91)	(0.08)	(1.10)	(9.69)
Total adjustments	2.75	1.70	6.57	(6.15)
Diluted EPS from continuing operations, as adjusted	\$ 1.13	\$ 1.02	\$ 2.86	\$ 3.47

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

(in millions)	Three Month Periods Ended		Twelve Month Periods Ended	
	Sept. 30, 2019	Sept. 30, 2018	Sept. 30, 2019	Sept. 30, 2018
GBL post divestiture separation costs	\$ 3.6	\$ —	\$ 9.5	\$ —
HPC divestiture related charges	1.2	7.1	7.3	14.9
HHI Integration	—	0.5	0.9	6.0
GAC post divestiture separation costs	—	—	0.3	—
Other integration related charges	0.6	2.2	3.8	9.3
Total	\$ 5.4	\$ 9.8	\$ 21.8	\$ 30.2

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

(in millions)	Three Month Periods Ended		Twelve Month Periods Ended	
	Sept. 30, 2019	Sept. 30, 2018	Sept. 30, 2019	Sept. 30, 2018
Global productivity improvement plan	\$ 22.8	\$ —	\$ 60.9	\$ —
HHI distribution center consolidation	—	11.6	2.3	52.0
GPC rightsizing initiative	—	5.1	—	12.1
Other restructuring activities	0.7	3.6	2.5	11.5
Total restructuring and related charges	\$ 23.5	\$ 20.3	\$ 65.7	\$ 75.6

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

(in millions, except %)	Three Month Periods Ended				Twelve Month Periods Ended			
	Sept. 30, 2019	Sept. 30, 2018	Variance		Sept. 30, 2019	Sept. 30, 2018	Variance	
HHI	\$ 364.9	\$ 360.9	4.0	1.1%	\$ 1,355.7	\$ 1,377.7	(22.0)	(1.6%)
HPC	285.8	282.9	2.9	1.0%	1,068.1	1,110.4	(42.3)	(3.8%)
GPC	228.9	212.1	16.8	7.9%	870.2	820.5	49.7	6.1%
H&G	113.4	118.5	(5.1)	(4.3%)	508.1	500.1	8.0	1.6%
Net Sales	<u>\$ 993.0</u>	<u>\$ 974.4</u>	18.6	1.9%	<u>\$ 3,802.1</u>	<u>\$ 3,808.7</u>	(6.6)	(0.2%)

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

Three Month Period Ended (in millions, except %)	Sept. 30, 2019						Net Sales Sept. 30, 2018	Variance	
	Net Sales	Effect of Changes in Currency	Net Sales Excluding Effect of Changes in Currency	Effect of Acquisitions	Organic Net Sales				
HHI	\$ 364.9	\$ 0.8	\$ 365.7	\$ —	\$ 365.7	\$ 360.9	\$ 4.8	1.3%	
HPC	285.8	8.9	294.7	—	294.7	282.9	11.8	4.2%	
GPC	228.9	2.8	231.7	—	231.7	212.1	19.6	9.2%	
H&G	113.4	—	113.4	—	113.4	118.5	(5.1)	(4.3%)	
Net Sales	<u>\$ 993.0</u>	<u>\$ 12.5</u>	<u>\$ 1,005.5</u>	<u>\$ —</u>	<u>\$ 1,005.5</u>	<u>\$ 974.4</u>	31.1	3.2%	

Twelve Month Period Ended (in millions, except %)	Sept. 30, 2019						Net Sales Sept. 30, 2018	Variance	
	Net Sales	Effect of Changes in Currency	Net Sales Excluding Effect of Changes in Currency	Effect of Acquisitions	Organic Net Sales				
HHI	\$ 1,355.7	\$ 6.5	\$ 1,362.2	\$ —	\$ 1,362.2	\$ 1,377.7	\$ (15.5)	(1.1%)	
HPC	1,068.1	41.2	1,109.3	—	1,109.3	1,110.4	(1.1)	(0.1%)	
GPC	870.2	13.3	883.5	—	883.5	820.5	63.0	7.7%	
H&G	508.1	—	508.1	—	508.1	500.1	8.0	1.6%	
Total	<u>\$ 3,802.1</u>	<u>\$ 61.0</u>	<u>\$ 3,863.1</u>	<u>\$ —</u>	<u>\$ 3,863.1</u>	<u>\$ 3,808.7</u>	54.4	1.4%	

SPECTRUM BRANDS HOLDINGS, INC.

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

Three Month Period Ended Sept. 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 expense	—	—	—	—	(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
Write-off from impairment of goodwill	—	116.0	—	—	—	116.0
Write-off from impairment of intangible assets	—	18.8	16.6	—	—	35.4
Unrealized gain on Energizer investment	—	—	—	—	(26.1)	(26.1)
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%
Three Month Period Ended Sept. 30, 2018 (in millions, except %)	HHI	HPC	GPC	H&G	Corporate	Consolidated
Net income (loss) from continuing operations	\$ 54.1	\$ 27.7	\$ (7.6)	\$ 14.5	\$ (123.4)	\$ (34.7)
Income tax expense	—	—	—	—	13.7	13.7
Interest expense	—	—	—	—	57.6	57.6
Depreciation and amortization	8.6	—	10.6	4.8	4.6	28.6
EBITDA	62.7	27.7	3.0	19.3	(47.5)	65.2
Share based compensation	—	—	—	—	5.0	5.0
Restructuring and related charges	12.0	0.3	5.1	0.5	2.4	20.3
Transaction related charges	0.5	7.1	1.0	—	1.2	9.8
Write-off from impairment of intangible assets	—	—	20.3	—	—	20.3
GPC safety recall	—	—	2.6	—	—	2.6
Spectrum merger related transaction charges	—	—	—	—	23.8	23.8
Non-recurring HRG operating costs and interest income	—	—	—	—	7.1	7.1
Salus	—	—	—	—	(0.1)	(0.1)
Other	—	0.4	—	—	0.6	1.0
Adjusted EBITDA	\$ 75.2	\$ 35.5	\$ 32.0	\$ 19.8	\$ (7.5)	\$ 155.0
Net Sales	\$ 360.9	\$ 282.9	\$ 212.1	\$ 118.5	\$ —	\$ 974.4
Adjusted EBITDA Margin	20.8%	12.5%	15.1%	16.7%	—	15.9%

SPECTRUM BRANDS HOLDINGS, INC.

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

Twelve Month Period Ended Sept. 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 expense	—	—	—	—	(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
Write-off from impairment of goodwill	—	116.0	—	—	—	116.0
Write-off from impairment of intangible assets	—	18.8	16.6	—	—	35.4
Unrealized loss on Energizer investment	—	—	—	—	12.1	12.1
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%
Twelve Month Period Ended Sept. 30, 2018 (in millions, except %)	HHI	HPC	GPC	H&G	Corporate	Consolidated
Net income from continuing operations	\$ 155.9	\$ 93.7	\$ 34.9	\$ 88.0	\$ 54.5	\$ 427.0
Income tax benefit	—	—	—	—	(462.7)	(462.7)
Interest expense	—	—	—	—	264.0	264.0
Depreciation and amortization	40.0	8.8	42.3	18.8	15.4	125.3
EBITDA	195.9	102.5	77.2	106.8	(128.8)	353.6
Share based compensation	—	—	—	—	11.9	11.9
Restructuring and related charges	52.8	0.7	13.2	0.8	8.1	75.6
Transaction related charges	6.0	15.2	6.2	—	2.8	30.2
Write-off from impairment of intangible assets	—	—	20.3	—	—	20.3
Inventory acquisition step-up	—	—	0.8	—	—	0.8
GPC safety recall	—	—	18.9	—	—	18.9
Spectrum merger related transaction charges	—	—	—	—	45.9	45.9
Non-recurring HRG operating costs and interest income	—	—	—	—	18.9	18.9
Salus	—	—	—	—	1.1	1.1
Other	—	0.4	—	(0.1)	3.8	4.1
Adjusted EBITDA	\$ 254.7	\$ 118.8	\$ 136.6	\$ 107.5	\$ (36.3)	\$ 581.3
Net Sales	\$ 1,377.7	\$ 1,110.4	\$ 820.5	\$ 500.1	\$ —	\$ 3,808.7
Adjusted EBITDA Margin	18.5%	10.7%	16.6%	21.5%	—	15.3%

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

(in millions)	F2020
Net income	\$ 50 - 94
Income tax expense	13 - 24
Interest expense	140 - 150
Depreciation and amortization	200 - 210
EBITDA	423 - 458
Share and incentive based compensation	55 - 60
Transaction related charges	12
Restructuring and related charges	65 - 75
Adjusted EBITDA	\$ 570 - 590

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

(in millions)	F2020
Net cash flow from operating activities	\$ 290 - 310
Purchases of property, plant and equipment	(90) - (100)
Divestiture related separation costs and taxes	40 - 50
Adjusted free cash flow	\$ 240 - 260

Spectrum Brands

