



RAYOVAC VARTA Russell Hobbs REMINGTON
 GEORGE FOREMAN LITTERMÄT REPEL kevo(2) DINGO
 HOT SHOT Spectracide Tetra My Aquarium
 WEISER BLACK FLAG RAYOVAC FUSION Furminator MARINELAND
 BALDWIN Juiceman Pfister Tetao Kwikset
 IAMS ARMORALL WAX WIPES Tell Sportsman Garden Safe A/C PRO
 NATURE'S MIRACLE Instant Ocean Breadman Tuff Stuff
 LIQUID FENCE BLACK+DECKER FARBERWARE ezset Jungle STP
 FreshResults Critter Cutter TAT INSECTICIDES Wild Harvest GEO
 ARMORALL FORTIS WET2 STRAIGHT EUKANUBA
 Digesteeze 8in1 Healthy Hide PROLINE ADVANCED
 ULTRA PRO Perfect Coat STP National Hardware CFANAL
 BIRDOLA ecotriton iLIGHT PRO

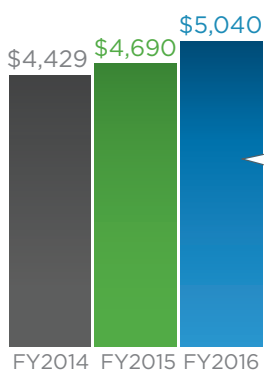
STEADY PROGRESS

Spectrum
Brands

2016 ANNUAL REPORT
SPECTRUM BRANDS HOLDINGS

Spectrum Brands Holdings is a global consumer products company offering an expanding portfolio of leading brands providing superior value to consumers and customers every day.

NET SALES



(\$ in millions)

FY2016

40% GLOBAL BATTERIES & APPLIANCES

25% HARDWARE & HOME IMPROVEMENT

16% GLOBAL PET SUPPLIES

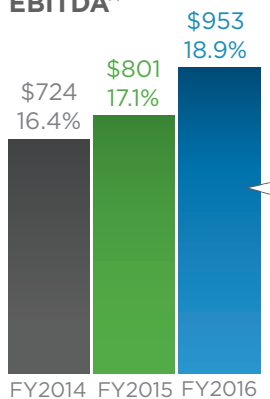
10% HOME & GARDEN

9% GLOBAL AUTO CARE

With fiscal 2016 net sales of \$5.04 billion, we are a leading worldwide supplier of consumer batteries, residential locksets, residential builders' hardware, plumbing, shaving and grooming products, personal care products, small household appliances, specialty pet supplies, lawn and garden and home pest control products, personal insect repellents and auto care products. Our products are well-known, widely trusted and available at major retailers in approximately 160 countries on six continents. Our brands are largely non-discretionary, non-premium priced, home-related, replacement packaged goods used by consumers daily.

We are headquartered in Middleton, Wisconsin and have approximately 15,700 employees in 53 countries. Our manufacturing and product development facilities are located in the United States, Europe, Latin America and Asia.

ADJUSTED EBITDA^(a)



(\$ in millions) (% = margin)

FY2016

33% GLOBAL BATTERIES & APPLIANCES

25% HARDWARE & HOME IMPROVEMENT

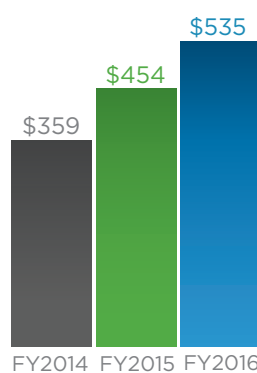
16% GLOBAL AUTO CARE

15% GLOBAL PET SUPPLIES

15% HOME & GARDEN

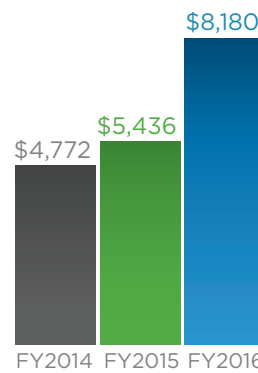
-4% CORPORATE

FREE CASH FLOW



(\$ in millions)

MARKET CAPITALIZATION^(b)



(\$ in millions)

^(a) Includes \$28 million, \$28 million and \$33 million of corporate/unallocated expenses in fiscal years 2014, 2015 and 2016, respectively.

^(b) At fiscal year-end

BRAND SPOTLIGHT

ARMOR ALL®

Time-saving Armor All® Ultra Shine Wash Wipes and Wax Wipes offer one-step wash and waxing with no waiting or buffing. Merely wipe on, enjoy the clean, and enjoy the shine.



RAYOVAC®

The Rayovac® Power Siren personal alarm, with a built-in portable charger and flashlight, emits a 100-decibel siren to deter attackers and alert those nearby.



GBA

Global Batteries & Appliances



We are a worldwide leader in battery power and innovation. In Europe, VARTA® is the second largest alkaline battery supplier. Rayovac® is the number-three brand in North America with a well-defined value proposition and a 110-year history. Throughout Latin America, the Rayovac® brand is the battery market leader. We are a global leader in hearing aid batteries. Our product portfolio, which offers more power for the money, features high-performance consumer batteries, portable power banks and lighting products.

In personal care, Remington® is “How the World Gets Ready.” A leading global provider of men’s and women’s grooming and styling products, Remington® is an innovator of affordable hair care appliances, hair accessories, electric shavers, and body groomers and trimmers. Remington® is also a leader in the growing global market for aesthetic dermatology products and hair removal.

Our small appliances business has leading positions with innovative offerings in major kitchen/home appliance categories, including indoor grills, coffeemakers, irons, toaster ovens, toasters, citrus juicers, blenders, food processors, breadmakers and slow cookers. Its well-known brands include George Foreman®, Black+Decker®, Farberware®, Breadman®, Juiceman®, Windmere® and, in Europe, Russell Hobbs®.



HHI

Hardware & Home Improvement

Our Hardware & Home Improvement (HHI) division is a major manufacturer and supplier of residential locksets, commercial locksets and doors, residential and light commercial builders’ hardware, and plumbing fixtures with a portfolio of renowned brands, including Kwikset®, Weiser®, Baldwin®, National Hardware®, Stanley®, Pfister™, EZSET® and Tell®. HHI is an industry leader with number-one positions in U.S. residential locksets (Kwikset), Canada residential locksets (Weiser), U.S. luxury locksets (Baldwin), U.S. builders’ hardware (National Hardware and Stanley) and retail commercial locksets (Tell), and number three in U.S. retail plumbing (Pfister).

The largest global tubular lock manufacturer with nearly 57 million units annually, HHI has a large installed base of about 925 million locks and 70 million households. The division has a leadership position in the rapidly growing residential electronics security market in North America. HHI features a diversified product portfolio characterized by outstanding new product innovation with a low-cost, global manufacturing footprint.

PHG

Pet, Home & Garden



Our global pet supplies business is a leading manufacturer and distributor of consumer products for pet supply markets worldwide. Our companion pet products include treats, clean-up and training aid products, health and grooming aids, and bedding marketed under brands such as 8-in-1®, Dingo®, Digest-eeze™, Pro Sense®, Healthy-Hide®, FURminator® and Nature’s Miracle®, and in pet food in Europe, IAMS® and Eukanuba®. In aquatics, Tetra® and Marineland® are global leaders in the category, with products including fish food and water treatments, aquariums, filters, heaters and other supplies.

Our Home and Garden product portfolio includes highly recognized and trusted brands such as Spectracide®, Garden Safe®, Hot Shot®, Cutter®, Repel®, Black Flag® and Liquid Fence®. They include home, lawn and garden insect, weed and animal control products, personal and area mosquito repellents, and bed bug control products in U.S. markets with high barriers to entry.

GAC

Global Auto Care



Global Auto Care consists primarily of the iconic Armor All® and STP® brands, two of the most recognizable brands in the automotive aftermarket appearance products and performance chemicals/additives categories, and the market-leading A/C PRO® brand in the do-it-yourself (DIY) automotive air conditioner recharge category. Armor All® has the number-one U.S. market share in the appearance products category with its line of protectants, wipes, tire and wheel care products, glass cleaners, leather care products, air fresheners and washes. A/C PRO® holds the number-one U.S. position in the DIY air conditioner recharge category. STP® has the number-three U.S. market share in the performance chemicals category and offers a complete line-up of oil additives, fuel additives and functional fluids for customers ranging from professional racers to car enthusiasts to DIY consumers.



SPECTRUM BRANDS CORPORATE LEADERSHIP TEAM

Left to right: Nathan Fagre, Senior Vice President, General Counsel and Secretary; Andreas Rouvé, Chief Executive Officer; David Maura, Executive Chairman; Stacey Neu, Senior Vice President, Human Resources; and Doug Martin, Executive Vice President and Chief Financial Officer.

To Our Shareholders

Our strong and steady multi-year growth in net sales, EBITDA, EBITDA margin, adjusted earnings per share and free cash flow continued in fiscal 2016 as Spectrum Brands delivered its seventh consecutive year of record financial results.

Our improvement was broad-based across most businesses and regions, reflecting a successful execution of our global operating model. We overcame a second year of major negative currency headwinds, along with intense competition and pricing pressure, North American retailer inventory reductions and soft markets in several appliance categories. Reported net sales grew 7.4 percent to more than \$5 billion while reported adjusted EBITDA increased \$152 million with an EBITDA margin expansion of 180 basis points to 18.9 percent, our sixth consecutive year of margin improvement. All core regions delivered organic sales and adjusted EBITDA growth on a currency neutral basis. Adjusted free cash flow grew to a record \$535 million, up from \$454 million and \$359 million in the past two years, respectively. We also met our commitment to significantly pay down debt with term debt reduction of over \$410 million, resulting in a total leverage decrease of approximately one-half turn.

In fiscal 2016 we made excellent progress with our Spectrum First strategic initiative designed to transform our Company into a top tier global consumer brands company and a large cap stock by utilizing growth accelerators built around customers, process and people in a culture embracing the values and behaviors of ownership, teamwork and agility. Together these elements are driving this evolution with a heightened focus on innovation and growth.

Using our greater scale and resources and a well-established global infrastructure and shared services platform, our mission continues to be the preferred strategic partner to our retail customers.

This is best achieved by offering an expanding portfolio of innovative and superior value products across our categories. By delivering on this customer commitment, we are building long-term loyalty and driving long-term success. Spectrum Brands also made substantial progress in fiscal 2016 to further

BRAND SPOTLIGHT

KEVO®

Open your world with the Kevo® Touch-to-Open™ Smart Lock powered by your smartphone and Bluetooth. Kevo 2nd Gen provides trusted touch-to-open smart lock experience and Kwikset® patented SmartKey™ security.

kēvo(2)



TETRA®

The Tetra® branded My Aquarium app helps consumers in the fishkeeping category be more successful. The app makes water testing and water care much easier and offers reminders for key maintenance tasks.

Tetra
My Aquarium



improve and simplify our processes and become even more efficient operationally while again delivering a strong level of continuous improvement savings in our plants and supply chains.

To support organic growth, we are stepping up our R&D and marketing investments while at the same time adding sales specialists to pursue white space opportunities.

This is key to the success of our “more, more, more” organic growth strategy to push more cross-listings, serve more sales channels and enter into more countries. We accomplish this by leveraging the R&D, purchasing and manufacturing capabilities of each of our 4 global divisions and taking advantage of our broad regional sales presence and infrastructure, which includes 26 countries across Europe, 13 in Latin America and select countries in the Asia-Pacific region, in addition to our large and solid North American foundation. Retailers and consumers are responding well to our focus on accelerating innovation across all divisions with superior value and service, which in turn is cementing win-win partnerships.

Even as we operate in a challenging global market characterized by intense competition and pressures on and by retailers, Spectrum Brands remains well-positioned to succeed in this environment. This is because our Company offers valued-based, widely trusted and largely non-discretionary consumer products used in households daily which leads to steady demand.

Moreover, our brands typically are among the market-leading brands in categories with barriers to entry. Our new product vitality rate is improving within multiple, large and stable categories with attractive growth prospects. Our decentralized and highly accountable organizational structure combined with an experienced and aligned management team yields an empowerment and nimbleness to move quickly and decisively to seize on growth opportunities and counteract market challenges and shifts.

Guided by the operating drivers in our Spectrum First roadmap, we aim to deliver an eighth consecutive year of record financial results in fiscal 2017,

including growth in reported net sales above category rates, higher adjusted EPS and EBITDA, and an increase in free cash flow of up to 10 percent. Because we generate large and expanding cash flow, Spectrum Brands enjoys significant and uncommitted optionality to create value in different ways and amounts, including capital expenditures, debt reduction, dividend increases, share repurchases and acquisitions.

OUR MISSION



Build Spectrum Brands into a large cap stock with **SUPERIOR SHAREHOLDER RETURNS**



through above market organic **GROWTH**



with unwavering focus on building **SUSTAINABLE FREE CASH FLOW**



and further **ACQUISITIONS**

In 2016 we focused on debt reduction and the integration of our Global Auto Care business,

but acquisitions remain a substantial lever to supplement our organic growth and increase the value of Spectrum Brands. We continue to seek accretive, bolt-on acquisitions in our Pet, Home & Garden, Hardware & Home Improvement, and Global Auto Care divisions that yield quick and major manufacturing and SG&A cost synergies, along with commercial benefits such as new categories, channels and countries. In completing acquisitions of different sizes over the past six years, we have demonstrated a core competency in purchasing businesses at attractive pre-synergy multiples and integrating them quickly, maximizing synergies and accelerating their underlying growth.

Our long-term strategic plan and daily decision making continue to be centered around two primary metrics – increasing adjusted EBITDA and maximizing sustainable free cash flow.

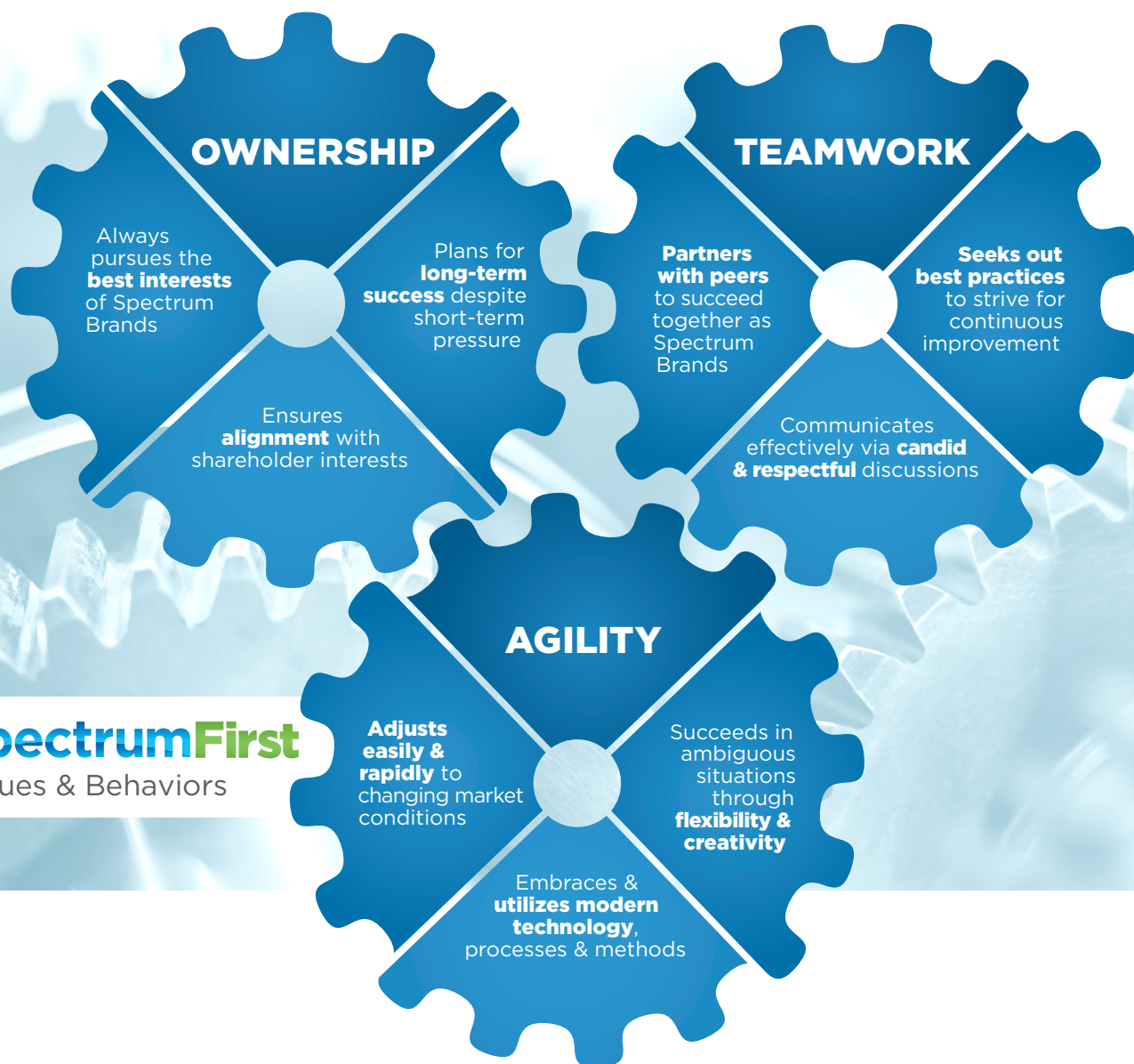
They will remain our core metrics for our annual performance targets and variable compensation. However, beginning in fiscal 2017, two important new measurements, return on assets and adjusted earnings per share, have been chosen for our multi-year management incentive compensation programs, even more fully aligning us with investor valuation priorities.

In closing, I want to thank you, our shareholders and debtholders, for the support and trust placed in us and also thank our Board of Directors for their valuable counsel and continuing commitment. To our nearly 16,000 talented employees around the world, thank you for the enthusiasm, productivity and dedication you bring to your work each day. Together we are developing an even stronger Spectrum Brands and creating greater value and prosperity for all of our stakeholders.

Sincerely,

Andreas Rouvé
Chief Executive Officer
December 23, 2016

Values and Behaviors Define Our Culture as Spectrum Brands Aims to Advance to a Top Tier Consumer Brands Company



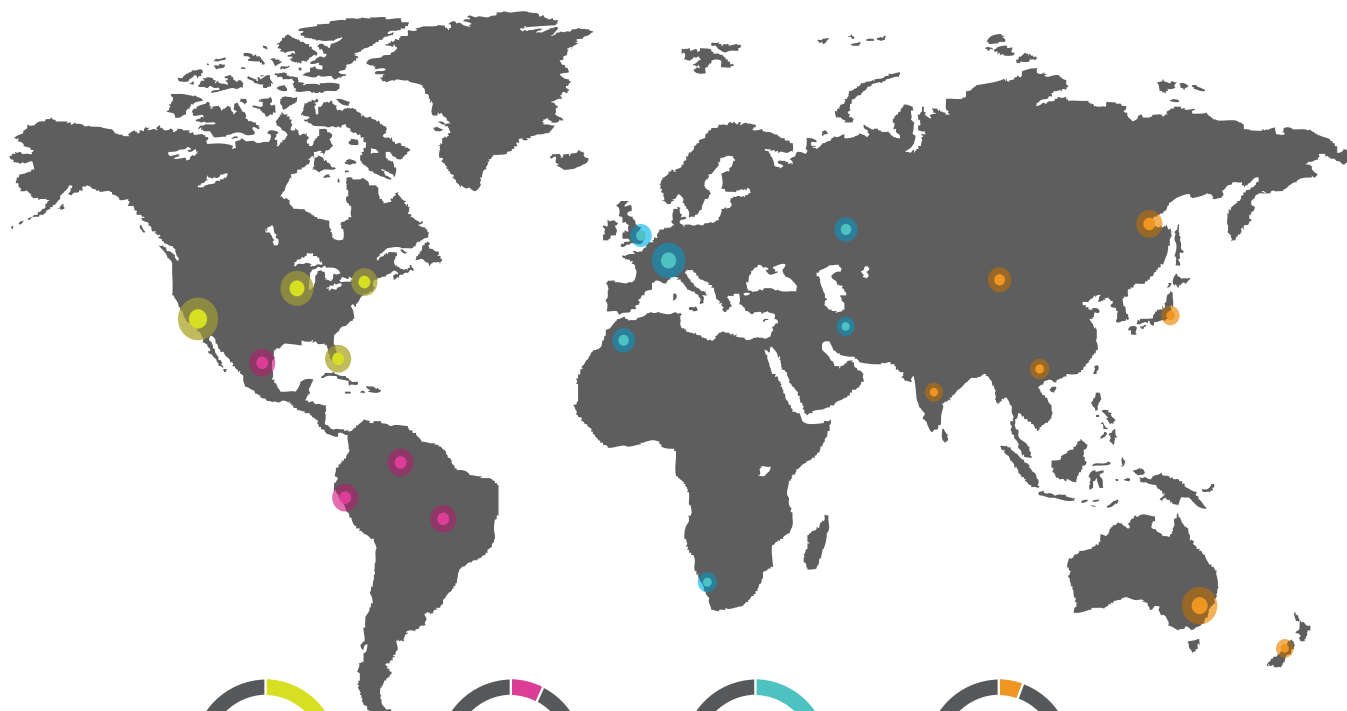
Spectrum First is a strategic roadmap introduced in 2015 to accelerate our Company's organic growth across divisions and regions, and deliver long-term, sustainable value to shareholders and our other key stakeholder groups.

Built around three growth accelerators of customers, process and people, Spectrum First also brings an evolution to the values and behaviors shaping our Company's culture and supporting our goal to offer an expanding portfolio of leading brands providing superior value to consumers and customers every day.

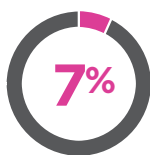
What are the Spectrum First values and behaviors?

They are **Ownership**, **Teamwork** and **Agility** – the foundation for how our Company operates. This Values and Behaviors illustration itemizes specific behaviors supporting each value and representing the values' interconnectivity and interdependency.

An Extensive Global Infrastructure to Accelerate Organic Growth and Innovation



North America



Latin America



Europe



Asia-Pacific

Spectrum Brands has built a vast and deep infrastructure and shared services platform over the years across Europe and Latin America and in select Asia-Pacific countries, anchored by our strong and large North American foundation, that we are leveraging to increase organic growth through geographic expansion, more channels and more cross-listings with minimal additional investment.

This “more, more, more” sales growth strategy is achieved by leveraging a global operating model and the R&D, purchasing and manufacturing capabilities of our Company’s four operating divisions, supported by a strong local and regional commercial focus. Global product development platforms help speed the investment in and development of new products as Spectrum Brands pushes to increase its new product vitality rate and further strengthen retailer relationships.

Our commitment to an expanding portfolio of superior value products, with careful attention to regional trends and styles, is well-received by consumers given their preference for outstanding value and service around the world. Following a steady stream of new product launches in 2016, robust innovation is continuing throughout fiscal 2017 across all divisions and regions along with the refinement of multi-year new product roadmaps.

BRAND SPOTLIGHT

CUTTER®

Cutter®, the official insect repellent of U.S. Soccer, offers mosquito protection for any activity as well as innovative area repellents to help keep your backyard free of bugs for any occasion.



RUSSELL HOBBS®

With no trailing cables and power cord storage in the base, the Russell Hobbs® Freedom Cordless Iron is a tidy, hassle-free iron and indispensable part of the laundry routine.



To Our Shareholders

I am pleased with the record performance of our Company in fiscal 2016 across all key financial measurements. We exceeded our internal operating plan for the year for both adjusted EBITDA and free cash flow and drove margins higher, giving us solid momentum as our Company looks forward to another record year in fiscal 2017.

I am proud of the operating team at Spectrum Brands and the capable leadership that CEO Andreas Rouvé is providing. Our seasoned senior management team is executing well on our long-term strategic growth plan. Our rate of organic growth increased by 24 percent in 2016 and we are excited by opportunities to continue this acceleration as we focus on profitable growth. We have a lot of white space opportunities across channels, new geographies, and within existing retailers both here in North America and abroad. Spectrum Brands was laser-focused on integrating our Global Auto Care acquisition over the last 18 months, and we exceeded our synergy targets and are busy setting this business on a path for accelerating growth.

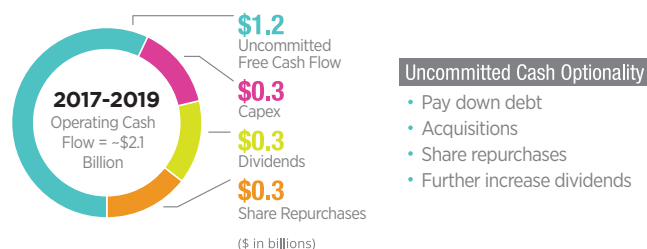
Spectrum Brands continued its track record of delivering solid annual cost improvements which have helped to expand margins, and in recent years, offset significant, negative currency headwinds.

Our Company is also stepping up investment in R&D, consistent with the importance of ensuring an ownership mentality across the business. Further strengthening a deep culture and mindset around steady, ongoing innovation and creation of a multi-year, new product development pipeline like never before is critical to our success. Why? Because our retail customers want, need and indeed deserve to have “news and excitement” for their end consumers.

We also strengthened our balance sheet through significant debt reduction of more than \$410 million of term loan repayments to lower our gross leverage ratio by more than one-half turn to 3.9 times at the end of fiscal 2016. In September, we refinanced our 6.375 percent senior notes due in 2020 with longer-dated 4 percent Euro-denominated notes due in 2026, reducing our cash interest expense. Absent additional acquisitions, we will continue to see material deleveraging in fiscal 2017 as our free cash generation is anticipated to grow up to 10 percent to a new record annual level.

Spectrum Brands is making good progress in its mission to be known as the premier partner to our retailers.

Supporting this focus are key investments we are making across the businesses. In fiscal 2016, we invested nearly \$20 million to almost double the aerosol filling capacity at our St. Louis Home & Garden plant to support growth and also drive significant inventory reduction and cost savings this year and beyond. We are investing nearly \$30 million into a new center of excellence for production, distribution and R&D for our Global Auto Care division in Dayton, Ohio. It is precisely these and other investments that will help drive our organic growth and ensure that our earnings and free cash flow streams are indeed sustainable.



While the team and I looked at many acquisition opportunities in fiscal 2016, mainly in the U.S. and Brazil, most were either of low quality, too expensive, or both. Similar to past years and as our leverage moves lower toward 3 times this year, I am optimistic we can again accelerate our acquisition growth plans. Tuck-in acquisitions are preferred, but larger deals become more realistic as our Company continues to rapidly delever. However, Spectrum Brands will only allocate capital if it is efficient, synergistic and accretive.

In closing, I want to emphasize that I am more committed than ever to driving additional shareholder value at Spectrum Brands.

My primary focus as Chairman continues to be on strategy, capital structure, and mergers and acquisitions. We will remain effective and efficient allocators of capital and owner-operators of businesses to drive increasing amounts of organic adjusted EBITDA and sustainable, long-term free cash flow growth, as we have demonstrated with our annual TSR of 28% since 2009. I am a huge proponent of a strong ownership and accountability culture which is supported by our Spectrum First strategic initiative, and both our long-term and short-term management incentive compensation programs.

Our Board of Directors joins me in thanking our shareholders and creditors for the trust they place in us and our hard-working and dedicated employees around the world who understand and embrace our mission to deliver superior value. I am optimistic about an eighth consecutive year of record results in fiscal 2017 and confident we can drive increasing value creation for all of our stakeholders for many years to come. These are exciting times for our Company, the businesses and brand equity throughout our portfolio have never been stronger, our free cash flow continues to grow rapidly, and our management is empowered. Our Company has tremendous opportunities for accelerating organic and inorganic growth as we continue to strengthen our balance sheet. Indeed, our Company's best days are out in front of us!

Sincerely,

David M. Maura
Executive Chairman of the Board
December 23, 2016

2016 DIRECTORS AND OFFICERS

BOARD OF DIRECTORS

David M. Maura²
Executive Chairman
Spectrum Brands Holdings, Inc.
Age 44; Director since 2010

Omar M. Asali*³
Chief Executive Officer,
President and Director,
HRG Group, Inc.
Age 46; Director since 2011

Kenneth C. Ambrecht^{1, 2, 3}
Managing Partner,
KCA Associates LLC
Age 71; Director since 2009

Eugene I. Davis^{1, 2}
Chairman and Chief Executive Officer,
Pirinate Consulting Group LLC
Age 61; Director since 2009

Norman S. Matthews³
Independent Business Consultant
Age 83; Director since 2009

Terry L. Polistina
Private Investor
Age 53; Director since 2009

Andreas Rouvé
Chief Executive Officer,
Spectrum Brands Holdings, Inc.
Age 55; Director since 2015

Hugh R. Rovit¹
Chief Executive Officer,
Ellery Homestyles
Age 56; Director since 2009

Joseph S. Steinberg
Chairman of the Board,
Leucadia National Corporation
Age 72; Director since 2015

*Vice Chairman of the Board

COMMITTEES OF THE BOARD

¹ Audit Committee
Mr. Davis is Chair.

² Compensation Committee
Mr. Ambrecht is Chair.

³ Nominating and Corporate
Governance Committee
Mr. Matthews is Chair.

SENIOR CORPORATE OFFICERS

Andreas Rouvé
Chief Executive Officer
Age 55; joined Company in 2002

Douglas L. Martin
Executive Vice President
and Chief Financial Officer
Age 54; joined Company in 2014

Nathan E. Fagre
Senior Vice President,
General Counsel and Secretary
Age 61; joined Company in 2011

Stacey L. Neu
Senior Vice President,
Human Resources
Age 50; joined Company in 2005

Guy J. Andrysick
Senior Vice President and
General Manager, Global Auto Care
Age 55; joined Company in 2015

Steven M. Fraundorfer
Senior Vice President and
General Manager, Global
Batteries & Appliances
Age 49; joined Company in
1993

Randal D. Lewis
Senior Vice President and
General Manager, Pet,
Home & Garden
Age 50; joined Company in
2005

Philip S. Szuba
Senior Vice President and
General Manager, Hardware &
Home Improvement
Age 48; joined Company in
2012

Non-GAAP Measurements

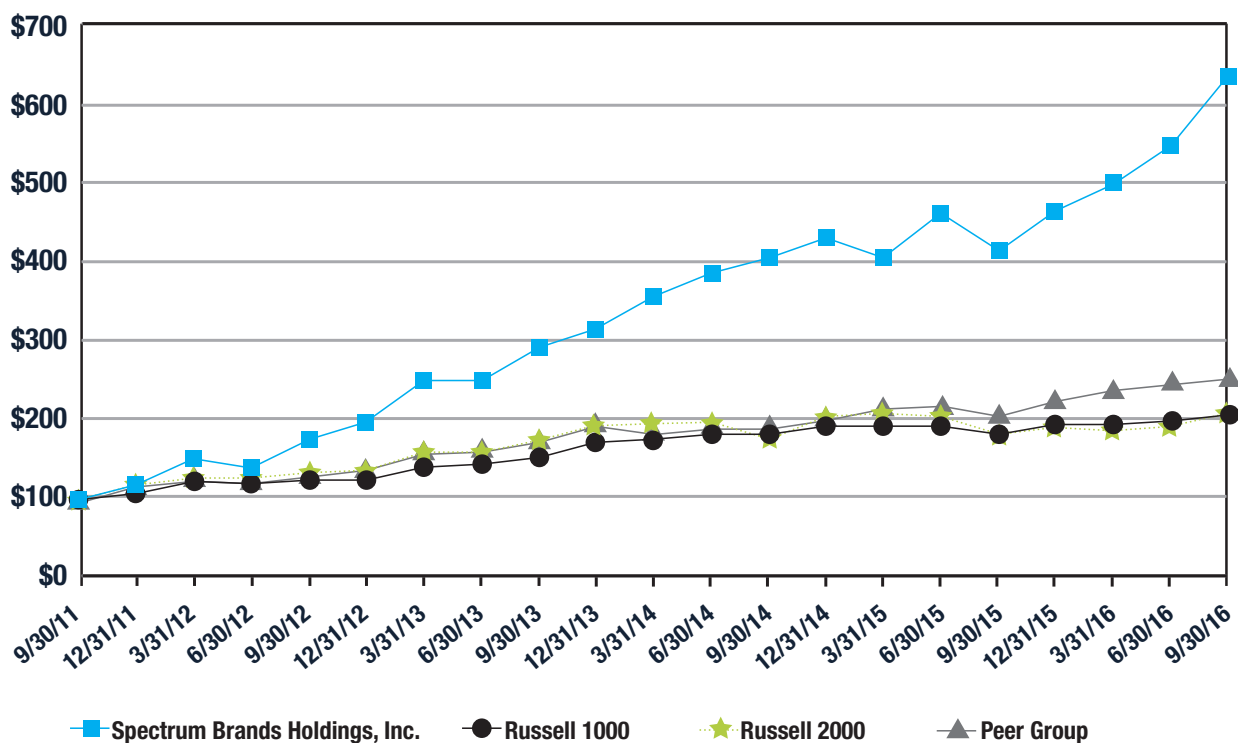
Management believes that certain non-GAAP financial measures may be useful to provide meaningful comparisons between current and prior period operating results. Management believes organic net sales provide a more complete understanding of underlying business trends in regional and segment performance by excluding the impact of currency exchange rate fluctuations and acquisitions. We also make reference to adjusted diluted EPS, adjusted earnings before interest, taxes, depreciation and amortization (EBITDA), and adjusted EBITDA margin. Adjusted EBITDA is used to evaluate segment performance, is frequently used by the financial community to provide insight into an organization's operating trends and facilitates comparisons between peer companies since interest, taxes, depreciation and amortization can differ greatly between organizations from differing capital structures and tax strategies; plus it is a useful measure of a company's ability to service debt and is used for determining the Company's debt covenant compliance. Adjusted EBITDA excludes certain items that are unusual in nature or not comparable between periods. Organic adjusted EBITDA excludes the impact of currency exchange rate fluctuations and acquisitions. Adjusted EBITDA margin reflects adjusted EBITDA as a percentage of net sales. Management uses adjusted diluted EPS in analyzing financial performance and identifying trends in its financial condition and results of operations, and believes it is a useful measure for providing further insight into our operating performance because it eliminates the effects of certain items that are not comparable between periods. Management believes free cash flow is a useful measure of the Company's ability to service debt and meet its working capital requirements. The calculation does not reflect cash used to service debt and therefore does not reflect funds available for investment or discretionary uses. Free cash flow should not be considered in isolation or as a substitute for pretax income, net income, cash provided by (used in) operating activities or other statements of income or cash flow statement prepared in accordance with GAAP, or as a measure of profitability or liquidity. This information is provided to assist in comparisons of operating results and highlighting the results of ongoing operations. While the Company's management believes that non-GAAP measurements are useful supplemental information, such adjusted results are not intended to replace the Company's GAAP financial results and should be read in conjunction with those GAAP results.

COMPARISON OF TOTAL STOCKHOLDER RETURN

The following graph compares the cumulative total stockholder return on our Common Stock to the cumulative total return of (i) the Russell 1000 Financial Index, (ii) Russell 2000 Financial Index and (iii) our peer group selected in good faith, which is composed of the following companies (alphabetical order): Central Garden and Pet Company, Church & Dwight Co., Inc., The Clorox Company, Edgewell Personal Care Company, Energizer Holdings, Inc., Fortune Brands Home & Security, Inc., Hanesbrands, Inc., Hasbro, Inc., Helen of Troy Limited, Mattel, Inc., Newell Brands Inc., Nu Skin Enterprises, Inc., The Scotts Miracle-Gro Company, Stanley Black & Decker, Inc., and Tupperware Brands Corporation. For 2016, the peer group has been revised to delete Jarden Corporation because it was acquired by Newell Brands Inc. during 2016 and is no longer a public company. In connection with this transaction, Newell Brands Inc. succeeded to the business of Newell Rubbermaid Inc., and therefore Newell Brands Inc. has replaced Newell Rubbermaid Inc. in the peer group. Additionally, for 2016, the peer group has been revised to add Helen of Troy Limited because of its personal care products industry focus, and comparable annual revenues and market capitalization to the Company. In addition for 2016, in accordance with Regulation S-K Item 201(e)(4), the graph now displays a comparison to the Russell 1000 index in addition to the Russell 2000, because during the index's annual 2016 reconstitution process the Company was moved into the Russell 1000 from the Russell 2000.

The comparison below assumes that \$100 was invested in our Common Stock from September 30, 2011 until September 30, 2016. The comparison is based upon the closing price of the Common Stock, and assumes the reinvestment of all dividends, if any. The returns of each of the companies in our peer group are weighted according to the respective company's stock market capitalization at the beginning of each period for which a return is indicated.

COMPARISON OF CUMULATIVE 5-YEAR TOTAL RETURN



In accordance with the rules of the SEC, this section, captioned "Comparison of Total Stockholder Return," shall not be incorporated by reference into any of our future filings made under the Securities Exchange Act of 1934 or the Securities Act of 1933. The Comparison of Cumulative 5-Year Total Return graph above, including any accompanying tables and footnotes, is not deemed to be soliciting material or deemed to be filed under the Exchange Act or the Securities Act.

SHAREHOLDER INFORMATION

CORPORATE HEADQUARTERS

Spectrum Brands Holdings, Inc.
3001 Deming Way
P.O. Box 620992
Middleton, WI 53562
608.275.3340
www.spectrumbrands.com

SPB
LISTED
NYSE

STOCK EXCHANGE

The common shares of Spectrum Brands Holdings, Inc. trade on the New York Stock Exchange under the ticker symbol SPB. Our Company is a member of the Russell 1000 Index.

SHAREHOLDERS

As of December 14, 2016, there were 5 shareholders of record. Our Company estimates there were approximately 23,852 beneficial shareholders.

TRANSFER AGENT AND REGISTRAR

Computershare
877.419.8543 or 201.680.6685 (outside the U.S. and Canada) or 800.231.5469 (hearing impaired - TTY phone)
www.computershare.com/investor

SHAREHOLDER ASSISTANCE

General shareholder inquiries:
Computershare, Inc.
P.O. Box 30170
College Station, TX 77842-3170

Send certificates for transfer by overnight delivery to:
Computershare, Inc.
211 Quality Circle
Suite 210
College Station, TX 77845

INVESTOR, SHAREHOLDER AND MEDIA CONTACT

David A. Prichard
Vice President, Investor Relations and Corporate Communications
608.278.6141
david.prichard@spectrumbrands.com

COMPANY INFORMATION

Copies of the Annual Report on Form 10-K and quarterly reports on Form 10-Q may be obtained, without charge, by writing to Investor Relations at the corporate headquarters address, by calling 608.275.3340, by email at investor@spectrumbrands.com or by visiting our Company's website at www.spectrumbrands.com.

BUSINESS UNIT WEBSITES

www.rayovac.com
www.varta-consumer.com
www.remingtonproducts.com
www.unitedindustriescorporation.com
www.unitedpetgroup.com
www.russellhobbs.com
www.spectrumhhi.com
www.armoredautogroup.com

ANNUAL MEETING OF SHAREHOLDERS

The 2017 Annual Meeting of Shareholders will be held on Tuesday, January 24, 2017 at 8:30 a.m. local time at the Westin Stonebriar Hotel, 1549 Legacy Drive, Frisco, TX 75034.

A formal notice of that meeting, proxy statement and proxy voting card are being made available to shareholders in accordance with U.S. Securities and Exchange Commission regulations.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

KPMG LLP
833 East Michigan Street
Suite 1050
Milwaukee, WI 53202
414.276.4200

BOARD COMMUNICATION

Interested parties may communicate directly with any member of our Board of Directors by writing in care of Corporate Secretary, Spectrum Brands Holdings, Inc., P.O. Box 620992, Middleton, WI 53562.

NEW YORK STOCK EXCHANGE COMPLIANCE

On February 26, 2016, we submitted to the New York Stock Exchange an interim written affirmation stating that we are in compliance with the NYSE corporate governance listing standards. Within 30 days following the date of our Annual Meeting of Shareholders, we will also submit a certification signed by our Chief Executive Officer stating that he is not aware of any violation by us of the NYSE corporate governance listing standards. In addition, the certifications signed by our Chief Executive Officer and our Chief Financial Officer required under Section 302 of the Sarbanes-Oxley Act of 2002 were filed as exhibits to our Annual Report on Form 10-K for the year ended September 30, 2016.

SAFE HARBOR

Certain statements in this Annual Report that are neither reported financial results nor other historical information are forward-looking statements. Such forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties that could cause actual results and Company plans and objectives to differ materially from those expressed in the forward-looking statements.

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Spectrum Brands

Global Batteries & Appliances

Pet, Home & Garden

Hardware & Home Improvement

Global Auto Care



New York Stock Exchange **SPB**
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