

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 29, 2025

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____



Commission File No.	Name of Registrant, State of Incorporation, Address of Principal Offices, and Telephone No.	IRS Employer Identification No.
1-4219	Spectrum Brands Holdings, Inc. (a Delaware corporation) 3001 Deming Way Middleton, WI 53562 (608) 275-3340 www.spectrumbrands.com	74-1339132

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of Each Class	Trading Symbol	Name of Exchange On Which Registered
Common Stock, \$0.01 par value	SPB	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer	Accelerated Filer	Non-accelerated Filer	Smaller Reporting Company	Emerging Growth Company
X				

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of August 1, 2025, there were 24,207,034 shares outstanding of the registrant’s common stock, par value \$0.01 per share.

Forward-Looking Statements

We have made or implied certain forward-looking statements in this document. All statements, other than statements of historical facts included or incorporated by reference in this document, including the statements under *Management's Discussion and Analysis of Financial Condition and Results of Operations*, without limitation, statements or expectations regarding our business strategy, future free cash flows, tariffs, tariff impact and tariff mitigation efforts, future operations and operating model, financial condition, estimated revenues, projected costs, inventory management, supply chain and supply chain relocation efforts, earnings power, project synergies, prospects, plans and strategic objectives of management, the geopolitical environment including the impact of tariffs, and information concerning expected actions of third parties are forward-looking statements. Our statements also reflect our expectations regarding tariffs, which are based on currently known and effective tariffs, including tariffs placed by the U.S. on other countries and tariffs announced by other countries on the U.S., and do not reflect tariffs that have been announced and delayed or other additional tariffs which could result in additional costs. When used in this report, the words future, anticipate, pro forma, seek, intend, plan, envision, estimate, believe, belief, expect, project, forecast, outlook, earnings framework, goal, target, could, would, will, can, should, may and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words.

Because these forward-looking statements are based upon our current expectations of future events and projections and are subject to a number of risks and uncertainties, many of which are beyond our control and some of which may change rapidly, actual results or outcomes may differ materially from those expressed or implied herein, and you should not place undue reliance on these statements. Important factors that could cause our actual results to differ materially from those expressed or implied herein include, without limitation:

- the economic, social and political conditions or civil unrest, terrorist attacks, acts of war, natural disasters, other public health concerns or unrest in the United States ("U.S.") or the international markets impacting our business, customers, employees (including our ability to retain and attract key personnel), manufacturing facilities, suppliers, capital markets, financial condition and results of operations, all of which tend to aggravate the other risks and uncertainties we face;
- the impact of a number of local, regional and global uncertainties could negatively impact our business;
- the negative effect of the Russia-Ukraine war and the Israel-Hamas war and their impact on those regions and surrounding regions, including the Middle East and disruptions to international trade, supply chain and shipping routes and pricing, and on our operations and those operations of our customers, suppliers and other stakeholders;
- our increased reliance on third-party partners, suppliers and distributors that are outside our control to achieve our business objectives;
- the impact of government intervention with or influence on the operations of our suppliers, including in China;
- the impact of expenses resulting from the implementation of new business strategies, divestitures or current and proposed restructuring and optimization activities, including changes in inventory and distribution center changes which are complicated and involve coordination among a number of stakeholders, including our suppliers and transportation and logistics handlers;
- the impact of our indebtedness and financial leverage position on our business, financial condition and results of operations;
- the impact of restrictions in our debt instruments on our ability to operate our business, finance our capital needs or pursue or expand business strategies;
- any failure to comply with financial covenants and other provisions and restrictions of our debt instruments;
- the effects of general economic conditions, including the impact of, uncertainty around and changes to, tariffs and trade policies, including the tariffs and trade agreements announced by the Trump Administration in 2025 and that may be announced in the future, tariff mitigation efforts (including supply chain relocation efforts), inflation, recession or fears of a recession, depression or fears of a depression, labor costs and stock market volatility or monetary or fiscal policies in the countries where we do business;
- the impact of fluctuations in transportation and shipment costs, fuel costs, commodity prices, costs or availability of raw materials or terms and conditions available from suppliers, including suppliers' willingness to advance credit;
- interest rate fluctuations;
- changes in foreign currency exchange rates that may impact our purchasing power, pricing and margin realization within international jurisdictions;
- the loss of significant reduction in or dependence upon, sales to any significant retail customer(s), including their changes in retail inventory levels and management thereof;
- competitive promotional activity or spending by competitors, or price reductions by competitors;
- the introduction of new product features or technological developments by competitors and/or the development of new competitors or competitive brands, including via private label manufacturers;
- changes in consumer spending preferences, shopping trends, and demand for our products, particularly in light of economic stress;
- our ability to develop and successfully introduce new products, protect intellectual property and avoid infringing the intellectual property of third parties;
- our ability to successfully identify, implement, achieve and sustain productivity improvements, cost efficiencies (including at our manufacturing and distribution operations) and cost savings;
- the seasonal nature of sales of certain of our products;
- the impact weather conditions may have on the sales of certain of our products;
- the effects of climate change and unusual weather activity as well as our ability to respond to future natural disasters and pandemics and to meet our environmental, social and governance goals;
- the cost and effect of unanticipated legal, tax or regulatory proceedings or new laws or regulations (including environmental, public health and consumer protection regulations);
- our ability to use social media platforms as effective marketing tools and to manage negative commentary regarding us, and the impact of rules governing the use of e-commerce and social media;
- public perception regarding the safety of products that we manufacture and sell, including the potential for environmental liabilities, product liability claims, litigation and other claims related to products manufactured by us and third parties;
- the impact of existing, pending or threatened litigation, government regulation or other requirements or operating standards applicable to our business;
- the impact of cybersecurity breaches or our actual or perceived failure to protect company and personal data, including our failure to comply with new and increasingly complex global data privacy regulations;
- changes in accounting policies applicable to our business;
- our discretion to adopt, conduct, suspend or discontinue any share repurchase program or conduct any debt repayments, redemptions, repurchases or refinancing transactions (including our discretion to conduct purchases or repurchases, if any, in a variety of manners including open-market purchases, privately negotiated transactions, tender offers, redemptions, or otherwise);
- our ability to utilize net operating loss carry-forwards to offset tax liabilities;
- our ability to separate the Company's Home and Personal Care ("HPC") business and create an independent Global Appliances business on expected terms, and within the anticipated time period, or at all, and to realize the potential benefits of such business;
- our ability to create a pure play consumer products company composed of our Global Pet Care ("GPC") and Home & Garden ("H&G") businesses and to realize the expected benefits of such creation, and within the anticipated time period, or at all;

- our ability to successfully implement and realize the benefits of acquisitions or dispositions and the impact of any such transactions on our financial performance;
- our ability to achieve our goals and aspirations related to the reduction of greenhouse gas emissions or otherwise meet the expectations of our stakeholders with respect to environmental, social and governance matters;
- the impact of actions taken by significant shareholders; and
- the unanticipated loss of key members of senior management and the transition of new members of our management teams to their new roles.

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

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PART I. FINANCIAL INFORMATION
Item 1. Financial Statements (Unaudited)

SPECTRUM BRANDS HOLDINGS, INC.
Condensed Consolidated Statements of Financial Position
As of June 29, 2025 and September 30, 2024
(unaudited)

(in millions)	June 29, 2025	September 30, 2024
Assets		
Cash and cash equivalents	\$ 122.0	\$ 368.9
Trade receivables, net	604.4	635.4
Other receivables	57.9	70.7
Inventories	507.5	462.1
Prepaid expenses and other current assets	47.1	41.5
Total current assets	1,338.9	1,578.6
Property, plant and equipment, net	250.3	266.6
Operating lease assets	81.1	101.9
Deferred charges and other	51.1	39.9
Goodwill	868.9	864.9
Intangible assets, net	952.0	990.4
Total assets	\$ 3,542.3	\$ 3,842.3
Liabilities and Shareholders' Equity		
Current portion of long-term debt	\$ 10.7	\$ 9.4
Accounts payable	337.6	397.3
Accrued wages and salaries	39.4	78.8
Accrued interest	3.9	4.7
Income tax payable	14.3	25.0
Short-term operating lease liabilities	31.9	31.3
Other current liabilities	115.3	140.6
Total current liabilities	553.1	687.1
Long-term debt, net of current portion	655.9	551.4
Long-term operating lease liabilities	61.4	87.0
Deferred income taxes	166.8	170.8
Uncertain tax benefit obligation	185.6	171.5
Other long-term liabilities	25.7	32.8
Total liabilities	1,648.5	1,700.6
Commitments and contingencies (Note 14)		
Shareholders' equity		
Common stock	0.5	0.5
Additional paid-in capital	1,992.3	1,988.1
Accumulated earnings	2,175.3	2,169.0
Accumulated other comprehensive loss, net of tax	(177.7)	(204.0)
Treasury stock	(2,096.6)	(1,812.7)
Total shareholders' equity	1,893.8	2,140.9
Non-controlling interest	—	0.8
Total equity	1,893.8	2,141.7
Total liabilities and equity	\$ 3,542.3	\$ 3,842.3

See accompanying notes to the condensed consolidated financial statements

SPECTRUM BRANDS HOLDINGS, INC.
Condensed Consolidated Statements of Income
For the three and nine month periods ended June 29, 2025 and June 30, 2024
(unaudited)

(in millions, except per share)	Three Month Periods Ended		Nine Month Periods Ended	
	June 29, 2025	June 30, 2024	June 29, 2025	June 30, 2024
Net sales	\$ 699.6	\$ 779.4	\$ 2,075.5	\$ 2,190.2
Cost of goods sold	435.5	476.6	1,300.2	1,369.0
Gross profit	264.1	302.8	775.3	821.2
Selling, general & administrative	225.0	250.0	656.3	689.0
Impairment of intangible assets	—	—	15.7	43.0
Impairment of property, plant and equipment and operating leases	7.8	5.1	7.8	5.6
Representation and warranty insurance proceeds	—	—	—	(65.0)
Total operating expenses	232.8	255.1	679.8	672.6
Operating income	31.3	47.7	95.5	148.6
Interest expense	8.4	15.7	22.1	51.8
Interest income	(0.6)	(13.4)	(3.6)	(54.3)
Loss (gain) from early extinguishment of debt	—	2.2	—	(2.6)
Other non-operating expense, net	1.5	1.7	7.2	7.0
Income from continuing operations before income taxes	22.0	41.5	69.8	146.7
Income tax expense	1.5	22.4	22.9	60.3
Net income from continuing operations	20.5	19.1	46.9	86.4
(Loss) income from discontinued operations, net of tax	(0.8)	(13.1)	(2.2)	9.6
Net income	19.7	6.0	44.7	96.0
Net (loss) income from continuing operations attributable to non-controlling interest	(0.2)	(0.1)	0.4	(0.2)
Net income attributable to controlling interest	\$ 19.9	\$ 6.1	\$ 44.3	\$ 96.2
Amounts attributable to controlling interest				
Net income from continuing operations attributable to controlling interest	\$ 20.7	\$ 19.2	\$ 46.5	\$ 86.6
(Loss) income from discontinued operations attributable to controlling interest, net of tax	(0.8)	(13.1)	(2.2)	9.6
Net income attributable to controlling interest	\$ 19.9	\$ 6.1	\$ 44.3	\$ 96.2
Earnings Per Share				
Basic earnings per share from continuing operations	\$ 0.83	\$ 0.66	\$ 1.77	\$ 2.79
Basic earnings per share from discontinued operations	(0.03)	(0.45)	(0.09)	0.31
Basic earnings per share	\$ 0.80	\$ 0.21	\$ 1.68	\$ 3.10
Diluted earnings per share from continuing operations	\$ 0.83	\$ 0.66	\$ 1.76	\$ 2.78
Diluted earnings per share from discontinued operations	(0.03)	(0.45)	(0.08)	0.31
Diluted earnings per share	\$ 0.80	\$ 0.21	\$ 1.68	\$ 3.09
Dividend per share	\$ 0.47	\$ 0.42	\$ 1.41	\$ 1.26
Weighted Average Shares Outstanding				
Basic	24.9	28.9	26.3	31.0
Diluted	25.0	29.1	26.4	31.2

See accompanying notes to the condensed consolidated financial statements

SPECTRUM BRANDS HOLDINGS, INC
Condensed Consolidated Statements of Comprehensive Income
For the three and nine month periods ended June 29, 2025 and June 30, 2024
(unaudited)

(in millions)	Three Month Periods Ended		Nine Month Periods Ended	
	June 29, 2025	June 30, 2024	June 29, 2025	June 30, 2024
Net income	\$ 19.7	\$ 6.0	\$ 44.7	\$ 96.0
Other comprehensive income (loss)				
<i>Foreign currency translation gain (loss)</i>				
Foreign currency translation gain (loss)	60.4	(7.7)	26.4	17.1
Unrealized loss from net investment hedge	—	(3.5)	—	(13.2)
Foreign currency translation gain (loss) before tax	60.4	(11.2)	26.4	3.9
Deferred tax effect	1.3	0.8	3.2	3.6
Foreign currency translation gain (loss), net	61.7	(10.4)	29.6	7.5
<i>Unrealized (loss) gain on derivative instruments</i>				
Unrealized (loss) gain on derivative instruments before reclassification	(15.4)	1.6	(7.2)	(7.7)
Net reclassification for loss to income from continuing operations	2.9	2.4	2.4	12.3
Unrealized (loss) gain on derivative instruments after reclassification	(12.5)	4.0	(4.8)	4.6
Deferred tax effect	3.4	(1.4)	1.3	(1.5)
Net unrealized (loss) gain on derivative instruments	(9.1)	2.6	(3.5)	3.1
<i>Defined benefit pension (loss) gain</i>				
Defined benefit pension loss before reclassification	(1.8)	—	(0.9)	(0.9)
Net reclassification for loss to income from continuing operations	0.5	0.2	1.5	0.6
Defined benefit pension (loss) gain after reclassification	(1.3)	0.2	0.6	(0.3)
Deferred tax effect	0.3	(0.1)	(0.2)	0.2
Net defined benefit pension (loss) gain	(1.0)	0.1	0.4	(0.1)
Comprehensive income (loss)	71.3	(1.7)	71.2	106.5
Comprehensive income from continuing operations attributable to non-controlling interest	0.3	—	0.2	—
Comprehensive income (loss) attributable to controlling interest	\$ 71.0	\$ (1.7)	\$ 71.0	\$ 106.5

See accompanying notes to the condensed consolidated financial statements

SPECTRUM BRANDS HOLDINGS, INC
Condensed Consolidated Statements of Shareholders' Equity
For the nine month period ended June 29, 2025
(unaudited)

(in millions)	Common Stock		Additional Paid-in Capital	Accumulated Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total Shareholders' Equity	Non- controlling Interest	Total Equity
	Shares	Amount							
Balances at September 30, 2024	28.0	\$ 0.5	\$ 1,988.1	\$ 2,169.0	\$ (204.0)	\$ (1,812.7)	\$ 2,140.9	\$ 0.8	\$ 2,141.7
Net income from continuing operations	—	—	—	24.3	—	—	24.3	0.3	24.6
Loss from discontinued operations, net of tax	—	—	—	(0.8)	—	—	(0.8)	—	(0.8)
Other comprehensive loss, net of tax	—	—	—	—	(49.1)	—	(49.1)	(0.3)	(49.4)
Treasury stock repurchases	(0.8)	—	—	—	—	(72.9)	(72.9)	—	(72.9)
Excise tax on net share repurchases	—	—	—	—	—	(0.6)	(0.6)	—	(0.6)
Restricted stock issued and related tax withholdings	0.1	—	(10.3)	—	—	5.9	(4.4)	—	(4.4)
Share based compensation	—	—	4.7	—	—	—	4.7	—	4.7
Dividends declared	—	—	—	(13.6)	—	—	(13.6)	—	(13.6)
Dividend declared by subsidiary to NCI	—	—	—	—	—	—	—	(0.7)	(0.7)
Balances as of December 29, 2024	27.3	0.5	1,982.5	2,178.9	(253.1)	(1,880.3)	2,028.5	0.1	2,028.6
Net income from continuing operations	—	—	—	1.5	—	—	1.5	0.3	1.8
Loss from discontinued operations, net of tax	—	—	—	(0.6)	—	—	(0.6)	—	(0.6)
Other comprehensive income, net of tax	—	—	—	—	24.1	—	24.1	0.2	24.3
Treasury stock repurchases	(2.0)	—	—	—	—	(159.9)	(159.9)	—	(159.9)
Excise tax on net share repurchases	—	—	—	—	—	(1.6)	(1.6)	—	(1.6)
Share based compensation	—	—	5.2	—	—	—	5.2	—	5.2
Dividends declared	—	—	—	(12.5)	—	—	(12.5)	—	(12.5)
Balances as of March 30, 2025	25.3	0.5	1,987.7	2,167.3	(229.0)	(2,041.8)	1,884.7	0.6	1,885.3
Net income (loss) from continuing operations	—	—	—	20.7	—	—	20.7	(0.2)	20.5
Loss from discontinued operations, net of tax	—	—	—	(0.8)	—	—	(0.8)	—	(0.8)
Other comprehensive income, net of tax	—	—	—	—	51.3	—	51.3	0.3	51.6
Treasury stock repurchases	(0.9)	—	—	—	—	(54.4)	(54.4)	—	(54.4)
Excise tax on net share repurchases	—	—	—	—	—	(0.5)	(0.5)	—	(0.5)
Restricted stock issued and related tax withholdings	—	—	(0.2)	—	—	0.1	(0.1)	—	(0.1)
Share based compensation	—	—	4.8	—	—	—	4.8	—	4.8
Dividends declared	—	—	—	(11.9)	—	—	(11.9)	—	(11.9)
Dividend paid by subsidiary to NCI	—	—	—	—	—	—	—	(0.7)	(0.7)
Balances at June 29, 2025	24.4	\$ 0.5	\$ 1,992.3	\$ 2,175.3	\$ (177.7)	\$ (2,096.6)	\$ 1,893.8	\$ —	\$ 1,893.8

See accompanying notes to the condensed consolidated financial statements

SPECTRUM BRANDS HOLDINGS, INC
Condensed Consolidated Statements of Shareholders' Equity
For the nine month period ended June 30, 2024
(unaudited)

(in millions)	Common Stock		Additional Paid-in Capital	Accumulated Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total Shareholders' Equity	Non- controlling Interest	Total Equity
	Shares	Amount							
Balances at September 30, 2023	35.3	\$ 0.5	\$ 1,920.8	\$ 2,096.0	\$ (249.4)	\$ (1,250.3)	\$ 2,517.6	\$ 0.7	\$ 2,518.3
Net income from continuing operations	—	—	—	17.4	—	—	17.4	0.1	17.5
Income from discontinued operations, net of tax	—	—	—	11.7	—	—	11.7	—	11.7
Other comprehensive income, net of tax	—	—	—	—	16.2	—	16.2	0.1	16.3
Accelerated share repurchase	(1.3)	—	83.2	—	—	(83.2)	—	—	—
Treasury stock repurchases	(3.3)	—	—	—	—	(243.0)	(243.0)	—	(243.0)
Excise tax on net share repurchases	—	—	—	—	—	(3.1)	(3.1)	—	(3.1)
Restricted stock issued and related tax withholdings	0.1	—	(14.3)	—	—	8.9	(5.4)	—	(5.4)
Share based compensation	—	—	3.9	—	—	—	3.9	—	3.9
Dividends declared	—	—	—	(14.5)	—	—	(14.5)	—	(14.5)
Balances as of December 31, 2023	30.8	0.5	1,993.6	2,110.6	(233.2)	(1,570.7)	2,300.8	0.9	2,301.7
Net income (loss) from continuing operations	—	—	—	50.1	—	—	50.1	(0.2)	49.9
Income from discontinued operations, net of tax	—	—	—	11.0	—	—	11.0	—	11.0
Other comprehensive income (loss), net of tax	—	—	—	—	2.0	—	2.0	(0.1)	1.9
Treasury stock repurchases	(1.2)	—	—	—	—	(97.6)	(97.6)	—	(97.6)
Excise tax on net share repurchases	—	—	—	—	—	(1.0)	(1.0)	—	(1.0)
Share based compensation	—	—	4.5	—	—	—	4.5	—	4.5
Dividends declared	—	—	—	(12.9)	—	—	(12.9)	—	(12.9)
Balances as of March 31, 2024	29.6	0.5	1,998.1	2,158.8	(231.2)	(1,669.3)	2,256.9	0.6	2,257.5
Net income (loss) from continuing operations	—	—	—	19.2	—	—	19.2	(0.1)	19.1
Loss from discontinued operations, net of tax	—	—	—	(13.1)	—	—	(13.1)	—	(13.1)
Other comprehensive loss, net of tax	—	—	—	—	(7.7)	—	(7.7)	—	(7.7)
Premium on capped call transactions, net of tax	—	—	(19.2)	—	—	—	(19.2)	—	(19.2)
Treasury stock repurchases	(1.6)	—	—	—	—	(142.2)	(142.2)	—	(142.2)
Excise tax on net share repurchases	—	—	—	—	—	(1.4)	(1.4)	—	(1.4)
Restricted stock issued and related tax withholdings	—	—	(0.3)	—	—	0.2	(0.1)	—	(0.1)
Share based compensation	—	—	4.5	—	—	—	4.5	—	4.5
Dividends declared	—	—	—	(12.3)	—	—	(12.3)	—	(12.3)
Balances at June 30, 2024	28.0	\$ 0.5	\$ 1,983.1	\$ 2,152.6	\$ (238.9)	\$ (1,812.7)	\$ 2,084.6	\$ 0.5	\$ 2,085.1

See accompanying notes to the condensed consolidated financial statements

SPECTRUM BRANDS HOLDINGS, INC.
Condensed Consolidated Statements of Cash Flows
For the nine month periods ended June 29, 2025 and June 30, 2024
(unaudited)

(in millions)	Nine Month Periods Ended	
	June 29, 2025	June 30, 2024
Cash flows from operating activities		
Net income	\$ 44.7	\$ 96.0
(Loss) income from discontinued operations, net of tax	(2.2)	9.6
Net income from continuing operations	46.9	86.4
Adjustments to reconcile net income from continuing operations to net cash used by operating activities from continuing operations:		
Depreciation	42.6	42.9
Amortization	31.5	33.4
Share based compensation	14.7	12.9
Impairment of intangible assets	15.7	43.0
Impairment of property, plant and equipment and operating lease assets	7.8	5.6
Gain on early extinguishment of debt	—	(2.7)
Amortization of debt issuance costs and debt discount	2.6	3.0
Non-cash purchase accounting adjustments	—	1.1
Deferred tax (benefit) expense	(17.4)	3.3
Net changes in operating assets and liabilities	(111.3)	(50.5)
Net cash provided by operating activities from continuing operations	33.1	178.4
Net cash used by operating activities from discontinued operations	(0.6)	(96.5)
Net cash provided by operating activities	32.5	81.9
Cash flows from investing activities		
Purchases of property, plant and equipment	(25.1)	(31.0)
Purchases of short term investments	—	(849.3)
Proceeds from sale of short term investments	—	1,792.0
Purchase price settlement from sale of HHI	—	(26.9)
Other investing activity	(0.1)	0.2
Net cash (used) provided by investing activities	(25.2)	885.0
Cash flows from financing activities		
Payment of debt and debt premium	(8.2)	(1,346.7)
Proceeds from issuance of debt	103.0	350.0
Payment of debt issuance costs	(0.2)	(15.0)
Premium on capped call transactions	—	(25.2)
Dividends paid to shareholders	(36.9)	(38.8)
Dividends paid by subsidiary to non-controlling interest	(1.4)	—
Treasury stock purchases	(287.2)	(482.7)
Excise tax paid on net share repurchases	(9.7)	—
Share based award tax withholding payments, net of proceeds upon vesting	(4.5)	(5.5)
Other financing activity	0.1	—
Net cash used by financing activities	(245.0)	(1,563.9)
Effect of exchange rate changes on cash and cash equivalents	(7.3)	0.8
Net change in cash, cash equivalents and restricted cash	(245.0)	(596.2)
Cash, cash equivalents, and restricted cash, beginning of period	370.5	753.9
Cash, cash equivalents, and restricted cash, end of period	\$ 125.5	\$ 157.7
Supplemental disclosure of cash flow information		
Cash paid for interest associated with continuing operations	\$ 20.3	\$ 66.7
Cash paid for taxes associated with continuing operations	45.9	22.3
Cash paid for taxes associated with discontinued operations	2.8	59.1
Non cash investing activities		
Acquisition of property, plant and equipment through finance leases	8.1	3.2
Non cash financing activities		
Non-cash excise tax on net share repurchases	2.8	5.5
Issuance of shares through stock compensation plan	9.7	14.0

See accompanying notes to the condensed consolidated financial statements

SPECTRUM BRANDS HOLDINGS, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, unaudited)

NOTE 1 - BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES***Principles of Consolidation and Fiscal Period-End***

The accompanying unaudited condensed consolidated financial statements have been prepared by the Company and its majority owned subsidiaries in accordance with accounting principles for interim financial information generally accepted in the United States and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and notes necessary for a comprehensive presentation of financial position and results of operations. It is management's opinion, however, that all material adjustments have been made which are necessary for a fair financial statement presentation. For further information, refer to the consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2024.

The Company's fiscal year ends on September 30 and the Company reports its results using fiscal quarters whereby each three month quarterly reporting period is approximately thirteen weeks in length and ends on a Sunday. The exceptions are the first quarter, which begins on October 1, and the fourth quarter, which ends on September 30. As a result, the fiscal period end date for the three and nine month periods included within this Quarterly Report for the Company are June 29, 2025 and June 30, 2024, respectively.

Recently Issued Accounting Standards

In November 2023, the Financial Accounting Standards Board ("FASB") issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which provides updates to qualitative and quantitative reportable segment disclosure requirements, including enhanced disclosures about significant segment expenses and increased interim disclosure requirements, among others. The amendments in ASU 2023-07 are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted, and the amendments should be applied retrospectively. This ASU will be effective for our annual report for the year ending September 30, 2025 and our interim reports for the first quarter of the year ending September 30, 2026. The Company is currently evaluating the impact this ASU may have on the Company's consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which provides qualitative and quantitative updates to the rate reconciliation and income taxes paid disclosures, among others, in order to enhance the transparency of income tax disclosures, including consistent categories and greater disaggregation of information in the rate reconciliation and disaggregation by jurisdiction of income taxes paid. The amendments in ASU 2023-09 are effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The amendments should be applied prospectively; however, retrospective application is also permitted. This ASU will be effective for our annual report for the year ending September 30, 2026. The Company is currently evaluating the impact this ASU may have on the Company's consolidated financial statements.

In November 2024, the FASB issued ASU 2024-03, *Disaggregation of Income Statement Expenses*, which provides updates to qualitative and quantitative disclosure requirements over the disaggregation of relevant expense captions within the income statement to provide more transparency and useful information on expenses including tabular presentation of prescribed expense categories such as the purchases of inventory, employee compensation, depreciation, intangible asset amortization, and inclusion of other specific expense, gains and losses required by existing GAAP with reconciliation of disaggregation to the face of the income statement. The amendments in ASU 2024-03 are effective for fiscal years beginning after December 15, 2026, with early adoption permitted. The amendment should be applied prospectively, however, retrospective application is also permitted. This ASU will be effective for our annual report for the year ending September 30, 2028 and our interim reports for the first quarter of the year ending September 30, 2029. The Company is currently evaluating the impact this ASU may have on the Company's consolidated financial statements.

In July 2025, the FASB issued ASU 2025-05, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets*, which provides a practical expedient in estimating credit losses for current accounts receivables and current contract assets arising from transactions accounted for under Topic 606 that assumes that current conditions as of the balance sheet date do not change for the remaining life of the asset. The amendments in ASU 2025-05 are effective for fiscal years beginning after December 15, 2025, and interim reporting periods within those annual reporting periods. This ASU will be effective for our fiscal year ending September 30, 2027. The Company is currently evaluating the impact this ASU may have on the Company's consolidated financial statements.

SPECTRUM BRANDS HOLDINGS, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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NOTE 2 – EXIT AND DISPOSAL ACTIVITIES

During the nine month period ended June 29, 2025, the Company entered into initiatives within its HPC and GPC segments following the consolidation of functions and operations within the segments and changes in their commercial strategies for certain international markets, in addition to the restructuring of shared operations and enabling functions as the Company exits transition service agreements from previous divestitures, resulting in the realization of headcount reductions and related termination charges. Total cumulative exit and disposal costs associated with these initiatives were \$8.2 million, with approximately \$3 million of additional costs forecasted in the foreseeable future.

The following summarizes restructuring charges for the three and nine month periods ended June 29, 2025 and June 30, 2024:

(in millions)	Three Month Periods Ended		Nine Month Periods Ended	
	June 29, 2025	June 30, 2024	June 29, 2025	June 30, 2024
Exit and disposal costs	\$ 4.2	\$ 0.1	\$ 8.2	\$ 1.0
Reported as:				
Selling, general & administrative expense	4.2	0.1	8.2	1.0

The following is a summary of restructuring charges by segment for the three and nine month periods ended June 29, 2025 and June 30, 2024.

(in millions)	Three Month Periods Ended		Nine Month Periods Ended	
	June 29, 2025	June 30, 2024	June 29, 2025	June 30, 2024
GPC	\$ 0.5	\$ —	\$ 0.8	\$ —
HPC	2.7	—	5.3	0.7
Corporate and shared operations	1.0	0.1	2.1	0.3
Total exit and disposal activities	\$ 4.2	\$ 0.1	\$ 8.2	\$ 1.0

The following is a summary of restructuring charges by cost type for the three and nine month periods ended June 29, 2025 and June 30, 2024.

(in millions)	Termination Benefits	Other Costs	Total
Three month period ended June 29, 2025	\$ 3.6	\$ 0.6	\$ 4.2
Three month period ended June 30, 2024	0.1	—	0.1
Nine month period ended June 29, 2025	7.5	0.7	8.2
Nine month period ended June 30, 2024	0.5	0.5	1.0

The following is a roll forward of the accrual for restructuring charges by cost type for the nine month period ended June 29, 2025.

(in millions)	Termination Benefits	Other Costs	Total
September 30, 2024	\$ 1.2	\$ 0.1	\$ 1.3
Provisions	6.6	—	6.6
Cash expenditures	(3.9)	(0.1)	(4.0)
Foreign currency and other	0.1	—	0.1
June 29, 2025	\$ 4.0	\$ —	\$ 4.0

SPECTRUM BRANDS HOLDINGS, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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NOTE 3 – REVENUE RECOGNITION AND RECEIVABLES

The Company generates all of its revenue from contracts with customers. The following table disaggregates our revenue for the three and nine month periods ended June 29, 2025 and June 30, 2024, by segment and geographic region (based upon destination) and revenue type:

(in millions)	Three Month Period Ended June 29, 2025				Three Month Period Ended June 30, 2024			
	GPC	H&G	HPC	Total	GPC	H&G	HPC	Total
Geographic Region								
NA	\$ 149.1	\$ 187.5	\$ 92.0	\$ 428.6	\$ 177.1	\$ 208.4	\$ 116.2	\$ 501.7
EMEA	95.6	—	101.3	196.9	93.7	—	109.8	203.5
LATAM	3.2	1.7	46.5	51.4	3.9	2.6	44.5	51.0
APAC	7.3	—	15.4	22.7	7.5	—	15.7	23.2
Total revenue	\$ 255.2	\$ 189.2	\$ 255.2	\$ 699.6	\$ 282.2	\$ 211.0	\$ 286.2	\$ 779.4
Revenue type								
Product sales	\$ 251.8	\$ 188.4	\$ 253.7	\$ 693.9	\$ 278.5	\$ 210.1	\$ 284.5	\$ 773.1
Licensing	2.4	0.8	1.5	4.7	2.4	0.9	1.6	4.9
Service and other	1.0	—	—	1.0	1.3	—	0.1	1.4
Total revenue	\$ 255.2	\$ 189.2	\$ 255.2	\$ 699.6	\$ 282.2	\$ 211.0	\$ 286.2	\$ 779.4
(in millions)	Nine Month Period Ended June 29, 2025				Nine Month Period Ended June 30, 2024			
	GPC	H&G	HPC	Total	GPC	H&G	HPC	Total
Geographic Sales								
NA	\$ 466.5	\$ 428.3	\$ 320.2	\$ 1,215.0	\$ 532.3	\$ 437.9	\$ 357.8	\$ 1,328.0
EMEA	289.6	—	358.7	648.3	286.7	—	357.5	644.2
LATAM	8.4	5.3	131.6	145.3	9.8	5.8	132.6	148.2
APAC	19.9	—	47.0	66.9	20.2	—	49.6	69.8
Total revenue	\$ 784.4	\$ 433.6	\$ 857.5	\$ 2,075.5	\$ 849.0	\$ 443.7	\$ 897.5	\$ 2,190.2
Revenue type								
Product Sales	\$ 775.0	\$ 432.0	\$ 852.3	\$ 2,059.3	\$ 838.0	\$ 441.7	\$ 891.9	\$ 2,171.6
Licensing	6.6	1.6	4.9	13.1	7.1	2.0	5.2	14.3
Service and other	2.8	—	0.3	3.1	3.9	—	0.4	4.3
Total revenue	\$ 784.4	\$ 433.6	\$ 857.5	\$ 2,075.5	\$ 849.0	\$ 443.7	\$ 897.5	\$ 2,190.2

The Company has identified significant customers consisting of two large retail customers, each regularly exceeding 10% of consolidated net sales. All segments sell products to the significant customers and sales with those customers are considered significant to the respective segments. The following table summarizes significant concentration risk associated with net sales for the three and nine month periods ended June 29, 2025 and June 30, 2024.

(% of Net Sales)	Three Month Periods Ended		Nine Month Periods Ended	
	June 29, 2025	June 30, 2024	June 29, 2025	June 30, 2024
Significant customers, exceeding 10% of net sales	36.8 %	37.7 %	36.5 %	36.4 %
Subject to Black & Decker trademark license agreement	11.6 %	11.1 %	11.7 %	11.8 %

The following summarizes the concentration risk of the associated receivables from the two significant customers. There were no additional concentrations of credit risk exceeding 10% of net trade receivables.

(% of Trade Receivables, Net)	June 29, 2025	September 30, 2024
Significant customers	47.9 %	42.6 %

The following summarizes the allowance for product returns with direct customers and estimated credit losses on trade receivables as of June 29, 2025 and September 30, 2024. Costs and reserves associated with standard product warranties with consumers are not material to the condensed consolidated financial statements.

(in millions)	Line Item	June 29, 2025	September 30, 2024
Liability for product returns	Other current liabilities	\$ 10.4	\$ 14.4
Allowance for doubtful accounts	Trade receivables, net	6.0	8.1

SPECTRUM BRANDS HOLDINGS, INC.
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NOTE 4 – INVENTORIES

Inventories consists of the following:

(in millions)	June 29, 2025	September 30, 2024
Raw materials	\$ 51.6	\$ 46.8
Work-in-process	6.6	5.6
Finished goods	449.3	409.7
Inventories	<u>\$ 507.5</u>	<u>\$ 462.1</u>

NOTE 5 – PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following:

(in millions)	June 29, 2025	September 30, 2024
Land, buildings and improvements	\$ 90.7	\$ 88.2
Machinery, equipment and other	349.9	337.4
Computer software	154.7	142.6
Finance leases	133.0	141.4
Construction in progress	24.1	25.1
Property, plant and equipment	752.4	734.7
Accumulated depreciation	(502.1)	(468.1)
Property, plant and equipment, net	<u>\$ 250.3</u>	<u>\$ 266.6</u>

Depreciation expense on property, plant and equipment for the three and nine month periods ended June 29, 2025 and June 30, 2024 is as follows.

(in millions)	Three Month Periods Ended		Nine Month Periods Ended	
	June 29, 2025	June 30, 2024	June 29, 2025	June 30, 2024
Depreciation expense	\$ 14.6	\$ 14.1	\$ 42.6	\$ 42.9

During the three and nine month period ending June 29, 2025, the Company recognized an impairment charge of \$7.8 million on its finance lease for office space in Middleton, WI following the Company's exit from transition service agreements from previous divestitures and lack of sufficient sublease income to mitigate outgoing cash flow on unused components.

Deferred implementation costs for hosted cloud computing arrangements are as follows:

(in millions)	June 29, 2025	September 30, 2024
Deferred cloud computing costs, net	\$ 5.3	\$ 8.3
Reported as:		
Prepaid expenses and other current assets	4.5	4.3
Deferred charges and other	0.8	4.0

Amortization expense of deferred implementation costs for hosted cloud computing costs arrangements for the three and nine month periods ended June 29, 2025 and June 30, 2024 is as follows:

(in millions)	Three Month Periods Ended		Nine Month Periods Ended	
	June 29, 2025	June 30, 2024	June 29, 2025	June 30, 2024
Amortization expense	\$ 2.2	\$ 0.6	\$ 5.2	\$ 1.9

SPECTRUM BRANDS HOLDINGS, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, unaudited)

NOTE 6 - GOODWILL AND INTANGIBLE ASSETS

Goodwill, by segment, consists of the following:

(in millions)	GPC	H&G	Total
As of September 30, 2024	\$ 522.3	\$ 342.6	\$ 864.9
Foreign currency impact	4.0	—	4.0
As of June 29, 2025	\$ 526.3	\$ 342.6	\$ 868.9

The carrying value and accumulated amortization of intangible assets are as follows:

(in millions)	June 29, 2025			September 30, 2024		
	Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount	Accumulated Amortization	Net
Amortizable intangible assets:						
Customer relationships	\$ 645.7	\$ (481.6)	\$ 164.1	\$ 641.8	\$ (452.3)	\$ 189.5
Technology assets	75.3	(44.8)	30.5	75.3	(41.0)	34.3
Tradenames	28.2	(12.5)	15.7	27.9	(10.9)	17.0
Total amortizable intangible assets	749.2	(538.9)	210.3	745.0	(504.2)	240.8
Indefinite-lived intangible assets – tradenames	741.7	—	741.7	749.6	—	749.6
Total intangible assets	\$ 1,490.9	\$ (538.9)	\$ 952.0	\$ 1,494.6	\$ (504.2)	\$ 990.4

During the nine month period ended June 29, 2025, the Company and its HPC segment recognized a triggering event associated with its PowerXL® tradename attributable to declining sales expectations on products associated with the brand and a change in our direct to consumer strategy resulting in an impairment charge of \$15.7 million.

Amortization expense on intangible assets for the three and nine month periods ended June 29, 2025 and June 30, 2024 is as follows.

(in millions)	Three Month Periods Ended		Nine Month Periods Ended	
	June 29, 2025	June 30, 2024	June 29, 2025	June 30, 2024
Amortization expense	\$ 10.5	\$ 11.1	\$ 31.5	\$ 33.4

Excluding the impact of any future acquisitions, dispositions or changes in foreign currency, the Company estimates amortization expense of intangible assets for the next five fiscal years will be as follows:

(in millions)	Amortization
2025 remaining	\$ 10.0
2026	40.2
2027	40.2
2028	38.4
2029	35.2

SPECTRUM BRANDS HOLDINGS, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, unaudited)

NOTE 7 – DEBT

Debt with external lenders consist of the following:

(in millions)	June 29, 2025		September 30, 2024	
	Amount	Rate	Amount	Rate
Revolver Facility, variable rate, expiring October 19, 2028	\$ 103.0	5.9 %	\$ —	— %
3.375% Exchangeable Notes, due June 1, 2029	350.0	3.4 %	350.0	3.4 %
5.00% Notes, due October 1, 2029	4.9	5.0 %	4.9	5.0 %
5.50% Notes, due July 15, 2030	13.2	5.5 %	13.2	5.5 %
3.875% Notes, due March 15, 2031	128.0	3.9 %	128.0	3.9 %
Obligations under finance leases	82.0	5.5 %	81.6	5.4 %
Total debt	681.1		577.7	
Debt issuance costs	(14.5)		(16.9)	
Less current portion	(10.7)		(9.4)	
Long-term debt, net of current portion	\$ 655.9		\$ 551.4	

Credit Agreement

As of June 29, 2025, there is \$103.0 million of borrowings outstanding under the Company's \$500 million revolving credit facility (the "Revolver Facility") under the Second Amended and Restated Credit Agreement, dated as of October 19, 2023, by and among the Company, SB/RH Holdings, LLC, Royal Bank of Canada, as the administrative agent, and the lenders party thereto, with a borrowing availability under the Revolver Facility of \$388.5 million, net outstanding letters of credit of \$8.5 million.

3.375% Exchangeable Notes due June 1, 2029 ("Exchangeable Notes")

Subsequent to the issuance of the Exchangeable Notes, the Company increased its quarterly dividend rate to \$0.47 per share. As such, the exchange rate for the Exchangeable Notes due June 1, 2029 was adjusted to 8.2229 shares of common stock per \$1,000 principal amount of notes (which is equal to an initial conversion price of approximately \$121.61 per share of the Company's common stock), subject to further adjustment as set forth in the indenture. Concurrently, the strike price with the associated Capped Calls was updated to approximately \$121.61 per share, subject to certain additional adjustments, corresponding to the change in exchange price of the Exchangeable Notes, and the cap price was updated to approximately \$159.03 per share, subject to certain additional adjustments.

SPECTRUM BRANDS HOLDINGS, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, unaudited)

NOTE 8 - DERIVATIVES

Derivative financial instruments are principally used in the management of foreign currency risk. The Company does not hold or issue derivative financial instruments for speculative or trading purposes.

Cash Flow Hedges. The Company periodically enters into forward foreign exchange contracts to hedge the cash flow risk from the forecasted purchase and sale of inventory denominated in foreign currencies, and designated as a cash flow hedge. These obligations generally require the Company to exchange foreign currencies for Australian Dollars, Canadian Dollars, Euros, Japanese Yen, Mexican Pesos, Pound Sterling, or U.S. Dollars. The fair value of the related hedge is recorded in Accumulated Other Comprehensive Income ("AOCI") and as a derivative asset or liability, as applicable, until the purchase or sale is recognized, or otherwise determined to be ineffective or discontinued, at which point the fair value of the related hedge is reclassified to earnings.

Derivative Instruments Not Designated as Hedge. The Company periodically enters into forward contracts to economically hedge a portion of risk from intercompany balances denominated in foreign currencies. These obligations generally require the Company to exchange foreign currencies for Canadian Dollars, Colombian Peso, Euros, Czech Koruna, Japanese Yen, Mexican Peso, Polish Zloty, Pound Sterling, Singapore Dollar, Swiss Franc, Turkish Lira, or U.S. Dollars. These foreign exchange contracts are fair value hedges of related intercompany balances with the gain or loss on the derivative instruments recorded in earnings offsetting the change in value of the related intercompany balance.

The following summarizes outstanding notional balances and maturities of derivative instruments as of June 29, 2025 and September 30, 2024.

(in millions)	June 29, 2025		September 30, 2024	
	Notional Balance	Maturities thru	Notional Balance	Maturities thru
Foreign exchange contracts - cash flow hedges	\$ 336.3	December 2026	\$ 351.7	June 2026
Foreign exchange contracts - not designated as hedge	\$ 452.0	July 2025	466.9	October 2024

The following summarizes the fair value and location of outstanding derivative instruments in the Condensed Consolidated Statements of Financial Position.

(in millions)	Line Item	June 29, 2025	September 30, 2024
Derivative Assets			
Foreign exchange contracts – cash flow hedges	Other receivables	\$ 0.2	\$ 1.4
Foreign exchange contracts – cash flow hedges	Deferred charges and other	—	0.1
Foreign exchange contracts – not designated as hedge	Other receivables	1.1	0.3
Total Derivative Assets		\$ 1.3	\$ 1.8
Derivative Liabilities			
Foreign exchange contracts – cash flow hedges	Accounts payable	\$ 15.0	\$ 11.5
Foreign exchange contracts – cash flow hedges	Other long term liabilities	1.5	1.4
Foreign exchange contracts – not designated as hedge	Accounts payable	1.1	2.4
Total Derivative Liabilities		\$ 17.6	\$ 15.3

The fair value for derivative instruments excludes collateral or standby letter of credit associated with derivative instruments, of which there were none as of June 29, 2025 and September 30, 2024. The Company is not a party to derivative agreements that require collateral to be posted prior to settlement.

The following summarizes the pre-tax gain (loss) from derivative instruments and location in the Condensed Consolidated Statements of Income for the three and nine month periods ended June 29, 2025 and June 30, 2024, respectively.

(in millions)	Line Item	Three Month Periods Ended		Nine Month Periods Ended	
		June 29, 2025	June 30, 2024	June 29, 2025	June 30, 2024
Foreign exchange contracts - cash flow hedges	Net sales	\$ 0.1	\$ 0.1	\$ 0.1	\$ 0.2
Foreign exchange contracts - cash flow hedges	Cost of goods sold	(3.0)	(2.5)	(2.5)	(12.5)
Foreign exchange contracts - not designated as hedge	Other non-operating expense, net	16.4	(6.8)	21.8	(14.4)

There was no gain or loss realized from cash flow hedges due to the ineffectiveness or discontinuation of the cash flow hedge because it was not considered probable that the original forecasted transaction would not occur. See *Note 12 - Accumulated Other Comprehensive Income* for unrealized gains and losses initially recognized as other comprehensive income and the accumulated unrealized gain (loss) associated with cash flow hedges recognized in AOCI. As of June 29, 2025, the net loss estimated to be reclassified from AOCI into earnings associated with cash flow hedges over the next 12 months is \$11.0 million, net of tax.

SPECTRUM BRANDS HOLDINGS, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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NOTE 9 - FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company has not changed the valuation techniques used in measuring the fair value of any financial assets and liabilities during the year. The carrying value and estimated fair value of financial instruments as of June 29, 2025 and September 30, 2024 according to the fair value hierarchy are as follows:

(in millions)	June 29, 2025					September 30, 2024				
	Level 1	Level 2	Level 3	Fair Value	Carrying Amount	Level 1	Level 2	Level 3	Fair Value	Carrying Amount
Derivative Assets	\$ —	\$ 1.3	\$ —	\$ 1.3	\$ 1.3	\$ —	\$ 1.8	\$ —	\$ 1.8	\$ 1.8
Derivative Liabilities	—	17.6	—	17.6	17.6	—	15.3	—	15.3	15.3
Debt	—	624.3	—	624.3	666.6	—	576.3	—	576.3	560.8

The fair value measurements of the Company's debt represent non-active market exchanged traded securities which are valued at quoted input prices that are directly observable or indirectly observable through corroboration with observable market data (Level 2). The Company's derivative instruments are valued on a recurring basis using internal models, which are based on market observable inputs, including both forward and spot prices for currencies, which are generally based on quoted or observed market prices (Level 2). See *Note 7 – Debt* for additional detail on outstanding debt. See *Note 8 – Derivatives* for additional detail on derivative assets and liabilities.

The carrying values of goodwill, intangible assets and other long-lived assets are tested annually or more frequently if an event occurs that indicates an impairment loss may have been incurred, using fair value measurements with unobservable inputs (Level 3). See *Note 6 - Goodwill and Intangible Assets* for additional detail.

The carrying values of cash and cash equivalents, receivables, accounts payable and short term debt approximate fair value based on the short-term nature of these assets and liabilities.

NOTE 10 – SHAREHOLDERS' EQUITY

The following summarizes the activity of common stock repurchases for the three and nine month periods ended June 29, 2025 and June 30, 2024.

Three Month Periods Ended (in millions except per share data)	June 29, 2025			June 30, 2024		
	Number of Shares Repurchased	Average Price Per Share	Amount	Number of Shares Repurchased	Average Price Per Share	Amount
Open Market Purchases	0.9	\$ 59.88	\$ 54.4	1.1	\$ 86.22	\$ 92.2
Private Purchases	—	—	—	0.5	93.74	50.0
Total Purchases	0.9	\$ 59.88	\$ 54.4	1.6	\$ 88.72	\$ 142.2

Nine Month Periods Ended (in millions except per share data)	June 29, 2025			June 30, 2024		
	Number of Shares Repurchased	Average Price Per Share	Amount	Number of Shares Repurchased	Average Price Per Share	Amount
Open Market Purchases	3.7	\$ 78.30	\$ 287.2	5.6	\$ 77.48	\$ 432.7
Private Purchases	—	—	—	0.5	93.74	50.0
ASR	—	—	—	1.3	65.84	83.2
Total Purchases	3.7	\$ 78.30	\$ 287.2	7.4	\$ 76.66	\$ 565.9

In December 2024, the Company entered into a \$150.0 million rule 10b5-1 repurchase plan to facilitate daily market share repurchases through December 16, 2025, until the cap is reached or until the plan is terminated. This plan reached its cap and was terminated in February 2025 with a total of 1.8 million shares repurchased for \$150.0 million, which are included in the open market purchases above.

In March 2025, the Company entered into a new rule 10b5-1 repurchase plan for \$50.0 million to facilitate daily market share repurchases through November 14, 2025, until the cap is reached or until the plan is terminated. This plan reached its cap and was terminated in June 2025 with a total of 0.8 million shares repurchased for \$50.0 million, which are included in the open market purchases above.

In June 2025, the Company entered into a new rule 10b5-1 repurchase plan for \$50.0 million to facilitate daily market share repurchases through February 13, 2026, until the cap is reached or until the plan is terminated. As of June 29, 2025, there has been \$6.0 million repurchased pursuant to the new 10b5-1 repurchase plan, which are included in the open market purchases above.

SPECTRUM BRANDS HOLDINGS, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, unaudited)

NOTE 11 - SHARE BASED COMPENSATION

The following is a summary of share based compensation expense included in Selling, General & Administrative on the Company's Condensed Consolidated Statements of Income for the three and nine month periods ended June 29, 2025 and June 30, 2024:

(in millions)	Three month periods ended		Nine month periods ended	
	June 29, 2025	June 30, 2024	June 29, 2025	June 30, 2024
Share based compensation expense	\$ 4.8	\$ 4.5	\$ 14.7	\$ 12.9

The following is a summary of RSU grants issued during the nine month period ended June 29, 2025, which are consistent to the vesting conditions for time-based RSU grants and performance-based RSU grants previously disclosed, without substantial discrepancy:

(in millions, except per share data)	Units	Weighted Average Grant Fair Value	Fair Value at Grant Date
Time-based grants			
Vesting in less than 12 months	0.04	\$ 86.95	\$ 3.3
Vesting in more than 12 months	0.08	88.94	6.7
Total time-based grants	0.12	88.27	10.0
Performance-based grants	0.16	89.46	14.7
Total grants	0.28	88.98	\$ 24.7

SPECTRUM BRANDS HOLDINGS, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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NOTE 12 - ACCUMULATED OTHER COMPREHENSIVE INCOME

The change in the components of AOCI for the nine month period ended June 29, 2025, was as follows:

(in millions)	Foreign Currency Translation	Derivative Instruments	Defined Benefit Pension	Total
Balance at September 30, 2024	\$ (164.1)	\$ (2.2)	\$ (37.7)	\$ (204.0)
Other comprehensive (loss) income before reclassification	(65.1)	15.0	1.8	(48.3)
Net reclassification for loss to income from continuing operations	—	0.7	0.5	1.2
Other comprehensive (loss) income before tax	(65.1)	15.7	2.3	(47.1)
Deferred tax effect	2.3	(4.0)	(0.6)	(2.3)
Other comprehensive (loss) income, net of tax	(62.8)	11.7	1.7	(49.4)
Less: other comprehensive loss from continuing operations attributable to non-controlling interest	(0.3)	—	—	(0.3)
Other comprehensive (loss) income attributable to controlling interest	(62.5)	11.7	1.7	(49.1)
Balance at December 29, 2024	(226.6)	9.5	(36.0)	(253.1)
Other comprehensive income (loss) before reclassification	31.1	(6.8)	(0.9)	23.4
Net reclassification for (gain) loss to income from continuing operations	—	(1.2)	0.5	(0.7)
Other comprehensive income (loss) before tax	31.1	(8.0)	(0.4)	22.7
Deferred tax effect	(0.4)	1.9	0.1	1.6
Other comprehensive income (loss), net of tax	30.7	(6.1)	(0.3)	24.3
Less: other comprehensive income from continuing operations attributable to non-controlling interest	0.2	—	—	0.2
Other comprehensive income (loss) attributable to controlling interest	30.5	(6.1)	(0.3)	24.1
Balance at March 30, 2025	(196.1)	3.4	(36.3)	(229.0)
Other comprehensive income (loss) before reclassification	60.4	(15.4)	(1.8)	43.2
Net reclassification for loss to income from continuing operations	—	2.9	0.5	3.4
Other comprehensive income (loss) before tax	60.4	(12.5)	(1.3)	46.6
Deferred tax effect	1.3	3.4	0.3	5.0
Other comprehensive income (loss), net of tax	61.7	(9.1)	(1.0)	51.6
Less: other comprehensive income from continuing operations attributable to non-controlling interest	0.3	—	—	0.3
Other comprehensive income (loss) attributable to controlling interest	61.4	(9.1)	(1.0)	51.3
Balance at June 29, 2025	\$ (134.7)	\$ (5.7)	\$ (37.3)	\$ (177.7)

The following presents reclassifications of the gain (loss) on the Condensed Consolidated Statements of Income from AOCI for the three and nine month period ended June 29, 2025:

(in millions)	Three Month Period Ended June 29, 2025			Nine Month Period Ended June 29, 2025		
	Derivative Instruments	Defined Benefit Pension	Total	Derivative Instruments	Defined Benefit Pension	Total
Net sales	\$ 0.1	\$ —	\$ 0.1	\$ 0.1	\$ —	\$ 0.1
Cost of goods sold	(3.0)	—	(3.0)	(2.5)	—	(2.5)
Other non-operating expense, net	—	(0.5)	(0.5)	—	(1.5)	(1.5)

SPECTRUM BRANDS HOLDINGS, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, unaudited)

NOTE 12 - ACCUMULATED OTHER COMPREHENSIVE INCOME (continued)

The change in the components of AOCI for the nine month period ended June 30, 2024, was as follows:

	Foreign Currency Translation	Derivative Instruments	Defined Benefit Pension	Total
Balance at September 30, 2023	\$ (216.1)	\$ 1.4	\$ (34.7)	\$ (249.4)
Other comprehensive income (loss) before reclassification	15.4	(10.6)	(1.1)	3.7
Net reclassification for loss to income from continuing operations	—	5.1	0.2	5.3
Other comprehensive income (loss) before tax	15.4	(5.5)	(0.9)	9.0
Deferred tax effect	5.6	1.5	0.2	7.3
Other comprehensive income (loss), net of tax	21.0	(4.0)	(0.7)	16.3
Less: other comprehensive income from continuing operations attributable to non-controlling interest	0.1	—	—	0.1
Other comprehensive income (loss) attributable to controlling interest	20.9	(4.0)	(0.7)	16.2
Balance at December 31, 2023	(195.2)	(2.6)	(35.4)	(233.2)
Other comprehensive (loss) income before reclassification	(0.4)	1.4	0.3	1.3
Net reclassification for loss to income from continuing operations	—	4.8	0.2	5.0
Other comprehensive (loss) income before tax	(0.4)	6.2	0.5	6.3
Deferred tax effect	(2.9)	(1.6)	0.1	(4.4)
Other comprehensive (loss) income, net of tax	(3.3)	4.6	0.6	1.9
Less: other comprehensive loss from continuing operations attributable to non-controlling interest	(0.1)	—	—	(0.1)
Other comprehensive (loss) income attributable to controlling interest	(3.2)	4.6	0.6	2.0
Balance at March 31, 2024	(198.4)	2.0	(34.8)	(231.2)
Other comprehensive (loss) income before reclassification	(11.2)	1.6	—	(9.6)
Net reclassification for loss to income from continuing operations	—	2.4	0.2	2.6
Other comprehensive (loss) income before tax	(11.2)	4.0	0.2	(7.0)
Deferred tax effect	0.8	(1.4)	(0.1)	(0.7)
Other comprehensive (loss) income attributable to controlling interest	(10.4)	2.6	0.1	(7.7)
Balance at June 30, 2024	\$ (208.8)	\$ 4.6	\$ (34.7)	\$ (238.9)

The following table presents reclassifications of the gain (loss) on the Condensed Consolidated Statements of Income from AOCI for the three and nine month period ended June 30, 2024:

(in millions)	Three Month Period Ended June 30, 2024			Nine Month Period Ended June 30, 2024		
	Derivative Instruments	Defined Benefit Pension	Total	Derivative Instruments	Defined Benefit Pension	Total
Net sales	\$ 0.1	\$ —	\$ 0.1	\$ 0.2	\$ —	\$ 0.2
Cost of goods sold	(2.5)	—	(2.5)	(12.5)	—	(12.5)
Other non-operating expense, net	—	(0.2)	(0.2)	—	(0.6)	(0.6)

SPECTRUM BRANDS HOLDINGS, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, unaudited)

NOTE 13 - INCOME TAXES

The effective tax rate for the three and nine month periods ended June 29, 2025 and June 30, 2024, was as follows:

	Three Month Periods Ended		Nine Month Periods Ended	
	June 29, 2025	June 30, 2024	June 29, 2025	June 30, 2024
Effective tax rate	6.8 %	54.0 %	32.8 %	41.1 %

The estimated annual effective tax rate applied to the three and nine month periods ended June 29, 2025, differs from the US federal statutory rate of 21% principally due to income earned outside the U.S. that is subject to U.S. tax, including the U.S. tax on global intangible low taxed income ("GILTI"), net of applicable deductions, and certain nondeductible expenses. The Company is not projecting U.S. taxable income for Fiscal 2025, which does not allow it to take advantage of the foreign-derived intangible income deduction or foreign tax credits on its GILTI income. The Company's federal effective tax rate on GILTI was therefore 21%. During the three month period ended June 29, 2025, the Company recorded \$7.2 million in tax benefits related to state law changes. During the three and nine month periods ended June 29, 2025, the Company recorded \$2.2 million and \$6.8 million, respectively, of interest related to its uncertain tax positions in income tax expense. The Company's mix of U.S. and foreign income and the level of pretax income result in the accrued interest having a substantial impact on the three and six month period effective tax rates.

The Organization for Economic Co-operations and Development has introduced a framework to implement a global minimum corporate income tax of 15% referred to as "Pillar Two." Certain countries have adopted legislation to implement Pillar Two, and other countries are in the process of introducing legislation to implement Pillar Two. Many aspects of Pillar Two are effective for tax years beginning after January 1, 2024 with certain remaining aspects to be effective for tax years beginning January 1, 2025 or later. Pillar Two legislation currently in effect for the Company's Fiscal 2025 has been incorporated into the projected annual effective tax rate, and is not anticipated to have a significant impact. We continue to assess the impact of Pillar Two and monitor development in legislation, regulation, and interpretive guidance.

On July 4, 2025, the One Big Beautiful Bill Act ("the Act") was enacted into law in the U.S. The Act includes numerous provisions related to corporate income taxes with various effective dates. While the Company is still evaluating the changes contained in the Act, it does not expect them to have a material effect on its ongoing effective tax rate.

SPECTRUM BRANDS HOLDINGS, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, unaudited)

NOTE 14 - COMMITMENTS AND CONTINGENCIES

The Company is a defendant in various litigation matters generally arising out of the ordinary course of business. Based on information currently available, the Company does not believe that any additional matters or proceedings presently pending will have a material adverse effect on its results of operations, financial condition, liquidity or cash flows.

Environmental Liability. The Company has realized commitments attributable to environmental remediation activities primarily associated with former manufacturing sites of the Company's HPC segment. In coordination with local and federal regulatory agencies, we have conducted testing on certain sites, which have resulted in the identification of contamination that has been attributed to historical activities at the properties, resulting in the realization of incremental costs to be assumed by the Company towards the remediation of these properties and the recognition of an environmental remediation liability. We have not conducted invasive testing at all sites and locations and have identified an environmental remediation liability to the extent such remediation requirements have been identified and are considered estimable. The following is a summary of the environment remediation liability as of June 29, 2025 and September 30, 2024:

(in millions)	June 29, 2025	September 30, 2024
Environmental remediation liability	\$ 4.5	\$ 4.5
Reported as:		
Other current liabilities	1.1	0.8
Other long-term liabilities	3.4	3.7

Product Liability. The Company may be named as a defendant in lawsuits involving product liability claims and maintains an estimated liability in the amount of management's estimate for aggregate exposure for such liabilities based upon probable loss from loss reports, individual cases, and losses incurred but not reported. As of June 29, 2025 and September 30, 2024, the Company recognized \$2.0 million and \$2.2 million, respectively, in product liability, included in Other Current Liabilities on the Condensed Consolidated Statements of Financial Position.

Product Safety Recalls. The Company and its HPC segment had initiated voluntary product safety recalls in collaboration with the U.S. Consumer Product Safety Commission ("CPSC") for specific products and has assessed the incremental costs attributable to the recall, including the anticipated returns of retail inventory from customers, write-off of affected inventory, and other costs to facilitate the recall such as notification, shipping and handling, consumer refunds, and rework and destruction of affected products, as needed, and evaluated the probability of redemption. As of June 29, 2025 and September 30, 2024, the Company recognized \$5.5 million and \$6.1 million, respectively, included in Other Current Liabilities on the Condensed Consolidated Statement of Financial Position associated with the estimated costs for the recalls, including the incremental product returns associated with the recall. Additionally, for certain products affected by the recalls, the Company has indemnification provisions that are contractually provided by third parties for the affected products and recognized \$7.9 million and \$8.1 million as of June 29, 2025 and September 30, 2024, respectively, in Other Receivables on the Condensed Consolidated Statement of Financial Position related to recovery from such indemnification provisions.

Tristar Business Acquisition Litigation. On February 28, 2022, the Company acquired all of the membership interests of HPC Brands, LLC, which consist of the home appliances and cookware business of Tristar Products, Inc. (the "Tristar Business") pursuant to a Membership Interest Purchase agreement dated February 3, 2022 (the "Acquisition Agreement"). Following the purchase of the Tristar Business in February 2022, the Company and its HPC segment were detrimentally impacted by aspects of the acquired business' operations and products, which negatively impacted subsequent operating performance and partner relationships of the acquired brands and segment. Since the acquisition, the acquired business realized, among other things, significant distribution challenges, increased levels of retail inventory, reduced sales, increased promotional spending and deductions, higher level of product returns, and overall increased amount of costs. Additionally, the segment had realized losses attributable to recalls for products associated with the acquired brands, increased risks over the realizability of receivables and inventory, and recognized an impairment on assets including the acquired goodwill and the PowerXL® tradename intangible assets and disposed of certain inventory and products associated with the acquired brands. During the year ended September 30, 2023, the Company submitted a claim under its representation and warranty insurance policies, seeking coverage for certain losses resulting from breaches of representations and warranties in the Acquisition Agreement. During the nine month period ended June 30, 2024, the Company recognized a gain of \$65.0 million attributable to insurance proceeds received from its representation and warranty insurance policies.

The Company has been actively engaged in various litigation matters associated with the Tristar Business acquisition and continues to incur costs to facilitate such litigation matters. As part of these various litigation matters, the HPC segment and the Company are seeking recovery for losses and other damage incurred in connection with the product recalls and separately for alleged fraud committed by sellers of the Tristar Business and other persons in connection with the sale of the Tristar Business to the Company, and in each case other damages and losses incurred by the HPC segment, the Company and the acquired business. While the Company continues to pursue such actions, there can be no guarantees and assurances that recoveries associated with the litigation matters can be realized and recovered. As of June 29, 2025, the Company believes it has assessed appropriate risks and recognized applicable losses and reserves reflecting the net assets of the Company and its HPC segment.

SPECTRUM BRANDS HOLDINGS, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, unaudited)

NOTE 15 - SEGMENT INFORMATION

The Company identifies its segments based upon the internal organization that is used by management for making operating decisions, allocating capital and resources amongst the operations, and assessing performance as the source of its reportable segments. The Company manages its continuing operations in three vertically integrated, product-focused reporting segments: (i) GPC, which consists of the Company's global pet care business; (ii) H&G, which consists of the Company's home and garden, insect control and cleaning products business and (iii) HPC, which consists of the Company's global small kitchen and personal care appliances businesses. Global strategic initiatives and financial objectives for each reportable segment are determined at the corporate level. Each segment is responsible for implementing defined strategic initiatives and achieving certain financial objectives and has a president responsible for the sales and marketing initiatives and financial results for product lines within the segment.

Net sales relating to the segments for the three and nine month periods ended June 29, 2025 and June 30, 2024, are as follows:

(in millions)	Three Month Periods Ended		Nine Month Periods Ended	
	June 29, 2025	June 30, 2024	June 29, 2025	June 30, 2024
GPC	\$ 255.2	\$ 282.2	\$ 784.4	\$ 849.0
H&G	189.2	211.0	433.6	443.7
HPC	255.2	286.2	857.5	897.5
Net sales	<u>\$ 699.6</u>	<u>\$ 779.4</u>	<u>\$ 2,075.5</u>	<u>\$ 2,190.2</u>

The Chief Operating Decision Maker of the Company uses Adjusted EBITDA (Earnings Before Interest, Tax, Depreciation and Amortization) as the primary operating metric in evaluating the business and making operating decisions. EBITDA is calculated by excluding the Company's income tax expense, interest expense, depreciation expense and amortization expense (from intangible assets) from net income. Adjusted EBITDA also excludes certain non-cash adjustments including share based compensation (See *Note 11 - Share Based Compensation* for further detail); impairment charges on property, plant and equipment, operating and finance lease assets, and goodwill and other intangible assets (See *Note 5 - Property, Plant and Equipment and Note 6 - Goodwill and Intangible Assets* and for further detail, as applicable); gain or loss from the early extinguishment of debt through the repurchase or early redemption of outstanding debt (See *Note 7 - Debt* for further detail, as applicable); and purchase accounting adjustments recognized in income subsequent to an acquisition attributable to the step-up in value on assets acquired, including, but not limited to, inventory or operating lease assets. Additionally, the Company will further recognize adjustments from Adjusted EBITDA for other costs, gains and losses that are considered significant, non-recurring, or otherwise not supporting the continuing operations and revenue generating activity of the segment or Company, including but not limited to, exit and disposal activities, or incremental costs associated with strategic transactions, restructuring and optimization initiatives such as the acquisition or divestiture of a business, related integration or separation costs, or the development and implementation of strategies to optimize or restructure the Company and its operations.

The segments are supported through center-led corporate shared service operations which are enabling functions to the segments consisting of finance and accounting, information technology, legal and human resource, supply chain and commercial operations. Costs attributable to such shared service operations are allocated to the segments based upon various metrics which are considered representative to the use and support provided by such enabling functions to each of the segments.

The Company also incurs costs attributable to corporate functions such as tax, treasury, internal audit, corporate finance, legal and corporate executive and board related governance costs which are considered corporate costs of the Company and not allocated to the segments. Interest costs attributable to external borrowings, including finance leases, are not recognized or allocated to segments. Interest income is generally not recognized or allocated to segments.

SPECTRUM BRANDS HOLDINGS, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, unaudited)

NOTE 15 - SEGMENT INFORMATION (continued)

Segment Adjusted EBITDA for the reportable segments for the three and nine month periods ended June 29, 2025 and June 30, 2024, are as follows:

(in millions)	Three Month Periods Ended		Nine month periods ended	
	June 29, 2025	June 30, 2024	June 29, 2025	June 30, 2024
GPC	\$ 44.0	\$ 56.7	\$ 145.5	\$ 171.8
H&G	38.6	43.3	74.6	71.8
HPC	7.0	11.8	41.0	56.3
Total segment adjusted EBITDA	89.6	111.8	261.1	299.9
Corporate	13.6	18.9	39.0	51.2
Interest expense	8.4	15.7	22.1	51.8
Interest income	(0.6)	(13.4)	(3.6)	(54.3)
Depreciation	14.6	14.1	42.6	42.9
Amortization	10.5	11.1	31.5	33.4
Share based compensation	4.8	4.5	14.7	12.9
Non-cash impairment charges	7.8	5.1	23.5	48.6
Non-cash purchase accounting adjustments	—	0.2	—	1.1
Loss (gain) from early extinguishment of debt	—	2.2	—	(2.6)
Exit and disposal costs	4.2	0.1	8.2	1.0
HHI separation costs ¹	0.3	0.9	1.4	3.0
HPC separation initiatives ¹	(0.1)	5.4	0.9	8.5
Global ERP transformation ¹	2.3	4.3	7.1	11.2
HPC product recall ²	—	0.6	—	6.6
Representation and warranty insurance proceeds ³	—	—	—	(65.0)
Litigation costs ⁴	1.2	0.8	2.8	2.2
Other ⁵	0.6	(0.2)	1.1	0.7
Income from continuing operations before income taxes	\$ 22.0	\$ 41.5	\$ 69.8	\$ 146.7

¹ Incremental costs associated with strategic transactions, restructuring and optimization initiatives, including, but not limited to, the acquisition or divestiture of a business, related integration or separation costs, or the development and implementation of strategies to optimize or restructure operations

² Incremental net costs from product recalls in the HPC segment. See *Note 14 - Commitments and Contingencies* for further detail.

³ Gain from the receipt of insurance proceeds on representation and warranty policies during the prior year associated with the Tristar Business acquisition. See *Note 14 - Commitments and Contingencies* for further detail.

⁴ Litigation costs associated with the Tristar Business acquisition. See *Note 14 - Commitments and Contingencies* for further detail.

⁵ Other is attributable to other project costs associated with distribution center transitions and key executive severance and one-time compensatory costs.

SPECTRUM BRANDS HOLDINGS, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, unaudited)

NOTE 16 - EARNINGS PER SHARE

Basic earnings per share is computed by dividing net income attributable to controlling interest by the weighted average number of common shares outstanding for the period. Diluted earnings per share is calculated using its weighted-average outstanding common shares including the dilutive effect of share-based awards, based upon the treasury stock method, and the Exchangeable Notes, as determined under the net share settlement method. Performance based restricted stock units are excluded if the performance targets upon which the issuance of the shares is contingent have not been achieved and the respective performance period has not been completed as of the end of the current period. From the time of the issuance of the Exchangeable Notes, the average market price of the Company's common shares has been less than the initial conversion price, and consequently no shares have been included in diluted earnings per share for the conversion value of the Exchangeable Notes.

The reconciliation of the numerator and denominator of the basic and diluted earnings per share calculation and the anti-dilutive shares for the three and nine month periods ended June 29, 2025 and June 30, 2024, are as follows:

(in millions, except per share amounts)	Three Month Periods Ended		Nine Month Periods Ended	
	June 29, 2025	June 30, 2024	June 29, 2025	June 30, 2024
Numerator				
Net income from continuing operations attributable to controlling interest	\$ 20.7	\$ 19.2	\$ 46.5	\$ 86.6
(Loss) income from discontinued operations attributable to controlling interest, net of tax	(0.8)	(13.1)	(2.2)	9.6
Net income attributable to controlling interest	\$ 19.9	\$ 6.1	\$ 44.3	\$ 96.2
Denominator				
Weighted average shares outstanding – basic	24.9	28.9	26.3	31.0
Dilutive shares	0.1	0.2	0.1	0.2
Weighted average shares outstanding – diluted	25.0	29.1	26.4	31.2
Earnings per share				
Basic earnings per share from continuing operations	\$ 0.83	\$ 0.66	\$ 1.77	\$ 2.79
Basic earnings per share from discontinued operations	(0.03)	(0.45)	(0.09)	0.31
Basic earnings per share	\$ 0.80	\$ 0.21	\$ 1.68	\$ 3.10
Diluted earnings per share from continuing operations	\$ 0.83	\$ 0.66	\$ 1.76	\$ 2.78
Diluted earnings per share from discontinued operations	(0.03)	(0.45)	(0.08)	0.31
Diluted earnings per share	\$ 0.80	\$ 0.21	\$ 1.68	\$ 3.09

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Introduction

The following is management's discussion of the financial results, liquidity and other key items related to our performance and should be read in conjunction with the Condensed Consolidated Financial Statements and related notes included in Item 1 of this Quarterly Report on Form 10-Q ("the Quarterly Report") and our Annual Report on Form 10-K for the fiscal year ended September 30, 2024 filed with the SEC on November 15, 2024 (the "2024 Annual Report"). The following discussion may contain forward-looking statements that reflect our plans, estimates, and beliefs and involve risks, uncertainties, and assumptions. Our actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute these differences include those discussed within "Forward Looking Statements" included elsewhere in this Quarterly Report, and in *Item 1A. Risk Factors* and "Forward-Looking Statements" included within our 2024 Annual Report.

Unless the context indicates otherwise, the term the "Company," "we," "us," or "our" are used to refer to Spectrum Brands Holdings, Inc. and its subsidiaries collectively.

Non-GAAP Measurements

Our consolidated and segment results contain non-GAAP metrics such as organic net sales, adjusted EBITDA and adjusted EBITDA margin. While we believe organic net sales and adjusted EBITDA are useful supplemental information, such adjusted results are not intended to replace our financial results in accordance with Accounting Principles Generally Accepted in the United States ("GAAP") and should be read in conjunction with those GAAP results.

Organic Net Sales. We define organic net sales as net sales excluding the effect of changes in foreign currency exchange rates and impact from acquisitions (where applicable). We believe this non-GAAP measure provides useful information to investors because it reflects regional and operating segment performance from our activities without the effect of changes in currency exchange rates and acquisitions. We use organic net sales as one measure to monitor and evaluate our regional and segment performance. 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 current period net sales using the currency exchange rates that were in effect during the prior comparative period. Net sales are attributed to the geographic regions based on the country of destination. We exclude net sales from acquired businesses in the current year for which there are no comparable sales in the prior period.

The following is a reconciliation of reported net sales to organic net sales for the three and nine month period ended June 29, 2025 compared to net sales for the three and nine month period ended June 30, 2024:

Three Month Periods Ended (in millions, except %)	June 29, 2025			Net Sales June 30, 2024		Variance	
	Net Sales	Effect of Changes in Currency	Organic Net Sales				
GPC	\$ 255.2	\$ (5.3)	\$ 249.9	\$ 282.2	\$ (32.3)	(11.4)%	
H&G	189.2	0.1	189.3	211.0	(21.7)	(10.3)%	
HPC	255.2	(1.6)	253.6	286.2	(32.6)	(11.4)%	
Total	\$ 699.6	\$ (6.8)	\$ 692.8	\$ 779.4	(86.6)	(11.1)%	

Nine Month Periods Ended (in millions, except %)	June 29, 2025			Net Sales June 30, 2024		Variance	
	Net Sales	Effect of Changes in Currency	Organic Net Sales				
GPC	\$ 784.4	\$ (3.7)	\$ 780.7	\$ 849.0	\$ (68.3)	(8.0)%	
H&G	433.6	0.1	433.7	443.7	(10.0)	(2.3)%	
HPC	857.5	12.0	869.5	897.5	(28.0)	(3.1)%	
Total	\$ 2,075.5	\$ 8.4	\$ 2,083.9	\$ 2,190.2	(106.3)	(4.9)%	

Adjusted EBITDA and Adjusted EBITDA Margin. Adjusted EBITDA and adjusted EBITDA margin are non-GAAP metrics used by management, which we believe are useful to investors to measure the operational strength and performance of our business. These metrics provide investors additional information about our operating profitability for certain non-cash items, non-routine items we do not expect to continue at the same level in the future, as well as other items not core to our continuing operations. By providing these measures, together with a reconciliation of the most directly comparable GAAP measure, we believe we are enhancing investors' understanding of our business and our results of operations, as well as assisting investors in evaluating how well we are executing our strategic initiatives, as securities analysts and other interested parties use such calculations as a measure of financial performance and debt service capabilities, and they are regularly used by management and our board of directors for internal purposes in evaluating our business performance, making budgeting decisions, and comparing our performance against other peer companies using similar measures. They facilitate comparisons between peer companies since interest, taxes, depreciation, and amortization can differ greatly between organizations as a result of differing capital structures and tax strategies. Adjusted EBITDA is also used for determining compliance with the Company's debt covenants.

EBITDA is calculated by excluding the Company's income tax expense, interest expense, depreciation expense and amortization expense (from intangible assets) from net income. Adjusted EBITDA also excludes certain non-cash adjustments including share based compensation (see *Note 11 - Share Based Compensation* in the *Notes to the Condensed Consolidated Financial Statements* for further detail); impairment charges on property, plant and equipment, right of use lease assets, and goodwill and other intangible assets, (See *Note 5 - Property, Plant and Equipment* and *Note 6 - Goodwill and Intangible Assets* in the *Notes to the Condensed Consolidated Financial Statements* for further detail, as applicable); gain or loss from the early extinguishment of debt through the repurchase or early redemption of debt (See *Note 7 - Debt* in the *Notes to the Condensed Consolidated Financial Statements* for further detail, as applicable); and purchase accounting adjustments recognized in income subsequent to an acquisition attributable to the step-up in value on assets acquired, including, but not limited to, inventory or lease assets. Additionally, the Company will further recognize adjustments from adjusted EBITDA for other costs, gains and losses that are considered significant, non-recurring, or otherwise not supporting the continuing operations and revenue generating activity of the segment or Company, including but not limited to, exit and disposal activities, or incremental costs associated with strategic transactions, restructuring and optimization initiatives such as the acquisition or divestiture of a business, related integration or separation costs, or the development and implementation of strategies to optimize or restructure the Company and its operations. Adjusted EBITDA margin is adjusted EBITDA as a percentage of reported net sales.

The following is a reconciliation of Net Income From Continuing Operations to Adjusted EBITDA and Adjusted EBITDA margin for the three and nine month periods ended June 29, 2025 and June 30, 2024.

(in millions, except %)	Three Month Periods Ended		Nine Month Periods Ended	
	June 29, 2025	June 30, 2024	June 29, 2025	June 30, 2024
Net income from continuing operations	\$ 20.5	\$ 19.1	\$ 46.9	\$ 86.4
Income tax expense	1.5	22.4	22.9	60.3
Interest expense	8.4	15.7	22.1	51.8
Depreciation	14.6	14.1	42.6	42.9
Amortization	10.5	11.1	31.5	33.4
Share based compensation	4.8	4.5	14.7	12.9
Non-cash impairment charges	7.8	5.1	23.5	48.6
Non-cash purchase accounting adjustments	—	0.2	—	1.1
Loss (gain) from early extinguishment of debt	—	2.2	—	(2.6)
Exit and disposal costs	4.2	0.1	8.2	1.0
HHI separation costs ¹	0.3	0.9	1.4	3.0
HPC separation initiatives ¹	(0.1)	5.4	0.9	8.5
Global ERP transformation ¹	2.3	4.3	7.1	11.2
HPC product recall ²	—	0.6	—	6.6
Representation and warranty insurance proceeds ³	—	—	—	(65.0)
Litigation costs ⁴	1.2	0.8	2.8	2.2
Other ⁵	0.6	(0.2)	1.1	0.7
Adjusted EBITDA	\$ 76.6	\$ 106.3	\$ 225.7	\$ 303.0
Net sales	\$ 699.6	\$ 779.4	\$ 2,075.5	\$ 2,190.2
Net income from continuing operations margin	2.9 %	2.5 %	2.3 %	3.9 %
Adjusted EBITDA margin	10.9 %	13.6 %	10.9 %	13.8 %

¹ Incremental costs associated with strategic transactions, restructuring and optimization initiatives, including, but not limited to, the acquisition or divestiture of a business, related integration or separation costs, or the development and implementation of strategies to optimize or restructure operations. Refer to *Strategic Transactions, Restructuring and Optimization Initiatives* discussion within the *Business Overview* section for further detail.

² Incremental net costs from product recalls in the HPC segment. See *Note 14 - Commitments and Contingencies* in the *Notes to the Condensed Consolidated Financial Statements* for further detail.

³ Gain from the receipt of insurance proceeds on representation and warranty policies during the prior year associated with the Tristar Business acquisition. See *Note 14 - Commitments and Contingencies* in the *Notes to the Condensed Consolidated Financial Statements* for further detail.

⁴ Litigation costs associated with the Tristar Business acquisition. See *Note 14 - Commitments and Contingencies* in the *Notes to the Condensed Consolidated Financial Statements* for further detail.

⁵ Other is attributable to other project costs associated with distribution center transitions and key executive severance and one-time compensatory costs.

Overview

For additional discussion and overview of the business, please refer to *Item 1. Business* and *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations* in our 2024 Annual Report.

Recent Developments

U.S. Tariffs and Global Macro-Economic Environment

The changes to U.S. trade policy with the introduction of incremental U.S. tariffs on imported goods, especially on Chinese imports, are expected to have a significant impact to our operations, increasing costs for sourced products, materials and components, and thus raising cost of goods sold and pressuring profit margins. To mitigate this, the Company has adjusted prices to pass on some costs to customers and is actively managing its supply chain and engaging suppliers to support cost sharing or expand supply chain diversification, which can further impact our ability to supply customers timely during periods of such transitions. With the incremental tariffs on Chinese imports announced in early April 2025, we temporarily paused virtually all finished goods imports out of China. Following further amendments to the interim tariff rates, we subsequently reinstated our imports of finished goods during the three month period ended June 29, 2025 without substantial risk to margin realization, but we have recognized some impact on near-term fulfillment and distribution as part of our operating results, which are considered short-term and non-recurring.

The changing tariff policies impact all segments to varying degrees, most significantly with the HPC segment as most all products supporting the U.S. business are imported from southeast Asia, with the majority coming from China. The HPC business has been actively pursuing sourcing alternatives and moving production to diversify its supply chain and more effectively manage risk. Over 60% of net sales in the HPC segment are driven through international markets and are not directly impacted by U.S. tariffs. With the temporary pause of Chinese imports, the U.S. business in the HPC segment was limited to its current and in-transit inventory in the near term, impacting operating results for the three month period ended June 29, 2025. As we have reinstated our supply chain to import product, the HPC business expects improvement in its fulfillment and distribution through the end of the fiscal year.

The GPC business has certain aquatic equipment and chews & treats products that are sourced out of China, but has a higher degree of diversity within its product sourcing with major suppliers outside of China, which has allowed it to move production more swiftly to alternative supply. GPC finished goods imports from China were temporarily paused, but were reinstated within the period, and the impact from tariffs on sourced products have been predominantly mitigated through pricing adjustments. GPC also manufactures aquatics nutrition products at its facility in EMEA and imports such products into the U.S., which are also subject to the enacted tariffs. The Company has predominantly mitigated the impact primarily through pricing adjustments and cost management.

The H&G segment is predominantly manufactured and sold within the U.S. but will also be impacted by tariffs, to a lesser degree, with certain affected material costs and a small portfolio of products, such as baits, traps and mops, that are internationally sourced and are being evaluated for alternative sourcing strategies. Due to the limited impact on the H&G segment and seasonal supply for its products, the impact from tariffs will not substantially impact near term operating results, with anticipated impacts mitigated through pricing adjustments and vendor cost management.

We have intensified our focus on operational efficiencies by optimizing production processes, reducing waste, and leveraging technology to enhance productivity, aiming to offset cost increases and protect margins. With the most recent implemented tariff changes, there is an expected impact on operating results and we are closely monitoring impacts to our projections and forecasts. We have managed cash flow and secured our balance sheet to support the ongoing business through the evolving changes in U.S. trade policy and potential impacts to the global-macro economic environment. We are focused on supply chain diversification, operational efficiency, and strategic investments for sustaining growth and profitability amid trade uncertainties.

Strategic Transactions, Restructuring and Optimization Initiatives

We periodically evaluate and enter into strategic transactions that may result in the acquisition or divestiture of a business which impacts the comparability of the financial results of the consolidated group and or segments. Additionally, we develop and enter into restructuring and optimization initiatives to improve efficiencies and utilization to reduce costs, increase revenues and improve margins, which may have a significant impact on the comparability of financial results on the condensed consolidated financial statements. These changes and updates are inherently difficult and our ability to achieve the anticipated cost savings and other benefits from such operating strategies may be affected by a number of other macro-economic factors, or inflation and increased interest rates, many of which are beyond our control. Moreover, the comparability of financial information may be impacted by incremental amounts attributable to such strategic transactions, restructuring and optimization initiatives. The following is a summary of costs attributable to strategic transactions and business development costs that are considered as potentially having a significant impact on the comparability of the financial results on the consolidated financial statements and segment financial information, for the respective projects during the three and nine month periods ended June 29, 2025 and June 30, 2024:

(in millions)	Three month periods ended		Nine Month Periods Ended	
	June 29, 2025	June 30, 2024	June 29, 2025	June 30, 2024
HHI separation costs ¹	\$ 0.3	\$ 0.9	\$ 1.4	\$ 3.0
HPC separation initiatives ²	(0.1)	5.4	0.9	8.5
Global ERP transformation ³	2.3	4.3	7.1	11.2
Other project costs ⁴	0.1	0.2	0.6	0.5
Total	\$ 2.6	\$ 10.8	\$ 10.0	\$ 23.2
Reported as:				
Selling, general & administrative	\$ 2.6	\$ 10.8	\$ 10.0	\$ 23.2

¹ Costs attributable to the HHI divestiture consisting of subsequent costs to facilitate separation and transition of systems and processes subject to transition services agreements (“TSAs”). Costs were incurred through the transition period of up to 24 months following the close of the transaction as the Company exited TSAs in June 2025.

² Costs attributable to efforts to facilitate a strategic separation of the HPC segment either through a spin, merger or sale, consisting of legal and professional fees to facilitate transaction opportunities and diligence, consult on tax and compliance implications, legal entity restructurings, system and process segregation, carve-out financials and the confidential filing of a Form 10 registration statement in July 2024. Costs are expected to be incurred until a transaction is realized.

³ Costs attributable to a multi-year transformation project to upgrade and implement our enterprise-wide operating systems to SAP S/4 HANA on a global basis, including project management and professional services for planning, design, and business process review that do not qualify as software configuration and implementation costs recognized as capital expenditures or deferred costs under applicable accounting principles. Costs are anticipated to be incurred through various deployments through calendar year 2025.

⁴ Other project costs are attributable to distribution center transitions.

Exit and Disposal Activity

The Company periodically recognizes exit and disposal costs primarily consisting of severance and contract termination costs that may be attributable to a reorganization or restructuring of the Company, cost savings initiatives, or in consideration of a recent strategic transaction. Such actions result in the recognition of costs to the Company that are considered incremental and not reflective of the continuing operating costs of the business and may impact the comparability of the consolidated company and its segments. See Note 2 - Exit and Disposal Activities in the Notes to the Condensed Consolidated Financial Statements for further discussion.

Refinancing Activity

Financing activity during and between comparable periods may have a significant impact on the comparability of financial results on the condensed consolidated financial statements.

- On May 23, 2024, the Company completed its offering of \$350.0 million principal amount of 3.375% Exchangeable Senior Notes due June 1, 2029 (the “Exchangeable Notes”), recognizing \$11.8 million of fees and expenses which were capitalized as debt issuance costs and will be amortized over the term of the Exchangeable Notes.
- Concurrent with the issuance of the Exchangeable Notes, the Company completed a tender offer on the aggregate outstanding principal balance of the 4.00% Senior Notes due 2026 (the “2026 Notes”), the 5.00% Senior Notes due 2029, the 5.50% Senior Notes due 2030, and the 3.875% Senior Notes due 2031 (the “2031 Notes”) (collectively, the “Tendered Notes”) and redeemed the remaining outstanding principal balance of the 2026 Notes, resulting in the reduction of the principal debt balance of \$1,174.4 million and recognition of a loss on early extinguishment of \$2.2 million during the three and nine month periods ended June 30, 2024.
- During the year ended September 30, 2024, the Company repurchased outstanding bonds in the open market at a discount resulting in the recognition of a gain on extinguishment of \$4.7 million in the nine month period ended June 30, 2024.

Consolidated Results of Operations

The following is summarized consolidated results of operations for the three and nine month periods ended June 29, 2025 and June 30, 2024.

(in millions, except %)	Three Month Periods Ended				Nine Month Periods Ended			
	June 29, 2025	June 30, 2024	Variance		June 29, 2025	June 30, 2024	Variance	
Net sales	\$ 699.6	\$ 779.4	\$ (79.8)	(10.2)%	\$ 2,075.5	\$ 2,190.2	\$ (114.7)	(5.2)%
Gross profit	264.1	302.8	(38.7)	(12.8)%	775.3	821.2	(45.9)	(5.6)%
Selling, general & administrative	225.0	250.0	(25.0)	(10.0)%	656.3	689.0	(32.7)	(4.7)%
Impairment of intangible assets	—	—	—	n/m	15.7	43.0	(27.3)	(63.5)%
Impairment of property, plant and equipment and operating leases	7.8	5.1	2.7	52.9 %	7.8	5.6	2.2	39.3 %
Representation and warranty insurance proceeds	—	—	—	n/m	—	(65.0)	65.0	n/m
Interest expense	8.4	15.7	(7.3)	(46.5)%	22.1	51.8	(29.7)	(57.3)%
Interest income	(0.6)	(13.4)	12.8	n/m	(3.6)	(54.3)	50.7	n/m
Loss (gain) from early extinguishment of debt	—	2.2	(2.2)	n/m	—	(2.6)	2.6	n/m
Other non-operating expense, net	1.5	1.7	(0.2)	(11.8)%	7.2	7.0	(0.2)	2.9 %
Income tax expense	1.5	22.4	(20.9)	(93.3)%	22.9	60.3	(37.4)	(62.0)%
Net income from continuing operations	20.5	19.1	1.4	7.3 %	46.9	86.4	(39.5)	(45.7)%
(Loss) income from discontinued operations, net of tax	(0.8)	(13.1)	12.3	n/m	(2.2)	9.6	(11.8)	n/m
Net income	19.7	6.0	13.7	228.3 %	44.7	96.0	(51.3)	(53.4)%

n/m = not meaningful

Net Sales. The following is a summary of net sales by segment for the three and nine month periods ended June 29, 2025 and June 30, 2024, and the principal components of changes in net sales between the respective periods.

(in millions, except %)	Three Month Periods Ended				Nine Month Periods Ended			
	June 29, 2025	June 30, 2024	Variance		June 29, 2025	June 30, 2024	Variance	
GPC	\$ 255.2	\$ 282.2	\$ (27.0)	(9.6)%	\$ 784.4	\$ 849.0	\$ (64.6)	(7.6)%
H&G	189.2	211.0	(21.8)	(10.3)%	433.6	443.7	(10.1)	(2.3)%
HPC	255.2	286.2	(31.0)	(10.8)%	857.5	897.5	(40.0)	(4.5)%
Net Sales	<u>\$ 699.6</u>	<u>\$ 779.4</u>	<u>(79.8)</u>	<u>(10.2)%</u>	<u>\$ 2,075.5</u>	<u>\$ 2,190.2</u>	<u>(114.7)</u>	<u>(5.2)%</u>

Three Month Period Ended (in millions, except %)	GPC		H&G		HPC		Total	
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
Volume	\$ (32.0)	(11.3)%	\$ (23.2)	(11.0)%	\$ (36.1)	(12.6)%	\$ (91.3)	(11.7)%
Price	(0.3)	(0.1)%	1.5	0.7 %	3.5	1.2 %	4.7	0.6 %
Foreign Currency	5.3	1.9 %	(0.1)	— %	1.6	0.6 %	6.8	0.9 %
Total	<u>\$ (27.0)</u>	<u>(9.6)%</u>	<u>\$ (21.8)</u>	<u>(10.3)%</u>	<u>\$ (31.0)</u>	<u>(10.8)%</u>	<u>\$ (79.8)</u>	<u>(10.2)%</u>
Organic	<u>\$ (32.3)</u>	<u>(11.4)%</u>	<u>\$ (21.7)</u>	<u>(10.3)%</u>	<u>\$ (32.6)</u>	<u>(11.4)%</u>	<u>\$ (86.6)</u>	<u>(11.1)%</u>

Nine Month Period Ended (in millions, except %)	GPC		H&G		HPC		Total	
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
Volume	\$ (64.3)	(7.6)%	\$ (15.7)	(3.5)%	\$ (31.7)	(3.5)%	\$ (111.7)	(5.1)%
Price	(4.0)	(0.5)%	5.7	1.3 %	3.7	0.4 %	5.4	0.2 %
Foreign Currency	3.7	0.4 %	(0.1)	— %	(12.0)	(1.3)%	(8.4)	(0.4)%
Total	<u>\$ (64.6)</u>	<u>(7.6)%</u>	<u>\$ (10.1)</u>	<u>(2.3)%</u>	<u>\$ (40.0)</u>	<u>(4.5)%</u>	<u>\$ (114.7)</u>	<u>(5.2)%</u>
Organic	<u>\$ (68.3)</u>	<u>(8.0)%</u>	<u>\$ (10.0)</u>	<u>(2.3)%</u>	<u>\$ (28.0)</u>	<u>(3.1)%</u>	<u>\$ (106.3)</u>	<u>(4.9)%</u>

Refer to the *Segment Financial Data* section below for further discussion on net sales results.

Gross Profit. The following is a summary of the gross profit and gross profit margin for the three and nine month periods ended June 29, 2025 and June 30, 2024, respectively, and the principal factors contributing to the change between the respective periods.

(in millions, except %)	Three Month Periods Ended				Nine Month Periods Ended			
	June 29, 2025	June 30, 2024	Variance		June 29, 2025	June 30, 2024	Variance	
Gross profit	\$ 264.1	\$ 302.8	\$ (38.7)	(12.8)%	\$ 775.3	\$ 821.2	\$ (45.9)	(5.6)%
Gross profit margin	37.8 %	38.9 %	(110) bps		37.4 %	37.5 %	(10) bps	

(in millions, except margin)	Three Month Period Ended		Nine Month Period Ended	
	Gross Profit	Margin	Gross Profit	Margin
Price	\$ 5.8	50 bps	\$ 5.3	10 bps
Mix	(9.9)	(130) bps	(17.2)	(70) bps
Volume	(31.3)	60 bps	(40.7)	10 bps
Cost changes	(7.3)	(100) bps	(3.7)	(20) bps
Product recalls	1.2	10 bps	6.0	30 bps
Foreign exchange rates	2.8	— bps	4.4	30 bps
Total	<u>\$ (38.7)</u>	<u>(110) bps</u>	<u>\$ (45.9)</u>	<u>(10) bps</u>

Gross profit for the three month period decreased due to lower volumes, with a margin decrease from an unfavorable mix and increased costs from inflation and tariffs, partially offset by pricing adjustments, cost improvements, operational efficiencies and favorable foreign currency. Gross profit for the nine month period decreased due to lower sales volumes, with a margin decrease from an unfavorable mix partially offset by positive pricing adjustments, favorable foreign currency and product recall activity in the prior period.

Selling, General & Administrative. The following summarizes the selling, general & administrative costs for the three and nine month periods ended June 29, 2025 and June 30, 2024, respectively, including amounts as a percentage of net sales for each respective period.

Three Month Periods Ended (in millions, except %)	June 29, 2025	% of Net Sales	June 30, 2024	% of Net Sales	Variance	
Sales, marketing & advertising	\$ 85.4	12.2 %	\$ 94.2	12.1 %	\$ (8.8)	(9.3)%
Distribution	60.4	8.6 %	71.8	9.2 %	(11.4)	(15.9)%
General & administrative	67.0	9.6 %	66.2	8.5 %	0.8	1.2 %
Research & development	5.5	0.8 %	6.8	0.9 %	(1.3)	(19.1)%
Strategic transaction, restructuring and optimization	6.7	1.0 %	11.0	1.4 %	(4.3)	(39.1)%
Total selling, general & administrative	\$ 225.0	32.2 %	\$ 250.0	32.1 %	(25.0)	(10.0)%

Nine Month Periods Ended (in millions, except %)	June 29, 2025	% of Net Sales	June 30, 2024	% of Net Sales	Variance	
Sales, marketing & advertising	\$ 244.0	11.8 %	\$ 242.1	11.1 %	\$ 1.9	0.8 %
Distribution	182.2	8.8 %	199.4	9.1 %	(17.2)	(8.6)%
General & administrative	194.8	9.4 %	204.7	9.3 %	(9.9)	(4.8)%
Research & development	17.1	0.8 %	18.6	0.8 %	(1.5)	(8.1)%
Strategic transaction, restructuring and optimization	18.2	0.9 %	24.2	1.1 %	(6.0)	(24.8)%
Total selling, general & administrative	\$ 656.3	31.6 %	\$ 689.0	31.5 %	(32.7)	(4.7)%

Selling, general & administrative expenses decreased for the three and nine month periods due to cost savings initiatives offset by higher costs on marketing and advertising initiatives. Sales, marketing and advertising costs decreased for the three month period due to the reduced or deferred spending towards marketing and advertising initiatives, while costs increased for the nine month period due to the Company's investment towards brand focused marketing and advertising initiatives in the first half of the fiscal year. Distribution costs decreased for the three and nine month periods due to lower volumes plus cost reduction and optimization in our distribution operations and supply chain. General & administrative costs decreased for the three and nine month periods due to lower overhead costs from cost improvement initiatives, partially offset by the expiration of transition service agreements associated with the HHI divestiture in June 2025. Research & development costs were consistent between periods for the three and nine month periods. Strategic transaction, restructuring and optimization costs, inclusive of exit & disposal costs, decreased for the three and nine month periods due to lower costs towards HPC separation initiatives and the expiration of transition service agreements associated with the HHI divestiture in June 2025, offset by higher exit and disposal costs within the three month period. See *Note 2 - Exit and Disposal Activities* in the *Notes to the Condensed Consolidated Financial Statements* for further discussion.

Impairment of Intangible Assets. During the nine month period ended June 29, 2025, the Company recognized an impairment charge on its PowerXL® tradename in response to a previously identified triggering event. See *Note 6 - Goodwill and Intangible Assets* in the *Notes to the Condensed Consolidated Financial Statements* for further discussion. There was no impairment of intangible assets recognized during the three month period ended June 29, 2025. During the three and nine month periods ended June 30, 2024, the Company recognized an impairment on its Rejuvenate® tradename and a non-core strategic tradename in response to a triggering event.

Impairment of Property, Plant and Equipment and Leases. During the three and nine month periods ended June 29, 2025, the Company recognized an impairment charge on its Middleton, WI office lease. See *Note 5 - Property, Plant and Equipment* in the *Notes to the Condensed Consolidated Financial Statements* for further discussion. During the three and nine month periods ended June 30, 2024, the Company recognized an impairment charge for the exit of a HPC distribution center in the prior year.

Representation and Warranty Insurance Proceeds. During the nine month period ended June 30, 2024, the Company recognized a non-recurring gain of \$65.0 million from its representation and warranty insurance policy associated with the Tristar Business acquisition. See *Note 14 - Commitments and Contingencies* in the *Notes to the Condensed Consolidated Financial Statements* for further discussion. There is no comparable activity during the three and nine month periods ended June 29, 2025.

Interest Expense. Interest expense decreased during the three and nine month periods due to reduced debt borrowings following previously discussed refinancing activity in the prior year.

Interest Income. Interest income decreased during the three and nine month periods due to lower balances in term deposits following the use of funds towards previously discussed refinancing activity in the prior year.

Loss (Gain) From Early Extinguishment of Debt. During the three and nine month period ended June 30, 2024, the Company recognized a net loss (gain) from extinguishment of debt associated with previously discussed refinancing activity. There was no comparable activity during the three and nine month periods ended June 29, 2025.

Other Non-Operating Expense, Net. Other non-operating expense is primarily due to changes in foreign currency compared to the prior year.

Income Taxes. Our estimated annual effective tax rate was impacted by income earned outside the U.S. that is subject to U.S. tax, including the U.S. tax on global intangible low taxed income, and certain nondeductible expenses. See *Note 13 - Income Tax* in the *Notes to the Condensed Consolidated Financial Statements* for further discussion on the effective tax rate for the three and nine month periods.

Income From Discontinued Operations. Income from discontinued operations primarily reflect changes to indemnifications associated with divested businesses. Loss from discontinued operations during the nine month period ended June 30, 2024 were attributable to a tax related indemnification settlement and reduction in previously accrued transaction related costs associated previous divestitures. During the three and nine month periods ended June 29, 2025 there were no comparable substantive updates or changes.

Noncontrolling Interest. The net income attributable to noncontrolling interest reflects the share of the net income of our subsidiaries, which are not wholly-owned, attributable to the accounting interest. Such amount varies in relation to such a subsidiary's net income or loss for the period and the percentage interest not owned by the Company.

Segment Financial Data
Global Pet Care

(in millions, except %)	Three Month Periods Ended			Nine Month Periods Ended		
	June 29, 2025	June 30, 2024	Variance	June 29, 2025	June 30, 2024	Variance
Net sales	\$ 255.2	\$ 282.2	\$ (27.0) (9.6)%	\$ 784.4	\$ 849.0	\$ (64.6) (7.6)%
Adjusted EBITDA	44.0	56.7	(12.7) (22.4)%	145.5	171.8	(26.3) (15.3)%
Adjusted EBITDA margin	17.2 %	20.1 %	(290) bps	18.5 %	20.2 %	(170) bps

Net sales for the three month period decreased with an organic net sales decrease of \$32.3 million, or 11.4%, excluding a favorable foreign currency impact of \$5.3 million, primarily due to lower North America ("NA") volumes from consumer demand softness in both companion animal and aquatics product categories, plus reduced distribution attributable to stop shipments during tariff driven pricing negotiations and supply constraints from pausing China sourced purchases, offset by distribution wins in the pet specialty channel. Volumes within Europe, Middle East and Africa ("EMEA") were negatively impacted by lower volume by lower consumer demand and distribution timing offset by continued expansion of Good Boy® volumes in continental Europe. Net sales for the nine month period decreased with an organic net sales decrease of \$68.3 million, or 8.0%, excluding a favorable foreign currency impact of \$3.7 million, primarily due to lower NA sales due to category softness, slower replenishment within the e-commerce channel, and reduced distribution attributable to tariff driven pricing negotiations and supply constraints, offset by an increase in EMEA volumes with the expansion of the Good Boy® brand and new product introduction in dog and cat food. Adjusted EBITDA for the three month period decreased with a margin decrease due to lower volume with inflationary costs and tariffs and an unfavorable mix, offset by pricing adjustments and productivity improvements reduced brand focused investments and favorable foreign currency. Adjusted EBITDA for the nine month period decreased with a margin decrease due to lower sales volume with inflationary costs and tariffs and an unfavorable mix, offset by pricing adjustments, operational productivity, cost improvements and favorable foreign currency.

Home & Garden

(in millions, except %)	Three Month Periods Ended			Nine Month Periods Ended		
	June 29, 2025	June 30, 2024	Variance	June 29, 2025	June 30, 2024	Variance
Net sales	\$ 189.2	\$ 211.0	\$ (21.8) (10.3)%	\$ 433.6	\$ 443.7	\$ (10.1) (2.3)%
Adjusted EBITDA	38.6	43.3	(4.7) (10.9)%	74.6	71.8	2.8 3.9 %
Adjusted EBITDA margin	20.4 %	20.5 %	(10) bps	17.2 %	16.2 %	100 bps

Net sales and organic net sales for the three month period decreased due to a delayed season driving slower retail sales, plus earlier seasonal retail inventory build-up reducing volumes from replenishment orders. Net sales and organic net sales for the nine month period decreased due to a delayed season driving slower retail sales and reduced volumes from replenishment orders. Adjusted EBITDA for the three month period decreased with a margin decrease due to lower volumes, inflation, incremental brand-focused investments, and an unfavorable mix offset by productivity improvements, favorable cost variances and lower trade spend. Adjusted EBITDA for the nine month period increased with a margin increase due to improved profitability on lower sales with favorable trade variances, cost improvements offset by higher investment in brand-building advertising and some inflationary cost pressures.

Home and Personal Care

(in millions, except %)	Three Month Periods Ended			Nine Month Periods Ended		
	June 29, 2025	June 30, 2024	Variance	June 29, 2025	June 30, 2024	Variance
Net sales	\$ 255.2	\$ 286.2	\$ (31.0) (10.8)%	\$ 857.5	\$ 897.5	\$ (40.0) (4.5)%
Adjusted EBITDA	7.0	11.8	(4.8) (40.7)%	41.0	56.3	(15.3) (27.2)%
Adjusted EBITDA margin	2.7 %	4.1 %	(140) bps	4.8 %	6.3 %	(150) bps

Net sales for the three month period decreased with an organic net sales decrease of \$32.6 million, or 11.4%, excluding a favorable foreign currency impact of \$1.6 million with lower EMEA volumes in both home appliance and personal care product categories with slower distribution through traditional retail, offset by increased e-commerce distribution with some reduced consumer demand and uncertainty. NA volumes also decreased in both categories with lower distribution attributable to stop shipments during tariff driven pricing negotiations and supply constraints from pausing China sourced purchases plus lower category demand, partially offset by pricing adjustments. LATAM volumes increased with category growth and new product launches. Net sales for the nine month period decreased with an organic net sales decrease of \$28.0 million, or 3.1%, excluding an unfavorable foreign currency impact of \$12.0 million, primarily due to lower NA volumes for both product categories with reduced distribution attributable to tariff driven pricing negotiations and supply constraints plus lower category demand, increase in EMEA sales with positive volume growth in e-commerce and favorable foreign currency offset by lower traditional retail distribution and lower consumer confidence, and growth in LATAM volume through new product listings and distribution wins offset by unfavorable foreign currency. Adjusted EBITDA for the three month period decreased with a margin decrease due to reduced volumes with inflation and tariffs and an unfavorable mix, partially offset by pricing adjustments, lower brand-focused investment in light of tariff supply issues and pricing negotiations, lower distribution costs and favorable foreign currency. Adjusted EBITDA for the nine month period decreased due to reduced sales volumes with inflationary costs and tariffs and an unfavorable mix, partially offset by pricing adjustments, cost savings initiatives, and favorable foreign currency.

Liquidity and Capital Resources

The following is a summary of cash flow from continuing operations for the nine month periods ended June 29, 2025 and June 30, 2024, respectively.

(in millions)	June 29, 2025	June 30, 2024
Operating activities	\$ 33.1	\$ 178.4
Investing activities	(25.2)	885.0
Financing activities	(245.0)	(1,563.9)

Cash Flows from Operating Activities

Cash flows provided by operating activities from continuing operations decreased \$145.3 million, due to lower sales offset with improved margins and lowered operating and interest costs, with lower working capital realization primarily due to temporary changes in inventory purchasing and related tariff volatility.

Cash Flows from Investing Activities

Cash flows used for investing activities increased \$910.2 million from cash provided by investing activities in the prior year due to the decreased short term investment activity from the reduction of term deposits following previously discussed funding of refinancing activity in the prior year.

Cash Flows from Financing Activities

Cash flows used for financing activities decreased \$1,318.9 million due to refinancing activity in the prior year and lower share repurchases activity. During the nine month periods ended June 29, 2025 and June 30, 2024, the Company made cash dividend payments of \$36.9 million, or \$0.47 per share, and \$38.8 million, or \$0.42 per share, respectively, which has decreased due to the lower outstanding shares following treasury share repurchase activity.

Liquidity Outlook

Our ability to generate cash flow from operating activities coupled with our expected ability to access the credit markets, enables us to execute our growth strategies and return value to our shareholders. Our ability to make principal and interest payments on borrowings under our debt agreements and our ability to fund planned capital expenditures will depend on the ability to generate cash in the future, which, to a certain extent, is subject to general economic, financial, competitive, regulatory and other conditions. Based upon our current and anticipated level of operations, existing cash balances, and availability under our credit facility, we expect cash flows from operations to be sufficient to meet our operating and capital expenditure requirements for at least the next 12 months. It is not unusual for our business to experience negative operating cash flow during the first quarter of the fiscal year due to the operating calendar with our customers and the seasonality of our working capital. Additionally, we believe the availability under our credit facility and access to capital markets are sufficient to achieve our longer-term strategic plans. As of June 29, 2025, the Company had a total cash and cash equivalents of \$122.0 million and borrowing availability of \$388.5 million under our credit facility with a total liquidity of \$510.5 million.

We maintain a capital structure that we believe provides us with sufficient access to credit markets. When combined with strong levels of cash flow from operations, our capital structure has provided the flexibility necessary to pursue strategic growth opportunities and return value to our shareholders. The Company's access to capital markets and financing costs may depend on the Company's credit ratings. None of the Company's current borrowings are subject to default or acceleration as a result of a downgrading of credit ratings, although a downgrade of the Company's credit ratings could increase fees and interest charges on future borrowings. As of June 29, 2025, we were in compliance with all covenants under the Credit Agreement and the indentures governing the 3.375% Notes, due June 1, 2029 and the 3.875% Notes, due March 15, 2031.

Short-term financing needs primarily consist of working capital requirements, capital spending, periodic principal and interest payments on our long-term debt, and initiatives to support restructuring, integration or other strategic projects. Long-term financing needs depend largely on potential growth opportunities including acquisition activity, repayment or refinancing of our long-term obligations, and share repurchase activity, amongst others. Our long-term liquidity may be influenced by our ability to borrow additional funds, renegotiate existing debt, and raise equity under terms that are favorable to us. We also have long-term obligations associated with defined benefit plans with expected minimum required contributions that are not considered significant to the consolidated group.

The Company has continued to repurchase shares of common stock as further detailed in *Note 10 – Shareholders' Equity* in the *Notes to the Condensed Consolidated Financial Statements*. We may, from time to time, seek to repurchase additional shares of our common stock and any further repurchase activity will be dependent on prevailing market conditions, liquidity requirements and other factors.

A portion of our cash balance is located outside the U.S. given our international operations. We manage our worldwide cash requirements centrally by reviewing available cash balances across our worldwide group and the cost effectiveness with which this cash can be accessed. We generally repatriate cash from non-U.S. subsidiaries, provided the cost of the repatriation is not considered material. The counterparties that hold our deposits consist of major financial institutions.

The majority of our business is not considered seasonal with a year round selling cycle that is overall consistent during the fiscal year with the exception of our H&G segment. H&G sales typically peak during the first six months of the calendar year (the Company's second and third fiscal quarters) due to customer seasonal purchasing patterns and the timing of promotional activity. This seasonality requires the Company to ship large quantities of products ahead of peak consumer buying season that can impact cash flow demands to meet manufacturing and inventory requirements earlier in the fiscal year, as well as extended credit terms and/or promotional discounts throughout the peak season.

From time to time the Company enters into factoring agreements and customers' supply chain financing arrangements to provide for the sale of certain trade receivables to unrelated third-party financial institutions. The factored receivables are accounted for as a sale without recourse, and the balance of the receivables sold are removed from the Condensed Consolidated Balance Sheet at the time of the sales transaction, with the proceeds received recognized as an operating cash flow. Amounts received from customers for factored receivables are recognized as a payable and remitted to the factor based upon terms of the factoring agreements. The Company has currently discontinued its receivable factoring activity but may factor receivables in the future which will be dependent on various factors. Additionally, the Company facilitates a voluntary supply chain financing program to provide certain of its suppliers with the opportunity to sell receivables due from the Company (the Company's payables) to an unrelated third-party financial institution under the sole discretion of the supplier and the participating financial institution. There are no guarantees provided by the Company or its subsidiaries and we do not enter into any agreements with the suppliers regarding their participation. The Company's responsibility is limited to payments on the original terms negotiated with its suppliers, regardless of whether the suppliers sell their receivables to the financial institution and continue to be recognized as Accounts Payable on the Company's *Condensed Consolidated Balance Sheet* with cash flow activity recognized as an operating cash flow. We do not believe the level of supplier based financing to be material.

Other than the changes to debt obligations previously noted, there have been no material changes to our debt obligations, lease obligations, employee benefit obligations, or other contractual obligations or commercial commitments previously disclosed. We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Critical Accounting Policies and Estimates

There have been no material changes to our critical accounting estimates as discussed in our 2024 Annual Report.

New Accounting Pronouncements

See *Note 1 – Basis of Presentation and Significant Accounting Policies* in the *Notes to the Condensed Consolidated Financial Statements* for information about accounting pronouncements that are newly adopted and recent accounting pronouncements not yet adopted.

Guarantor Statements

Spectrum Brands, Inc. (“SBI”) has issued the 3.375% Notes, due June 1, 2029, under the 2029 Indenture and the 3.875% Exchangeable Notes, due March 15, 2031, under the 2031 Indentures (collectively, the “Notes”). The Notes are unconditionally guaranteed, jointly and severally, on a senior unsecured basis by Spectrum Brands Holdings, Inc., as parent guarantor, and SBI’s domestic subsidiaries. The Notes and the related guarantees rank equally in right of payment with all of SBI and the guarantors’ existing and future senior indebtedness and rank senior in right of payment to all of SBI and the guarantors’ future indebtedness that expressly provide for its subordination to the Notes and the related guarantees. Non-guarantor subsidiaries primarily consist of SBI’s foreign subsidiaries. See *Note 11 - Debt* within the *Notes to the Consolidated Financial Statements* within the 2024 Annual Report.

The following financial information consists of summarized financial information of the Obligor, presented on a combined basis. The “Obligor” consists of the financial statements of SBI as the debt issuer, Spectrum Brands Holdings, Inc. as the parent guarantor, and the domestic subsidiaries of SBI as subsidiary guarantors. Intercompany balances and transactions between SBI and the guarantors have been eliminated. Investments in non-guarantor subsidiaries and the earnings or losses from those non-guarantor subsidiaries have been excluded.

(in millions)	Nine Month Period Ended June 29, 2025		Year Ended September 30, 2024	
Statements of Operations Data				
Third party net sales	\$	1,237.5	\$	1,829.4
Intercompany net sales to non-guarantor subsidiaries		37.8		22.8
Net sales		1,275.3		1,852.2
Gross profit		464.4		662.3
Operating (loss) income		(1.8)		22.2
Net loss from continuing operations		(125.7)		(23.6)
Net loss		(127.9)		(6.1)
Net loss attributable to controlling interest		(127.9)		(6.1)
Statements of Financial Position Data				
Current Assets	\$	922.2	\$	1,228.0
Noncurrent Assets		4,773.0		3,989.6
Current Liabilities		719.6		901.6
Noncurrent Liabilities		1,012.6		930.9

The Obligor’s amounts due from, due to the non-guarantor subsidiaries as of June 29, 2025 and September 30, 2024 are as follows:

(in millions)	June 29, 2025		September 30, 2024	
Statements of Financial Position Data				
Current receivables from non-guarantor subsidiaries	\$	126.0	\$	124.3
Current note receivables from non-guarantor subsidiaries		22.8		227.1
Long-term note receivables from non-guarantor subsidiaries		19.7		30.7
Current payables to non-guarantor subsidiaries		72.2		58.6
Current debt with non-guarantor subsidiaries		326.6		435.3
Long-term debt with non-guarantor subsidiaries		20.9		20.2

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market Risk Factors

No material change in the Company's market risk has occurred during the nine month period ended June 29, 2025. For additional information, refer to *Note 7 - Debt* and *Note 8 - Derivatives* included in the *Notes to the Condensed Consolidated Financial Statements* included elsewhere in the Quarterly Report and to *Part II, Items 7A* of the Company's 2024 Annual Report.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) pursuant to Rule 13a-15(b) under the Exchange Act as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, the Company's management, including our Chief Executive Officer and Chief Financial Officer, has concluded that, as of such date, our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable SEC rules and forms, and is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting. The Company is undergoing a multi-year implementation of a new global enterprise resource planning ("ERP") system. During the nine month period ended June 29, 2025 the Company implemented the new ERP system within its GPC and H&G businesses in North America and implemented a new consolidation system. The new ERP system replaced a legacy system in which a significant portion of our business transactions originated, were processed, or were recorded. As a result of these implementations, certain existing internal controls were modified or removed, and new internal controls and procedures were designed and implemented to align with the new ERP system. The new ERP system is intended to provide us with enhanced transactional processing, security, and management tools and is intended to enhance internal controls over financial reporting. There were no new substantive updates or changes during the three month period ended June 29, 2025. As the project continues, the Company continues to emphasize the maintenance of effective internal controls and assessment of the design and operating effectiveness of key control activities throughout the development and deployment of each phase.

Except as described above, there have been no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934 as amended) that occurred during the three month period ended June 29, 2025 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Limitations on the Effectiveness of Controls. The Company's management, including our Chief Executive Officer and Chief Financial Officer, does not expect that the Company's disclosure controls and procedures or the Company's internal controls over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Litigation

We are a defendant in various litigation matters generally arising in the ordinary course of business. See risk factors below and *Note 14 – Commitments and Contingencies* included in *Notes to the Condensed Consolidated Financial Statements*. Based on information currently available, we do not believe that any matters or proceedings presently pending will have a material adverse effect on our results of operations, financial condition, liquidity or cash flows.

Item 1A. Risk Factors

Information about our risk factors is contained in *Item 1A* of our 2024 Annual Report. Other than the risk factor set forth below, there have been no material changes from the risk factors discussed in our 2024 Annual Report.

We face risks associated with our international suppliers and supply chains, including those related to unfavorable and uncertain regulatory, political, economic, tax, tariff, export and import controls imposed by the United States and other governments

The United States has recently announced changes to existing U.S. trade policy, including increasing tariffs on imports, in many cases significantly, and potentially renegotiating or terminating existing trade agreements. The exact scope of any such tariffs or changes to existing trade agreements, that will ultimately be implemented is not known at this time, and the impacts on our business and costs of our products is uncertain. In response, a number of countries, including several in Europe as well as China, have imposed retaliatory tariffs on a wide range of American products. Additional tariffs could be imposed by the United States or on the United States' response to actions taken by the United States government. A large percentage of our products that we sell in the United States are manufactured or sourced in China. The imposition of tariffs on products imported by us from China have in some cases required us to increase prices to our customers or and/or resulted in lowering our gross margin on products sold. Our attempts to mitigate potential disruptions to our supply chain and offset procurement and operational cost pressures, such as through alternative sourcing and/or increases in the selling prices of some of our products and services, may not be successful. Impacts from potential deterioration in geopolitical or trade relationships between the United States and other countries, particularly China and European Union member states, could have, and any similar future action may have, a material adverse effect on our business, financial condition and result of operations. Further, we cannot predict whether, and to what extent, there may be changes to international trade agreements, such as those with China, or whether, or to what extent, quotas, duties, additional tariffs, export controls or other restrictions will be changed or imposed by the United States or by other countries.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The Company has not issued or sold any shares of its common stock or any other equity securities pursuant to unregistered transactions during the three month period ended June 29, 2025.

Issuer Purchases of Equity Securities

The following table summarizes the common stock repurchases for the three month period ended June 29, 2025:

	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Plan¹	Approximate Dollar Value of Shares That May Yet Be Purchased
March 31, 2025 to April 27, 2025	280,661	\$ 61.03	280,661	152,802,939
April 28, 2025 to May 25, 2025	344,294	59.87	344,294	131,160,392
May 26, 2025 to June 29, 2025	282,081	58.76	282,081	115,629,433

¹ On May 20, 2024, the Company announced a \$500 million (the "Maximum Amount") common stock repurchase program authorized by its Board of Directors, which is effective from May 20, 2024 until the earlier of the Maximum Amount being repurchased thereunder or the suspension, termination or replacement of the program by the Company's Board of Directors.

Item 5. Other Information

During the three month period ended June 29, 2025, none of our officers or directors adopted, modified (as to amount, price or timing of trades) or terminated any contract, instruction or written plan for the purchase or sale of our securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) of the Exchange Act or any "non-Rule 10b5-1 trading arrangement" (as defined under Item 408(c) of Regulation S-K).

Item 6. Exhibits

Please refer to the Exhibit Index.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 7, 2025

SPECTRUM BRANDS HOLDINGS, INC.

By: /s/ Jeremy W. Smeltser

Jeremy W. Smeltser

*Executive Vice President and Chief Financial Officer
(Principal Financial Officer)*

EXHIBIT INDEX

Exhibit 22.1*	List of Guarantor Subsidiaries
Exhibit 31.1*	Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 31.2*	Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 32.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
Exhibit 32.2*	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith

** In accordance with Regulation S-T, the XBRL-related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall be deemed to be "furnished" and not "filed."

Exhibit 22.1

Name*	State or Other Jurisdiction of Incorporation or Organization
Alaska Merger Acquisition Corp.	Delaware
Empower Brands, LLC**	Delaware
Empower Brands Group, LLC**	Delaware
Empower Brands Holdings, Inc.	Delaware
Glofish LLC**	Delaware
ROV Holding, Inc.	Delaware
Salix Animal Health, LLC**	Delaware
SB/RH Holdings, LLC**	Delaware
Spectrum Brands Holdings, Inc.	Delaware
Spectrum Brands Pet Group Inc.	Delaware
Spectrum Brands Pet LLC**	New York
United Industries Corporation	Delaware

*The address of each additional registrant's principal executive office is c/o Spectrum Brands, Inc., 3001 Deming Way, Middleton, Wisconsin 53562, (608) 275-3340.

**Single member LLC disregarded for U.S. tax purposes.

CERTIFICATIONS

I, David M. Maura, Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Spectrum Brands Holdings, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 7, 2025

/s/ David M. Maura

David M. Maura

Chief Executive Officer

CERTIFICATIONS

I, Jeremy W. Smeltser, Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Spectrum Brands Holdings, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 7, 2025

/s/ Jeremy W. Smeltser

Jeremy W. Smeltser
Chief Financial Officer

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Spectrum Brands Holdings, Inc. (the "Company") for the quarterly period ended June 29, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David M. Maura, as Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David M. Maura

Name: David M. Maura
Title: Chief Executive Officer
Date: August 7, 2025

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section. This certification shall not be deemed incorporated by reference in any filing under the Securities Act or Exchange Act, except to the extent that the Company specifically incorporates it by reference.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Spectrum Brands Holdings, Inc. (the "Company") for the quarterly period ended June 29, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jeremy W. Smeltser, as Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Jeremy W. Smeltser

Name: Jeremy W. Smeltser
Title: Chief Financial Officer
Date: August 7, 2025

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section. This certification shall not be deemed incorporated by reference in any filing under the Securities Act or Exchange Act, except to the extent that the Company specifically incorporates it by reference.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.