Spectrum Brands

Global Batteries & Appliances













Pet, Home & Garden













Hardware & Home Improvement Kwikset

BALDWIN

WEISER.

National Hardware

Pfister.

STANLEY.

Global **Auto Care**







Consumer Analyst Group of New York (CAGNY)

February 23, 2017 - Boca Raton, Florida

Andreas Rouvé Chief Executive Officer

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, the combined businesses of Spectrum Brands, Inc. and Russell Hobbs, Inc.; 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.sec.gov or at Spectrum Brands' website at www.sec.gov.

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. Excluding the impact of current exchange rate fluctuations may provide additional meaningful reflection of underlying business trends. In addition, within this presentation, including the tables that follow, reference is made to adjusted earnings before interest, taxes, depreciation and amortization (EBITDA), free cash flow and adjusted gross profit.

Adjusted EBITDA is a metric used by management 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 the Company's debt covenant compliance. Adjusted EBITDA excludes certain items that are unusual in nature or not comparable from period to period.

In addition, the Spectrum Brands' management uses adjusted gross profit as one means of analyzing the Spectrum Brands' current and future financial performance and identifying trends in its financial condition and results of operations. Management believes that adjusted gross profit is a useful measure for providing further insight into Spectrum Brands' operating performance because it eliminates the effects of certain items that are not comparable from one period to the next.

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 (loss), net income (loss), cash provided by (used in) operating activities or other statement of operations 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.

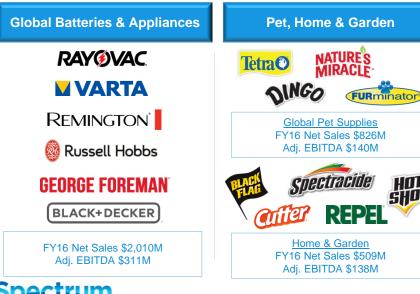
All GAAP reconciliations are available at www.spectrumbrands.com



Spectrum Brands Overview A Global Consumer Products Company

With annualized net sales of over \$5 billion

- ✓ Focused on non-discretionary consumer products used in households daily
- Market-leading brands in categories with barriers to entry
- ✓ Delivering superior value to customers and consumers

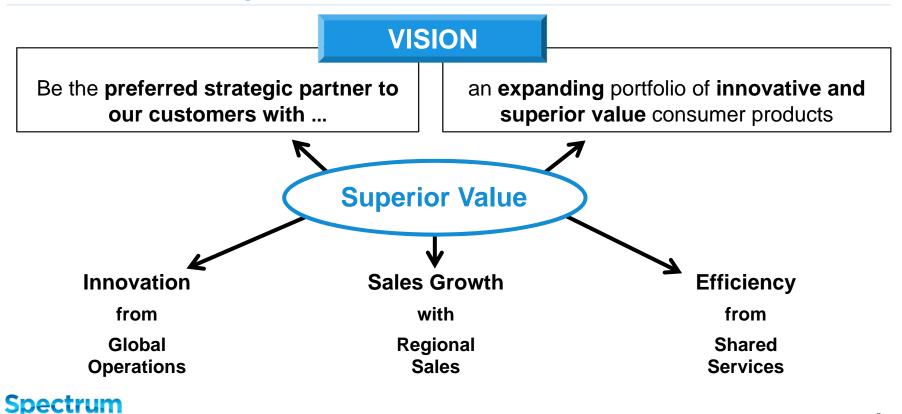






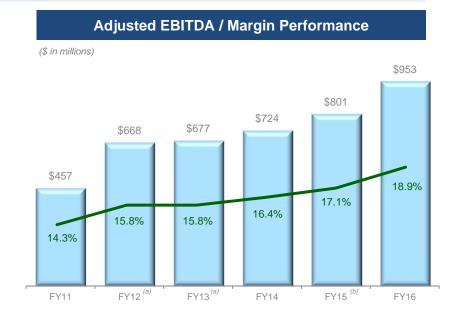


Spectrum Brands Vision Platform For Lasting Customer & Consumer Relations



Long-Term Financial Performance Continuous Growth Despite A Challenging Environment





Robust sales and adjusted EBITDA growth both organically and through acquisitions



Reflects pro forma as if HHI acquired at beginning of respective period. The pre-acquisition earnings and capital expenditures of HHI do not include the TLM Taiwan business as stand alone financial data is not available for the periods presented. The TLM Taiwan business is not deemed material to the Company's operating results.

(b) Reflects results for GAC from acquisition date of May 21, 2015 through September 30, 2015.

FY16 Performance Strong EBITDA Growth Despite Strong Currency Headwinds

- FY16 net sales of \$5,040 million and adjusted EBITDA of \$953 million
- FY16 included acquisition sales and adjusted EBITDA of \$352 million and \$106 million, respectively^(a)
- Organic sales up \$124 million / 2.6% (net of Fx) despite exits of non-strategic, unprofitable businesses (1.1%)
- Legacy adjusted EBITDA up \$46 million despite currency headwinds of \$(80) on EBITDA
- Strengthening relationships with major retailers globally
 & initiating major efficiency enhancement projects

Spectrum Brands has a good risk profile due to its broad portfolio of categories

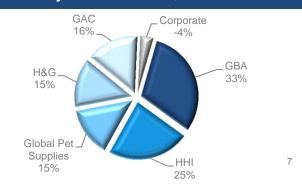




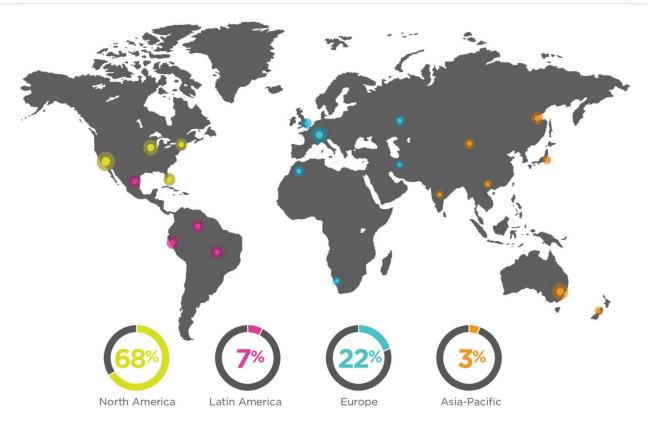
FY16 Net Sales - \$5,040 million H&G 10% Global Pet Supplies 16% GBA 40%

25%

FY16 Adjusted EBITDA - \$953 million



Sales By Geographic Region Strong U.S. Footprint With International Growth Opportunities







Our Mission

Build Spectrum Brands into a large cap stock with superior shareholder returns

through above market organic growth

with unwavering focus on building sustainable free cash flow

and further acquisitions



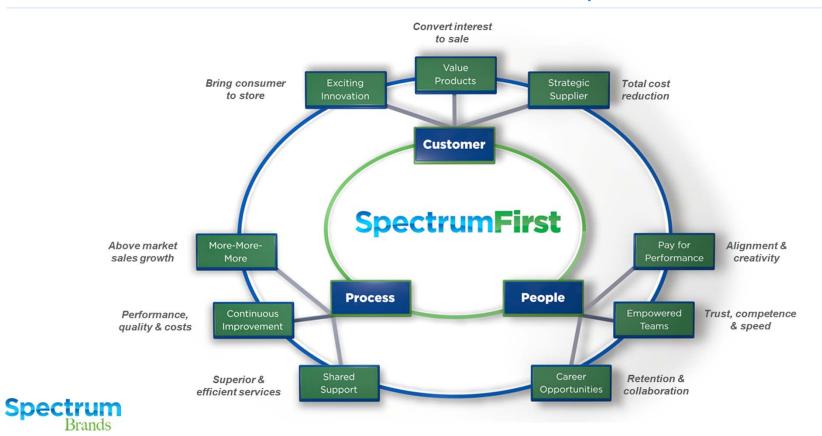






Accelerated by SpectrumFirst

Spectrum First 3x3 Growth Accelerators Evolution Of Value Model To Advance To The Top Tier



THE **BRANDS** YOU **TRUST UNDER** ONE www.spectrumbrands.com























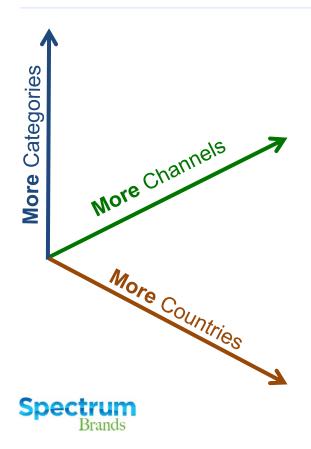








More-More-More Above Market Sales Growth



More categories into existing retailers

- Security into NA mass retailers
- Rawhide into U.S. club channel



More channels in existing markets

- Insect repellent into auto channel
- Batteries into food/drug and dollar



More countries

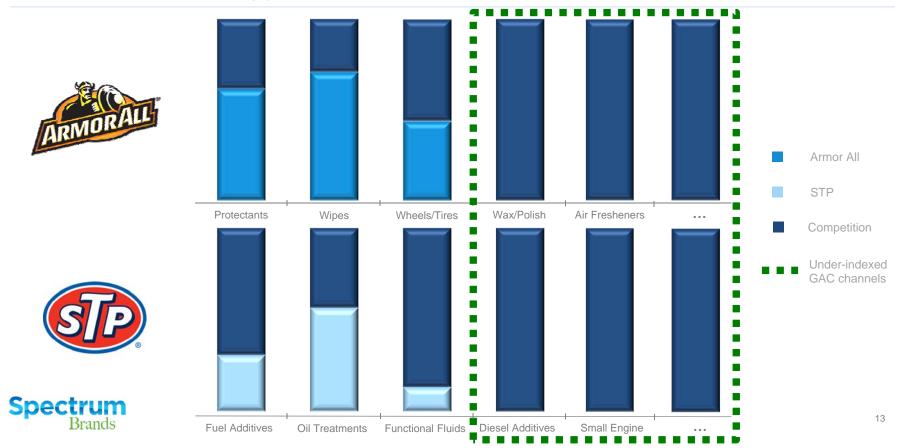
- Hearing aid batteries into APAC
- Home & Garden and Pet products into Latin America





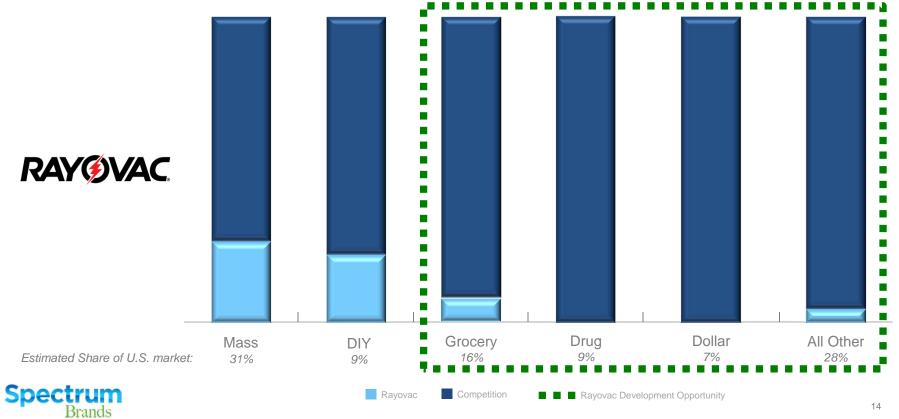
More-More Global Auto Care Opportunities In The U.S.

More Categories



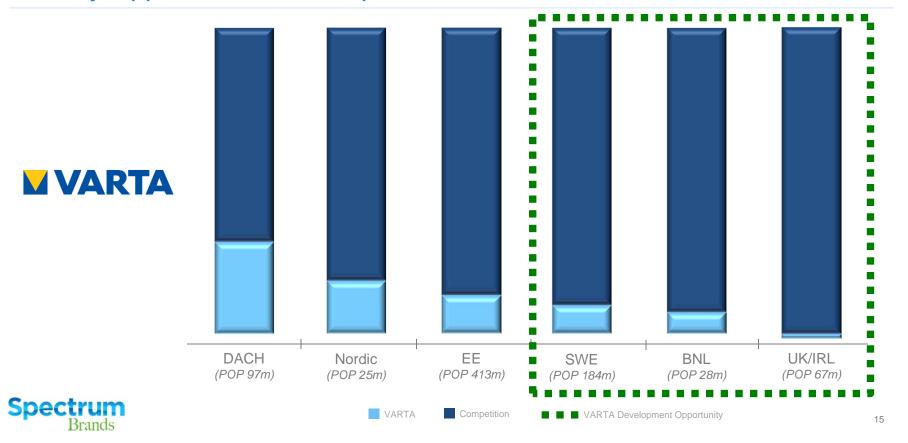
More-More-More Battery Opportunities In The U.S.





More-More *Battery Opportunities In Europe*





Global Batteries & Appliances Innovation And New Products

Batteries Spectrum Brands





Pet, Home & Garden Innovation And New Products

Aquatics











Starter Line

Companion Animal











Home & Garden









Hardware & Home Improvement

Innovation And New Products **Style Innovation**







Global Auto Care Innovation And New Products

Appearance Spectrum Brands





DIY A/C

Continuous Improvement Global Auto Care Operating Footprint

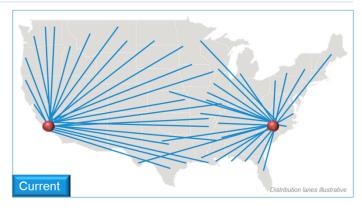
- Significant U.S. supply chain optimization program
 - Consolidating two factories, two distribution centers and R&D in Dayton, Ohio
 - More vertical integration of packaging
 - Use of Home & Garden aerosol filling capability
- Enables cost efficiencies, better service & lower working capital
- Project progressing smoothly with completion in FY17

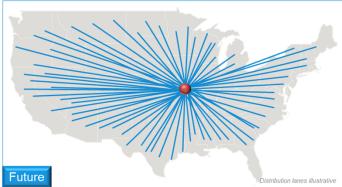




Continuous Improvement Hardware & Home Improvement Distribution Centers

- Current two U.S. distribution centers capacityconstrained & lease term expiring in 2017
- Selected new single, centralized facility in Edgerton, Kansas
- New site operational in May 2017 and current sites fully exited by end of calendar 2017
- Improvement in working capital, operating costs, and customer service while providing capacity for growth

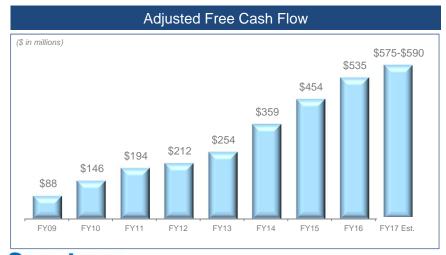


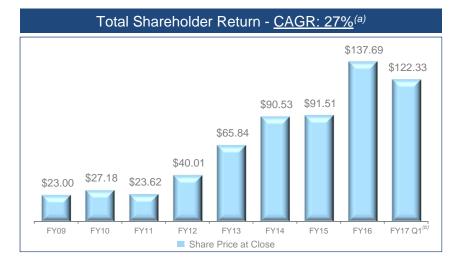




Cash Flow Performance Sustainable Free Cash Flow And Shareholder Returns

- FY17 adjusted free cash flow is expected to be between \$575-\$590 million
- FY16 adjusted free cash flow was \$535 million, or approximately \$9 per share
- FY15 adjusted free cash flow was \$454 million, or nearly \$8 per share
- FY14 free cash flow was \$359 million, or \$6.75 per share
- FY13 adjusted free cash flow was \$254 million, or approximately \$5 per share





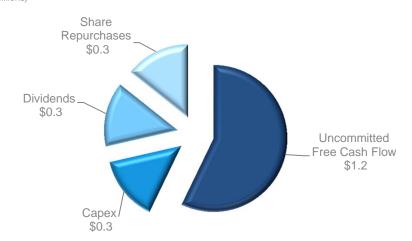
Share price plus reinvested dividends (2009 to Q1 2017).

Prices as at December 30, 2016 – end of FY17 Q1.

Future Cash Flow High Flexibility For Additional Value Creation

2017-2019 Operating Cash Flow = ~\$2.1 Billion

(\$ in billions)



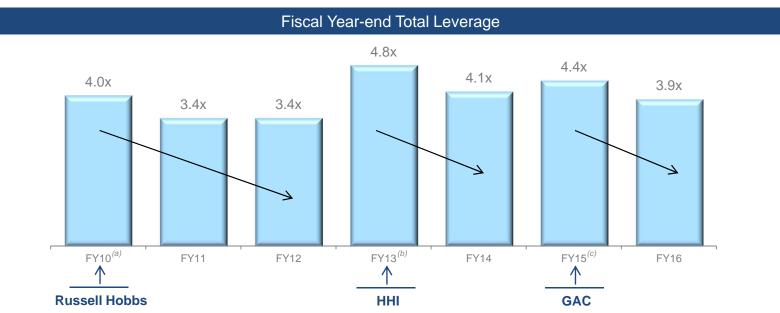
Uncommitted Cash Optionality

- Pay down debt
- Acquisitions
- Share repurchases
- Further increase dividends



Debt Delevering Successful Track Record After Acquisitions

- Strong free cash flow used to manage capital structure and drive value
- Proven integrator: e.g. Russell Hobbs, Hardware & Home Improvement, Salix, IAMS/Eukanuba, Global Auto Care





⁽a) Reflects pro forma as if Russell Hobbs merger completed at the beginning of respective period.

⁽b) Reflects pro forma as if HHI acquired at the beginning of respective period.

⁽c) Reflects pro forma as if GAC acquired at the beginning of respective period.

Acquisition Priorities Support Growth Through Synergistic Bolt-on Acquisitions

Global Pet Supplies

Home & Garden

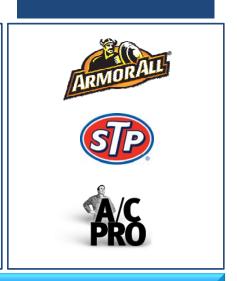
Hardware & Home Improvement

Global Auto Care









Spectrum Brands continually evaluates synergistic, bolt-on acquisitions to expand its product lines, extend market penetration and grow its geographic footprint



Spectrum Brands Key Take-Aways

Proven track record

- Planning for 8th consecutive year of record performance in FY17
- Reported sale growth above category rates along with expected negative Fx impact of about 100-150 basis points
- Overcoming strong Fx headwinds with cost improvement
- Accelerating organic growth through Spectrum First initiative

Good risk profile

- Portfolio of non-discretionary categories helps to offset external headwinds
- High share of U.S. business with good international growth opportunity
- Experienced and proven management team

Strong free cash flow

- Focus on growing adjusted EBITDA & sustainable free cash flow
- FY17 adjusted free cash flow projected to be between \$575-\$590 million
- Opportunity for future acquisitions, higher dividends and share buy-backs



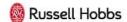
Spectrum Brands

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

Global Auto Care





















































































































NYSE: SPB

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Spectrum Brands

Global Batteries & Appliances











Pet, Home & Garden









Hardware & Home Improvement

Kwikset BALDWIN

WEISER



Pfister.



Global **Auto Care**

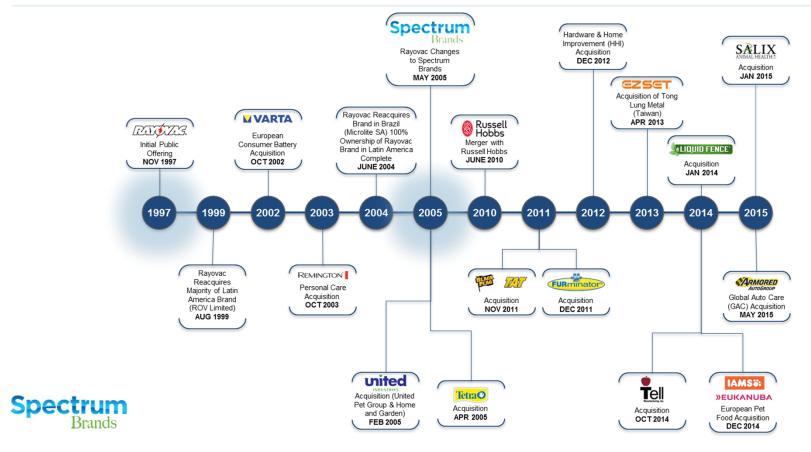






Appendix

Long And Successful History Of Acquisitions



Leading Market Share And Strong, Attractive Brands

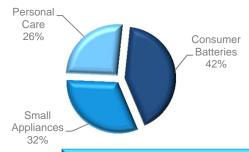
	Category	Estimated Market Position (as of December 2016)	Selected Key Brands
	Auto Care Products	#1 (North America appearance) #1 (North America refrigerants) #2 (North America fuel & oil additives)	AND PRO
	Consumer batteries	#3 (North America) #2 (Europe) #1 (Latin America)	RAYØVAC VARTA
	Portable lighting	#2 (North America, Europe, Latin America)	
	Electrical shaving and grooming Electrical personal care products	#3 (North America, Europe) #3 (North America, Europe)	REMINGTON*
	Kitchen & home products	#1 (U.S. toaster ovens, toasters, grills) #1 (U.S. hand-held irons) #1 (U.K. kitchen/home products)	RUSSELL BLACK+DECKER FARBERWARE GEORGE FOREMAN
	Pet supplies	#2 (Global pet care supplies) #1 (Global aquatics) #1 (U.S. rawhide)	MIRACLE Digesteene IAMS :: 8in 1 HEALTHY PHIDE SEUKANUBA
	Home & garden control products	#1 (U.S. pest control)	REPEL HOT Spectracide SHOT
	Residential/commercial locksets	#1 (U.S. residential locksets) #1 (Canada residential locksets) #1 (U.S. luxury locksets)	Tell WEISER BALDWIN Kwikset
	Builders hardware	#1 (U.S. builders hardware) #2 (Mexico hardware)	National STANLEY BALDWIN
Spectrum	Plumbing & accessories	#3 in U.S. retail channel	Pfister.
Brands			

Global Batteries & Appliances Overview

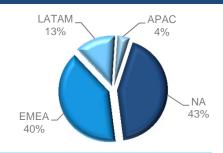
- Value brands appeal to consumers
- Capitalizing on global platform with innovation and a stream of new product launches
- Strong adjusted EBITDA performance despite soft economy and volatile Fx (constant currency EBITDA FY15: \$374; FY16: \$388)











Spectrum Brands

FY16 Revenue \$2,010M; Adj. EBITDA \$311M

Global Pet Supplies Overview

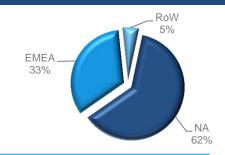
- Global market leader in aquatics category with a broad and innovative product line led by the Tetra brand
- Strong new product pipeline in FY17 in both aquatics and companion animal categories
- Largest vertically integrated supplier of rawhide dog chews and treats

Net Sales by Product Category (FY16)





Net Sales by Geography (FY16)



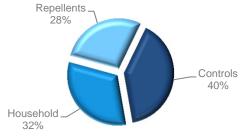


FY16 Revenue \$826M; Adj. EBITDA \$140M

Home & Garden Overview

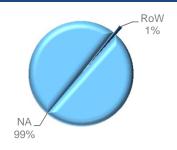
- Another record year in FY16
- High barriers to entry
- Strong new product pipeline
- Operational excellence
- Geographic expansion in Latin America







Net Sales by Geography (FY16)





FY16 Revenue \$509M; Adj. EBITDA \$138M

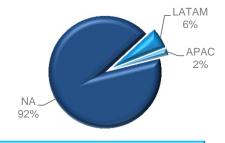
Hardware & Home Improvement Overview

- Leading provider of residential locksets, builders hardware and plumbing and accessories
- Diversified product portfolio with well-recognized brands characterized by outstanding new product innovation and execution
- Large installed base about 925 million locks / 70 million households

Residential Locksets









FY16 Revenue \$1,241M; Adj. EBITDA \$242M

66%

Global Auto Care Overview

- Market-leading auto care brands, including Armor All, STP and A/C PRO
- Armor All and STP enjoy 32% and 24% unaided brand awareness
- History of innovation and industry leadership
- Unmatched shelf space in auto retailers



Adjusted EBITDA Performance

Acquired in May 2015

FY13

FY14

FY12

\$153

\$153

FY16

35

\$136

\$89

\$47

FY15 (a)

LATAM

4%

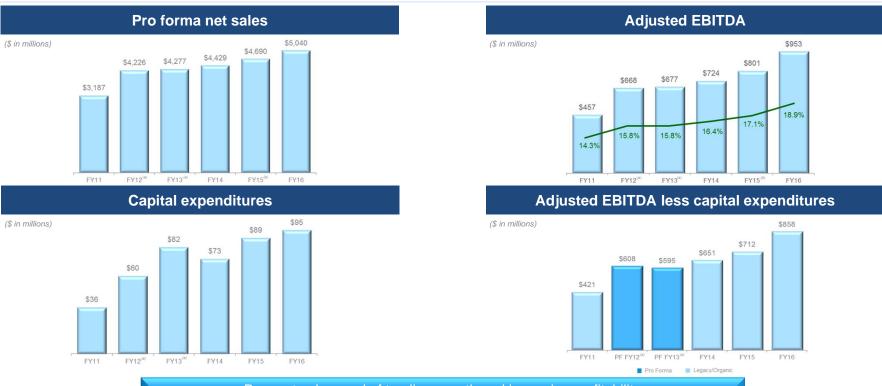
APAC

5%

(\$ in millions)

FY11

Financial Snapshot





Proven track record of top-line growth and improving profitability

- (a) Reflects pro forma as if HHI acquired at beginning of respective period. The pre-acquisition earnings and capital expenditures of HHI do not include the TLM Taiwan business as stand alone financial data is not available for the periods presented. The TLM Taiwan business is not deemed material to the Company's operating results.
- (b) Reflects results for GAC from acquisition date of May 21, 2015 through September 30, 2015.

Reconciliation Of Adjusted EBITDA

(\$ millions)	2011		2012	2013	2014	2015	2016
Net Income	\$	(75) \$	49 \$	(55) \$	215 \$	149 \$	358
income tax expense		92	60	27	59	44	40
interest Expense		208	192	376	202	272	250
Depreciation and amortization		105	105	140	157	170	183
ЕВІТОА		330	406	488	633	635	831
Share based compensation		30	29	44	47	48	64
Pre-acquisition earnings		-	183	30	-	-	-
Restructuring and related charges		29	19	34	23	29	15
Acquisition and integration related charges		37	31	48	20	59	37
Write off from impairment of intangible assets		32	-	-	-	-	5
Accelerated depreciation and amortization		(1)	-	-	-	-	-
Purchase accounting inventory fair value adjustment		-	-	31	-	22	-
Venezuelan devalution		-	-	2	-	2	-
Other		-	-	-	1	6	1
Adjusted EBITDA	\$	457 \$	668 \$	677 \$	724 \$	801 \$	953



Reconciliation Of Adjusted EBITDA By Segment

	FY 2016									
(\$ millions)		GBA	нні	PET	PET		H&G		Corp	Total
Net Income	\$	233 \$	191	\$	84	\$ 1	21 \$	117	\$ (388) \$	358
Income tax expense		-	-		-	-		-	40	40
Interest expense		-	-		-	-		-	250	250
Depreciation and amortization		72	35		43		15	18	-	183
ЕВІТОА		305	226	1	127	1	36	135	(98)	831
Share based compensation		-	-		-	-		-	64	64
Restructuring and related charges		3	13		5		1	14	1	37
Acquisition and integration related charges		1	2		6		1	5	-	15
Write off from impairment of intangible assets		2	-		2		1	-	-	5
Other		-	-		-	-		-	1	1
Adjusted EBITDA	\$	311 \$	241	\$ 1	140	\$ 1	39 \$	154	\$ (32) \$	953



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