**CORPORATE GOVERNANCE GUIDELINES**
**SPECTRUM BRANDS HOLDINGS, INC.**

**Adopted as of May 4, 2021**

The following Corporate Governance Guidelines (the "Guidelines") have been adopted by the Board of Directors (the "Board") of Spectrum Brands Holdings, Inc. (the "Company") to assist the Board in the exercise of its responsibilities. These Guidelines reflect the Board's commitment to monitor the effectiveness of policy and decision-making both at the Board and management level, with a view to enhancing long-term stockholder value. These Guidelines are not intended to change or interpret any federal or state law or regulation, including the laws of the State of Delaware, the certificate of incorporation of the Company (the "Certificate of Incorporation"), or the By-laws of the Company (the "By-laws"). These Guidelines are subject to modification from time to time by the Board.

## I. THE BOARD

**Role of Directors.** The business and affairs of the Company shall be managed by, or under the direction of, the Board. Each director is expected to spend the time and effort necessary to properly discharge such director's responsibilities. Accordingly, each director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Executive Chairman of the Board or the Chairperson of the appropriate committee in advance of such meeting.

**The Board's Goals.** The Board's goals are to build long-term value for the Company's stockholders and to assure the vitality of the Company for its customers, employees and the other individuals and organizations that depend on the Company.

To achieve these goals the Board will monitor both the performance of the Company (in relation to its goals, strategy, and competitors) and the performance of the Chief Executive Officer and offer him or her constructive advice and feedback. When it is appropriate or necessary, it is the Board's responsibility to remove the Chief Executive Officer and to select his or her successor.

**Size of the Board.** The Board believes that it should generally have no fewer than six and no more than twelve directors. This range permits diversity of experience without hindering effective discussion or diminishing individual accountability. The size of the Board could, however, be increased or decreased if determined to be appropriate by the Board. For example, it may be desirable to increase the size of the Board in order to accommodate the availability of an outstanding candidate for director.

**Selection of New Directors.** The Nominating and Corporate Governance Committee of the Board (the "NCG Committee") shall be responsible for identifying, screening, and nominating persons for election to the Board. When formulating its membership nominations, the NCG Committee shall also consider advice and recommendations from others as it deems appropriate. Vacancies on the Board that may occur between annual meetings of stockholders shall be filled in accordance with the applicable provisions of the Certificate of Incorporation and By-laws.

**Board Membership Criteria.** Nominees for director shall be selected on the basis of, among other things, experience, knowledge, skills, expertise, integrity, diversity, ability to make independent analytical inquiries, understanding of the Company's business environment and willingness to devote adequate time and effort to Board responsibilities.

Directors should know how to read and understand fundamental financial statements and understand the use of financial ratios and information in evaluating the financial performance of the Company.

The NCG Committee shall be responsible for assessing the appropriate balance of criteria required of Board members, as provided in the By-laws.

**Other Public Company Directorships.** Directors should notify the General Counsel of the Company in advance of (i) accepting an invitation to serve on another board of directors or any audit committee of a public company board of directors, or (ii) undertaking significant commitments involving affiliation with other businesses or governmental units. Directors should not serve on more than four other boards of publicly traded companies (including any subsidiaries of publicly traded companies but excluding non-profits) in addition to the Spectrum Board, unless the NCG Committee determines that such service will not impair the ability of such director to effectively perform his or her obligations as a director of the Company.

In addition, members of the Audit Committee may serve on no more than three audit committees of publicly traded companies (excluding non-profits and subsidiaries), including the Spectrum Audit Committee, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Spectrum Audit Committee.

**Independence of the Board.** The Board shall not be required to be comprised of a majority of directors who qualify as independent directors ("NYSE Independent Directors") under the listing standards of the New York Stock Exchange (the "NYSE") during any period in which the Company is a "controlled company" within the meaning of the NYSE's listing standards, unless the Board otherwise determines (pursuant to a validly adopted resolution of the Board) not to rely on the NYSE's "controlled company" exemption. If the Company ceases to be a "controlled company" or the Board determines not to rely on the NYSE's controlled company exemption, the Board shall be comprised of a majority of NYSE Independent Directors within the periods required by the NYSE's phase-in rules applicable to companies who cease to be "controlled companies."

The Board shall review annually the relationships that each director has with the Company (directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) will be considered NYSE Independent Directors, subject to additional qualifications prescribed under the listing standards of the NYSE or applicable law, or pursuant to the By-laws or the Certificate of Incorporation. The Board may adopt and disclose categorical standards to assist it in determining director independence.

**Corporate Opportunity Policy.** Directors are prohibited from: (a) taking for themselves personally opportunities related to the Company's business if such opportunities were specifically presented to such director for the Company's benefit in his or her capacity as a director of the Company; (b) using the Company's property, information, or position for personal gain; or (c) competing with the Company for business opportunities if such opportunities were specifically presented to such director for the Company's benefit in his or her capacity as a director of the Company. However, if the Company's disinterested directors determine that the Company will not pursue an opportunity that relates to the Company's business, and consent to a director then personally pursuing the opportunity, then a director may do so.

**Directors Who Change Their Present Job Responsibility.** The Board does not believe that directors who retire or change the position they held when they became a member of the Board should necessarily be obligated to leave the Board. Promptly following such event, the director must notify the NCG

Committee, which committee shall review the continued appropriateness of the affected director remaining on the Board under the circumstances. The affected director is expected to act in accordance with such committee's recommendation following such review.

**Board Compensation.** A director who is also an officer of the Company shall not receive additional compensation for such service as a director.

The Company believes that compensation for non-employee directors should be competitive and should encourage increased ownership of the Company's stock through the payment of a portion of director compensation in Company stock, options to purchase Company stock or similar compensation. The Compensation Committee will periodically review the level and form of the Company's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry, and complexity. Such review will also include a review of both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a director is affiliated and consulting or other similar arrangements between the Company and a director. Changes to director compensation will be proposed to the Board for consideration.

Director's fees (including any additional amounts paid to chairs of committees and to members of committees of the Board) are the only compensation a member of the Audit Committee may receive from the Company.

**Separate Sessions of Non-Management Directors.** To the extent required by the NYSE or otherwise by law, the non-management directors of the Company shall meet in executive session without management present. Any interested parties desiring to communicate with the non-management directors regarding the Company may directly contact such directors by sending a letter addressed to "Non-Management Directors," care of the Corporate Secretary.

**Board Evaluation Policy.** The Board has a formalized method by which directors are assessed annually (the "Board Evaluation Policy"). Such assessments are carried out by the NCG Committee. The assessment includes a peer review process and evaluates the Board as a whole, the committees of the Board and the individual directors. The purpose of the Board Evaluation Policy is to assist the Board and the NCG Committee with assessing the overall performance of the Board and measuring the contributions made by the Board members, both collectively and individually; assessing the overall performance of the committees of the Board; assessing the overall performance of the Chairman of the Board and the Lead Independent Director; evaluating the mechanisms in place for the Board to operate effectively and make decisions in the best interests of the Company; determining the characteristics and critical skills required of prospective candidates for election to the Board; and making recommendations to the Board with respect to assignments of Board members to various committees of the Board. The results of the annual assessment are discussed with the full Board and each committee of the Board following completion. The Board may retain an external evaluator to assist the Board and NCG Committee with the assessment as desirable, at least every three years.

**Strategic Direction of the Company.** Normally it is management's job to formalize, propose and implement strategic choices and the Board's role to approve strategic direction and evaluate strategic results. However, as a practical matter, the Board and management will be better able to carry out their respective strategic responsibilities if there is an ongoing dialogue among the Chief Executive Officer, other members of top management and other Board members. To facilitate such discussions, members of senior management who are not directors may be invited to participate in Board meetings when appropriate.

**Board Access to Management.** Board members shall have access to the Company's management and, as appropriate, to the Company's outside advisors. Board members shall coordinate such access through the Chief Executive Officer and Board members will use judgment to assure that this access is not distracting to the business operation of the Company.

**Attendance of Management Personnel at Board Meetings.** The Board encourages the Chief Executive Officer to bring members of management from time to time into Board meetings to (i) provide management insight into items being discussed by the Board which involve the manager; (ii) make presentations to the Board on matters which involve the manager; and (iii) bring managers with significant potential into contact with the Board. Attendance of such management personnel at Board meetings is at the discretion of the Board. Should the Chief Executive Officer desire to add additional members of management as attendees on a regular basis, this should be suggested to the Board for its concurrence.

**Board Materials Distributed in Advance.** Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the directors. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

**Board Orientation and Continuing Education.** The Company shall provide new directors with director orientation to familiarize such directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate governance guidelines, principal officers, internal auditors and independent auditors. The Company encourages each director to participate in continuing educational programs in order to maintain the necessary level of expertise to perform his or her responsibilities as a director.

## II. BOARD MEETINGS

**Frequency of Meetings.** There shall be four regularly scheduled meetings of the Board each year. At least one regularly scheduled meeting of the Board shall be held quarterly.

## III. COMMITTEE MATTERS

**Number and Names of Board Committees.** The Company shall have three standing committees: Audit, Nominating and Corporate Governance, and Compensation. The purpose and responsibilities for the Audit, Nominating and Corporate Governance, and Compensation Committees shall be outlined in committee charters adopted by the Board and include such duties that the Board may designate from time to time. In addition, the Board may determine to form standing or ad hoc committees from time to time and determine the composition and areas of competence of such committees. The Board, directly or through one or more of its committees, shall provide oversight on management's efforts on issues relating to corporate social responsibility and sustainability, which may include issues relating to the environment, diversity, equity and inclusion, human rights, labor, health and safety and other matters. The Board may in its discretion disband a current committee depending on circumstances.

**Independence of Board Committees.** Each of the Audit Committee, NCG Committee, and Compensation Committee shall be composed entirely of NYSE Independent Directors satisfying applicable legal, regulatory and stock exchange requirements necessary for an assignment to any such committee.

**Assignment and Rotation of Committee Members.** The NCG Committee shall be responsible, after consultation with the Executive Chairman of the Board, for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the NCG Committee's recommendations, the Board shall be responsible for appointing the Chairperson and members to the committees on an annual basis.

## IV. LEADERSHIP DEVELOPMENT

**Selection of the Chief Executive Officer.** The Board shall be responsible for identifying potential candidates for, and selecting, the Company's Chief Executive Officer. In identifying potential candidates for, and selecting, the Company's Chief Executive Officer, the Board shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

**Evaluation of Chief Executive Officer.** The Compensation Committee will conduct an annual performance review of the Chief Executive Officer based on the performance of the business, achievement of the Company's financial and strategic objectives, development of management and as further set forth in its charter.

**Succession Planning.** The Board is responsible for developing a succession plan for the Chief Executive Officer, including with respect to interim succession for the Chief Executive Officer in the event of an unexpected occurrence, and will review the plan at least annually.