Spectrum Brands

Fiscal 2015
First Quarter Earnings Call

February 4, 2015

Agenda

▪ **Introduction**	Dave Prichard Vice President, Investor Relations
▪ **FY15 Q1 Review and Full Year Outlook**	Dave Lumley Chief Executive Officer
▪ **Business Unit Review and Outlook**	Andreas Rouvé Chief Operating Officer
▪ **Financial Review**	Doug Martin Chief Financial Officer
▪ **Q & A**	Dave Lumley Andreas Rouvé Doug Martin

Forward-Looking Statements

Certain matters discussed in this presentation, with the exception of historical matters, may be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, regarding our business strategy, future operations, financial condition, estimated revenues, projected costs, projected synergies, prospects, plans and objectives of management, as well as information concerning expected actions of third parties, are forward-looking statements. These statements are subject to a number of risks and uncertainties that could cause results to differ materially from those anticipated as of the date of this presentation. Important factors that could cause our actual results to differ materially from those expressed or implied herein include, without limitation: our ability to manage and otherwise comply with our covenants with respect to our significant outstanding indebtedness or maintain our credit ratings; changes and developments in external competitive market factors, such as introduction of new product features or technological developments; development of new competitors or competitive brands or competitive promotional activity or spending or industry consolidation; the cost and effect of unanticipated legal, tax or regulatory proceedings or new accounting policies, laws or regulations (including environmental, public health and consumer protection regulations); seasonality of our products and changes in consumer demand for the various types of products we offer resulting in the loss of, or a significant reduction in, sales to significant retail customers; our ability to develop and successfully introduce new products, protect our intellectual property and avoid infringing the intellectual property of third parties; public perception regarding the safety of our products, including the potential for environmental liabilities, product liability claims, litigation and other claims; unfavorable developments in the global credit markets; the impact of overall economic conditions, terrorist attacks, acts of war or other unrest in international markets on consumer spending; fluctuations in commodities prices, supply shortages, the costs or availability of raw materials or terms and conditions available from suppliers; changes in the general economic conditions in countries and regions where we do business, such as stock market prices, interest rates, currency exchange rates, inflation and consumer spending; our ability to successfully implement manufacturing, distribution and other cost efficiencies and to continue to benefit from our cost-cutting initiatives; the impact of expenses resulting from the implementation of new business strategies, divestitures or restructuring activities; our ability to integrate, and to realize synergies from, the combined businesses of Spectrum Brands, Inc. and Russell Hobbs, Inc.; our ability to identify, develop and retain key employees; unfavorable weather conditions or climate change and various other risks and uncertainties, including those discussed herein and those set forth in our filings with the Securities and Exchange Commission ("SEC").

We also caution the reader that undue reliance should not be placed on any forward-looking statements, which speak only as of the date of this presentation. We undertake no duty or responsibility to update any of these forward-looking statements to reflect events or circumstances after the date of this presentation or to reflect actual outcomes. Additional factors that may affect future results and conditions are described in our filings with the SEC, which are available at the SEC's web site at www.sec.gov or at Spectrum Brands' website at www.spectrumbrands.com. The information contained in this presentation is summary information that is intended to be considered in the context of our SEC filings, and other public announcements that we may make, by press release or otherwise, from time to time. In addition, information related to past performance, while helpful as an evaluative tool, is not necessarily indicative of future results, the achievement of which cannot be assured. You should not view our past performance, or information about the market, as indicative of our future results. Further, performance information respecting investment returns on portfolio transactions is not directly equivalent to returns on an investment in our common stock.

Reconciliation of Non-GAAP Financial Measurements

Management believes that certain non-GAAP financial measures may be useful in certain instances to provide additional meaningful comparisons between current results and results in prior operating periods. Excluding the impact of current exchange rate fluctuations may provide additional meaningful reflection of underlying business trends. In addition, within this presentation, including the tables that follow, reference is made to adjusted earnings before interest, taxes, depreciation and amortization (EBITDA), free cash flow and adjusted gross profit.

Adjusted EBITDA is a metric used by management and frequently used by the financial community which provides insight into an organization's operating trends and facilitates comparisons between peer companies, because interest, taxes, depreciation and amortization can differ greatly between organizations as a result of differing capital structures and tax strategies. Adjusted EBITDA can also be a useful measure of a company's ability to service debt and is one of the measures used for determining the Company's debt covenant compliance. Adjusted EBITDA excludes certain items that are unusual in nature or not comparable from period to period.

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

Also, management believes that free cash flow is useful to both management and investors in their analysis of Spectrum Brands' ability to service and repay its debt and meet its working capital requirements. Free cash flow should not be considered in isolation or as a substitute for pretax income (loss), net income (loss), cash provided by (used in) operating activities or other statement of operations or cash flow statement data prepared in accordance with GAAP or as a measure of profitability or liquidity. In addition, the calculation of free cash flow does not reflect cash used to service debt and therefore, does not reflect funds available for investment or discretionary uses.

Spectrum Brands provides this information to investors to assist in comparisons of past, present and future operating results and to assist in highlighting the results of on-going operations. While Spectrum Brands' management believes that non-GAAP measurements are useful supplemental information, such adjusted results are not intended to replace the Spectrum Brands' GAAP financial results and should be read in conjunction with those GAAP results.

Dave Lumley
Chief Executive Officer

FY15 Q1 Review
and Full Year Outlook

FY15 Q1 Review

- We delivered a solid Q1 despite some major challenges
  - Large negative FX impact, mostly the Euro
  - Significant loss of sales and margin from the well-publicized port slowdowns
- Negative FX impacted sales by $38 million and adjusted EBITDA by $11 million in Q1, largely in our appliances and battery businesses
- Port slowdowns hurt sales primarily in our HHI, appliances and pet businesses in the aggregate amount of $20 million, with more than half in HHI, and the adjusted EBITDA impact was $10 million, including air freight and other costs to support customers, or $21 million of adjusted EBITDA when combined with the FX impact
- Q1 sales grew 0.5% vs. last year excluding the negative FX impact and, after further adjusting for the impact of the port slowdowns, sales grew in our projected low single-digit range – over 2% – in Q1
  - Home and Garden reported a record Q1
  - Small appliances had a solid performance, including top-line and adjusted EBITDA growth in North America despite the port delay
  - Europe continued to be a bright spot with solid constant currency growth in batteries, personal care and small appliances
  - Our products are selling in Europe and we continue to grow volume
- Adjusted EBITDA grew 4.5% vs. last year on a constant currency basis and 10.1% after further excluding the $10 million negative impact of the port slowdowns
- Adjusted EBITDA margin, as reported, increased 30 basis points to 16.5% in Q1, and also slightly exceeded the FY14 annual record level of 16.4%

FY15 Q1 Review

- Cost improvement savings were significant in Q1, allowing us to more than offset higher product costs and continue to invest in new products, such as our exciting Rayovac FUSION alkaline battery announced earlier this week
- We responded early to the port slowdowns, currency weakness and North American consumer POS slowdowns with accelerated expense reductions and cost savings, resulting in just slightly lower adjusted EBITDA but an increased adjusted EBITDA margin quarter-over-quarter
- We announced a new 2-year restructuring initiative with a 1-year payback period on our last call on November 20
- We made excellent progress in Q1 to move to a more efficient global operating structure, one that also better matches retailer needs, by combining our battery and appliances businesses, our Pet and Home and Garden businesses, and implementing additional streamlining across the entire business
- These actions, along with strict cost controls, partially offset negative FX and other cost pressures in Q1
- We also recently received approval to resume the production and sale of fish food into Russia which negatively impacted our Pet results since Q3 of FY14
  - We expect this development to help our Pet sales and adjusted EBITDA in the second half of FY15

FY15 Outlook

- We continue to plan for a 6th consecutive year of record performance in FY15
  - Reported sales are expected to grow in the low to mid-single digit range compared to $4.43 billion in FY14, including both recent acquisitions and anticipated continued negative FX impacts of approximately 5%-6%
- Growth will come from new product introductions across all businesses, distribution and market share gains, geographic expansion, e-commerce, cross-selling, and select pricing actions, supplemented by our important tuck-in acquisitions in Q1 and early in Q2
- We are pleased to have closed on the IAMS and Eukanuba European pet food business on December 31 and complete an exciting acquisition of Salix Animal Health, the world's largest vertically integrated dog treat company, on January 16
  - Salix has shown strong growth and brings many synergy and distribution opportunities to our existing Pet business
- Overall, we remain optimistic about measured growth in FY15
  - In Q1, we reduced expenses, launched a more efficient organization designed to increase organic growth, substituted like products for those impacted by port delays, solved the fish food ban in Russia, and, most importantly, we added three new businesses to our global platform
  - We feel confident these actions, and the eventual solution to the port delays, will provide increased organic sales, synergies and SG&A savings
- Our focus remains on growing adjusted EBITDA and maximizing sustainable free cash flow

Spectrum Brands

Andreas Rouvé
Chief Operating Officer

Business Unit
Review and Outlook

Home and Garden (United Industries)

- Home and Garden reported a record performance in Q1 for all key financial metrics
  - Adjusted EBITDA increased three-fold
- Even though Q1 is this segment's smallest quarter of the year, this strong start is a good indicator for what we believe can be another record year for this business
- Home and Garden has gained significant market share and continues to outperform underlying category growth by effectively leveraging our Spectrum Value Model so every year can be better
- Home and Garden is poised to grow again in FY15
  - Many exciting new products, such as AccuShot, a very effective new delivery system
  - Cost improvements that should more than offset inflation
  - Expanded distribution
  - Strong promotional plans

Remington (Personal Care)

- Sales grew 3% on a constant currency basis in Q1 excluding a large $11 million negative FX impact
  - Sales increased in Europe and Latin America on a constant currency basis from new product launches, new retail customers and geographic expansion
  - Lower North American sales were in part due to the timing of holiday shipments
- The port delay also impacted sales by an estimated $2 million
- Adjusted EDITDA grew nearly 5% in Q1 along with margin expansion, which was helped by improved mix and cost savings that more than offset FX
- On a constant currency basis, adjusted EBITDA increased a strong 17%
- New product launches in the second half of FY14 were significant
- Remington is also launching a host of new products in FY15
  - SmartEdge foil shaver (the world's first active hybrid cutting technology)
  - Virtually indestructible hair clipper and beard trimmer
- Remington is pushing for record adjusted EBITDA and improved margin in FY15 despite FX headwinds, led by increased cost savings and geographically by North America, where we have strong new product placements, especially in our core men's shaving and grooming category
  - E-commerce sales are also expected to continue to grow

Small Appliances (Russell Hobbs)

- This division was a strong performer in Q1, its biggest quarter of the year due to the holiday season
- Sales grew 3.2% and more than double that – 6.7% – after excluding negative FX of $8 million
  - This growth was powered by North America and Europe due to new products, customer gains and promotions
- Adjusted EBITDA grew at more than 3 times sales growth, or 9.9%, in Q1, with a nearly 100 basis point margin improvement
  - Much like Remington in Q1, volume gains and cost savings more than offset negative FX impacts and the port delay
- We noted on our last call optimism in FY15 about small appliances in Europe and especially in our large home market of North America where there are some significant new listings
  - It is encouraging that both regions have started the year well
- The most new products from small appliances are launching now and throughout FY15 since the 2010 Russell Hobbs acquisition
- We are seeing continued e-commerce growth
- We also expect another record year of cost savings

Global Batteries

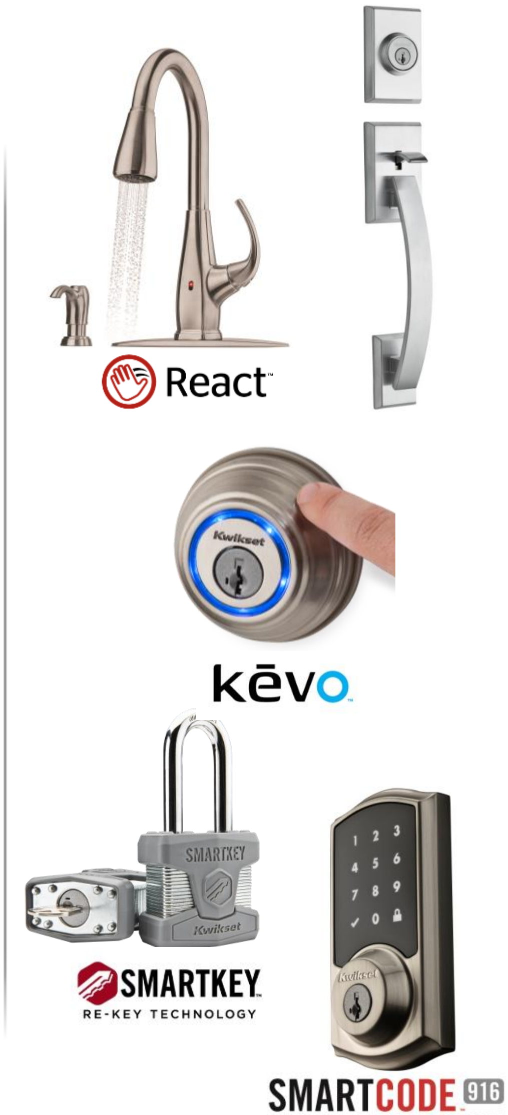
- The Q1 sales decline of 9.2% was due to $13 million of negative FX, continued competitor discounting in North America which hurt category POS and margins, and customer inventory reductions
    - Sales fell 4% excluding the negative FX impact of $13 million
    - Europe again delivered strong battery growth on a local currency basis and we also saw modest growth in Latin America
- Adjusted EBITDA fell 5% excluding a negative FX impact of $4 million
    - Cost savings more than offset product cost increases but did not fully offset the combination of negative FX and volume declines
- On our last call, we said unusual price discounting, promotions and concessions from premium-branded competitors were present in the North American marketplace
    - We chose not to provide such large discounts as those shrunk the market 3% to 6% in POS dollars during the holidays
- Instead, as we announced earlier this week, we are investing in and launching in the U.S. an exciting new Rayovac battery, FUSION, which is our highest-performance and longest-lasting alkaline battery and addresses the growing consumer audience that demands power at all times
- FUSION is an excellent example of how we reinvest battery cost improvement successes for enhanced product performance, retailer POS and longer-term market share growth, and higher retailer gross margins
- Global batteries will benefit from other new product introductions, distribution gains, geographic expansion, new retailers, significant cost savings and tight spending controls
- We continue to believe changes in the consumer battery competitive landscape and ownership will provide more opportunities for Rayovac and VARTA

Global Pet Supplies (United Pet Group)

- Q1 was a challenging quarter but also exciting with the completion of two accretive acquisitions – the European IAMS and Eukanuba pet food business and the Salix Animal Health dog treat company
- Together, these acquisitions significantly broaden Pet's geographic, customer and product line breadth and this, along with meaningful synergies, transforms Pet into a division with more than $900 million of revenues on a pro forma basis
- The Q1 sales decline included a $3 million negative FX impact as well as approximately $4 million due to the port slowdown
  - Sales were just slightly lower than last year when adjusted for these items
- The North American aquatics category continued to be soft but our aquatics sales decline has been less than the overall category and our competition
- We have grown share and are introducing a stream of innovative new products to bring consumers into the hobby and keep them engaged
- Pet's base business is expected to rebound in FY15, helped by the recent resolution of the Russian aquatics distribution challenges
  - Strong pipeline of companion animal products also launching in FY15 in North America and Europe
  - Geographic growth of companion animal products will continue in Europe and Latin America
- Pet is moving to integrate our two new acquisitions, IAMS and Salix, which allow us to expand over the next several years into much bigger and faster-growing segments of the global companion pet market
  - Both acquisitions also offer good cross-listing opportunities and regional expansion due to the complementary fit between the acquired and our existing product ranges, brands and sales organizations

Hardware & Home Improvement (HHI)

- Q1 sales grew 3.5% including the Tell acquisition and excluding an unfavorable FX impact of $3 million and a $12 million impact from the port slowdowns
- Adjusted EBITDA, on a reported basis, grew 4.6% in Q1, and the margin expanded a strong 150 basis points to over 19%
  - The port slowdowns impacted adjusted EBITDA by about $5 million
  - After adjusting for that impact, adjusted EBITDA grew 15.7%
- We are pleased with continuing growth in HHI's core U.S. market in Q1
- We are confident that HHI will deliver another record year as market fundamentals remain solid for Kwikset, Baldwin, Pfister and National Hardware and HHI has implemented strong cost controls and expense reductions to offset currency and further port delay impacts
- HHI expects top-line and bottom-line improvements in the base business through growth of its unique and patented SmartKey technology, home automation and electronic locks such as Kevo and other smart locks, as well as increased distribution of our plumbing products
- Our Tell commercial security acquisition on October 1 is off to a solid start
  - We expect sales and profit growth from Tell as HHI moves to integrate it and generate cross-selling synergies
- HHI also continues to monitor the rate of new housing starts in 2015
  - About 25% of HHI's business is related to new housing construction
- HHI is making good progress to increase its cost savings level to our annual cost reduction goal of 3%-5% of costs of goods sold
- Conversion of HHI on to Spectrum Brands' SAP platform is progressing smoothly and is expected to be completed by early fiscal 2016, leading to additional cost savings opportunities



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Doug Martin
Chief Financial Officer

Financial Review

Financial Highlights

- Reported Q1 net sales declined by 3% vs. FY14
  - This decline includes negative impacts from FX and port slowdowns, which together were approximately $58 million, or negative 5.3%
- We continue to expect FY15 reported net sales to increase in the low to mid-single digit range, including the positive impact of the acquisitions of Tell, IAMS and Eukanuba, and Salix, partially offset by the anticipated negative impacts of foreign exchange of approximately 5%-6% based on current spot rates
- About 40% of our annual sales are outside the U.S. with the Euro and the pound being our largest exposures
- Reported gross profit and gross profit margin in Q1 were $370.2 million and 34.7%, respectively, compared to $381.2 million and 34.6%, respectively, last year
  - The gross profit margin percentage increase of 10 basis points was primarily driven by better mix and cost improvements, partially offset by input cost increases and pricing
- Reported operating expenses of $254.6 million in Q1 fell slightly vs. $256.3 million in the prior year
  - The decrease was due to strict cost control and FX which more than offset higher restructuring, acquisition and integration related charges
- Reported net income was $49.8 million, or 94 cents per share, in Q1 compared to $54.3 million, or $1.03 per share, in the prior year
- Adjusted EPS in Q1 of $1.07 compared to $1.09 last year

Financial Highlights

- Interest expense in Q1 was $44 million compared to $57 million in the prior year
  - The $13 million decrease was primarily due to the non-recurrence of costs related to refinancing of debt in the prior year
- FY15 interest expense is expected to be in the range of $195-$200 million, including non-cash items of approximately $15 million
- Depreciation and amortization for Q1 was $45 million, and we now expect FY15 full-year D&A to be between $200-$210 million, including the recent acquisitions
- The Q1 effective tax rate of 29.1% compared to 19% last year, primarily due to one-time items in both periods
  - The FY15 full-year effective tax rate is expected to be 20%-25% compared to 21.6% last year
  - A 35% tax rate continues to be used to calculate adjusted EPS
- Cash restructuring charges decreased to $6 million in Q1 compared to $8 million in the prior year
  - The $2 million decrease was primarily due to the winding down of legacy initiatives
- Cash payments for acquisition and integration charges increased to $9 million in Q1 compared to $4 million in the prior year
  - The increase was primarily due to expenditures on recent acquisitions
- Cash restructuring charges in FY15 are expected to be $20-$30 million from a combination of new and legacy initiatives
- Cash acquisition and integration charges in FY15 are expected to be $15-$20 million

Financial Highlights

- Q1 cash interest payments were $56 million compared to $63 million in the prior year
  - Excluding one-time cash costs in FY14 of $2 million, cash payments decreased by $5 million primarily due to repayments of debt and timing of payments
- Cash interest for FY15 is expected to be between $175-$180 million
- Cash taxes in Q1 were $11 million compared to $8 million in the prior year
  - The increase was driven by timing of payments
- FY15 cash taxes are expected to be between $55-$60 million
- The Company entered FY15 with approximately $800 million of useable net operating loss carryovers and does not anticipate being a U.S. federal cash taxpayer for at least the next several years
  - We will continue to incur foreign and small amounts of state cash taxes
- Solid liquidity position at the end of Q1 with no cash draws on the $400 million ABL working capital facility, a cash balance of about $408 million and debt outstanding of $3,416 million
- We continue to expect FY15 free cash flow to be approximately $400 million, or nearly $8 per share
  - Impacting our estimate of free cash flow is the negative impact of foreign exchange, a modest increase in capital expenditures, acquisition and integration costs, and cash costs related to our new restructuring initiatives
- FY15 Cap-x is expected to be between $75-$85 million compared to $73 million in FY14
  - These incremental investments, which include expenditures supporting the recent acquisitions, are expected to drive cost improvement, increase capacity, and deliver organic sales growth in future years

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Spectrum Brands | Pet, Home & Garden

Spectrum Brands | Global Batteries & Appliances

Spectrum Brands | Hardware & Home Improvement

RAYOVAC VARTA Russell Hobbs REMINGTON DINGO Cutter

GEORGE FOREMAN LITTERMAID PRO·SENSE 8in1 HEALTHY HIDE FORTIS PURO DESIGN ITALIANO TAT INSECTICIDES

HOT SHOT Spectracide BLACK FLAG ULTRA PRO REPEL Tetra Kwikset Garden Safe

WEISER SECURITY & INNOVATION SINCE 1904 iLIGHT PRO professional hair removal results at home MARINELAND Instant Ocean STANLEY FURminator PROFESSIONAL PET PRODUCTS

NATURE'S MIRACLE BALDWIN WET2STRAIGHT Pfister GEO by BLACK&DECKER Wild Harvest EZSET

IAMS smooth & silky Tell Manufacturing, Inc. Sportsman BIRDOLA PRODUCTS Wildlife feeding specialists Digest-eeze Breadman Jungle

Fresh Results Balanced-By-Nature ECOTRITION National Hardware FANAL PETNATION Perfect Coat Every Dog Has Its Perfect Style EUKANUBA

LIQUID FENCE BLACK+DECKER FARBERWARE Juiceman Excel PRO LINE ADVANCED

Appendix

Table 1
SPECTRUM BRANDS HOLDINGS, INC.
Condensed Consolidated Statements of Operations
For the three months ended December 28, 2014 and December 29, 2013
(Unaudited)
($ in millions, except per share amounts)

	THREE MONTHS				
	F2015		F2014		INC %
Net sales	$	1,067.8	$	1,100.6	(3.0)%
Cost of goods sold		697.4		717.7	
Restructuring and related charges		0.2		1.7	
Gross profit		370.2		381.2	(2.9)%
Selling		159.8		164.2	
General and administrative		68.3		73.0	
Research and development		11.2		10.8	
Acquisition and integration related charges		8.1		5.5	
Restructuring and related charges		7.2		2.8	
Total operating expenses		254.6		256.3	
Operating income		115.6		124.9	
Interest expense		44.4		57.0	
Other expense, net		0.7		0.8	
Income from continuing operations before income taxes		70.5		67.1	
Income tax expense		20.5		12.7	
Net income		50.0		54.4	
Less: Net income attributable to non-controlling interest		0.2		0.1	
Net income attributable to controlling interest	$	49.8	$	54.3	
Average shares outstanding (a)		**52.8**		**52.4**	
Basic income per share attributable to controlling interest	**$**	**0.94**	**$**	**1.04**	
Average shares and common stock equivalents outstanding (a)		**53.1**		**52.7**	
Diluted income per share attributable to controlling interest	**$**	**0.94**	**$**	**1.03**	
Cash dividends declared per common share	**$**	**0.30**	**$**	**0.25**	

(a) Per share figures calculated prior to rounding.

Table 2
SPECTRUM BRANDS HOLDINGS, INC.
Condensed Consolidated Statements of Cash Flows
For the three months ended December 28, 2014 and December 29, 2013
(Unaudited)
($ in millions)

	THREE MONTHS ENDED	
	2015	2014
Cash flows from operating activities:		
Net income	$ 50.0	$ 54.4
Adjustments to reconcile net income to net cash used by operating activities, net of effects of acquisitions:		
Depreciation	18.4	17.9
Amortization of intangibles	20.5	20.2
Amortization of unearned restricted stock compensation	5.6	6.6
Amortization of debt issuance costs	2.5	2.6
Non-cash increase to cost of goods sold due to Tell acquisition inventory step up	0.8	—
Write off unamortized discount on retired debt	—	2.8
Write off of debt issuance costs	—	6.4
Other non-cash adjustments	4.2	1.4
Net changes in operating assets and liabilities	(248.6)	(248.3)
Net cash used by operating activities	(146.6)	(136.0)
Cash flows from investing activities:		
Purchases of property, plant and equipment	(14.2)	(15.9)
Acquisition of Tell Manufacturing, net of cash acquired	(29.2)	—
Proceeds from sales of property, plant and equipment	1.1	—
Other investing activities	(0.9)	—
Net cash used by investing activities	(43.2)	(15.9)
Cash flows from financing activities:		
Proceeds from issuance of Term Loan, net of discount	—	523.7
Proceeds from issuance of 6.125% Notes	250.0	—
Proceeds from Euro Term Loan Tranche B	185.4	—
Payment of senior credit facilities, excluding ABL revolving credit facility	—	(513.3)
Debt issuance costs	(6.1)	(4.7)
Other debt financing, net	8.5	4.1
Reduction of other debt	(1.8)	(0.5)
ABL revolving credit facility, net	—	110.0
Cash dividends paid	(15.9)	(13.2)
Treasury stock purchases	(8.5)	(4.5)
Share based tax withholding payments, net of proceeds upon vesting	(1.7)	(24.7)
Net cash provided by financing activities	409.9	76.9
Effect of exchange rate changes on cash and cash equivalents	(6.3)	(0.5)
Net increase (decrease) in cash and cash equivalents	213.8	(75.5)
Cash and cash equivalents, beginning of period	194.6	207.3
Cash and cash equivalents, end of period	$ 408.4	$ 131.8

Table 3
SPECTRUM BRANDS HOLDINGS, INC.
Supplemental Financial Data
As of and for the three months ended December 28, 2014 and December 29, 2013
(Unaudited)
($ in millions)

Supplemental Financial Data		F2015		F2014
Cash and cash equivalents	$	408.4	$	131.8
Trade receivables, net	$	489.7	$	524.0
Days Sales Outstanding (a)		41.1		43.0
Inventory	$	701.9	$	683.3
Inventory Turnover (b)		4.0		4.0
Total debt	$	3,415.5	$	3,366.3

	THREE MONTHS			
Supplemental Cash Flow Data		F2015		F2014
Depreciation and amortization, excluding amortization of debt issuance costs	$	44.5	$	44.7
Capital expenditures	$	14.2	$	15.9

	THREE MONTHS			
Supplemental Segment Sales & Profitability		F2015		F2014
Net Sales				
Global Batteries & Appliances	$	636.5	$	659.3
Hardware & Home Improvement		271.2		278.4
Global Pet Supplies		120.6		129.1
Home and Garden		39.5		33.8
Total net sales	$	1,067.8	$	1,100.6
Segment Profit				
Global Batteries & Appliances	$	96.6	$	97.2
Hardware & Home Improvement		38.9		40.0
Global Pet Supplies		5.6		13.0
Home and Garden		2.8		(1.2)
Total segment profit		143.9		149.0
Corporate		12.8		14.1
Acquisition and integration related charges		8.1		5.5
Restructuring and related charges		7.4		4.5
Interest expense		44.4		57.0
Other expense, net		0.7		0.8
Income from continuing operations before income taxes	$	70.5	$	67.1

(a) Reflects actual days sales outstanding at end of period.
(b) Reflects cost of sales (excluding restructuring and related charges) during the last twelve months divided by average inventory during the period.

Table 4
SPECTRUM BRANDS HOLDINGS, INC.
Reconciliation of GAAP Diluted Income Per Share to Adjusted Diluted Earnings Per Share
For the three months ended December 28, 2014 and December 29, 2013
(Unaudited)

	THREE MONTHS	
	F2015	F2014
Diluted income per share, as reported	$ 0.94	$ 1.03
Adjustments, net of tax:		
Acquisition and integration related charges	0.10 (a)	0.07 (b)
Restructuring and related charges	0.09 (c)	0.05 (d)
Debt refinancing costs	—	0.14 (e)
Income taxes	(0.08) (f)	(0.20) (f)
Purchase accounting inventory adjustment	0.01 (g)	—
Other	0.01 (h)	—
	0.13	0.06
Diluted income per share, as adjusted	$ 1.07	$ 1.09

(a) For the three months ended December 28, 2014, reflects $5.3 million, net of tax, of Acquisition and integration related charges, as follows: (i) $2.1 million related to the acquisition of the HHI Business, consisting primarily of integration costs; (ii) $0.6 million related to the acquisition of The Liquid Fence Company, consisting primarily of other adjustments; (iii) $0.3 million related to the acquisition of Tell Manufacturing, Inc.; and (iv) $2.3 million related to other adjustments.

(b) For the three months ended December 29, 2013, reflects $3.6 million, net of tax, of Acquisition and integration related charges, as follows: (i) $2.7 million related to the acquisition of the HHI Business, consisting primarily of integration costs; and (ii) $0.9 million related to the acquisition of Shaser and other acquisition activity, consisting primarily of legal and professional fees.

(c) For the three months ended December 28, 2014, reflects $4.8 million, net of tax, of Restructuring and related charges primarily related to the Global Expense Rationalization Initiatives announced in Fiscal 2013.

(d) For the three months ended December 29, 2013, reflects $2.9 million, net of tax, of Restructuring and related charges primarily related to the Global Expense Rationalization Initiatives announced in Fiscal 2013 and HHI Business initiatives implemented prior to the acquisition.

(e) For the three months ended December 29, 2013, reflects $7.3 million, net of tax, related to financing fees and the write off of unamortized debt issuance costs and original issue discount in connection with the replacement of the Company's Term Loan.

(f) For the three months ended December 28, 2014 and December 29, 2013, reflects adjustments to income tax expense of $(4.2) million and $(10.8) million, respectively, to exclude the impact of the valuation allowance against deferred taxes and other tax related items in order to reflect a normalized ongoing effective tax rate.

(g) For the three months ended December 28, 2014, reflects a $0.5 million, net of tax, non-cash increase to cost of goods sold related to inventory fair value adjustments in conjunction with the acquisition of Tell Manufacturing, Inc.

(h) For the three months ended December 28, 2014, reflects adjustments of $0.7 million, net of tax, for costs related to a key executive onboarding and the accelerated amortization of stock compensation related to a retention agreement entered into with another key executive.

Table 5
SPECTRUM BRANDS HOLDINGS, INC.
Reconciliation of GAAP Net Income (Loss) to Adjusted EBITDA
For the three months ended December 28, 2014
(Unaudited)
($ in millions)

	Global Batteries & Appliances	Hardware & Home Improvement	Global Pet Supplies	Home & Garden	Corporate / Unallocated Items (a)	Consolidated Spectrum Brands Holdings, Inc.
Net income (loss) attributable to controlling interest, as adjusted (a)	$ 88.3	$ 38.2	$ 2.7	$ 0.9	$ (80.3)	$ 49.8
Net income (loss) attributable to non-controlling interest	(0.1)	0.3	—	—	—	0.2
Net income (loss), as adjusted (a)	88.2	38.5	2.7	0.9	(80.3)	50.0
Income tax expense	—	—	—	—	20.5	20.5
Interest expense	—	—	—	—	44.4	44.4
Acquisition and integration related charges	1.6	1.8	0.4	1.9	2.4	8.1
Restructuring and related charges	4.8	0.2	2.1	—	0.3	7.4
Tell inventory fair value adjustment	—	0.8	—	—	—	0.8
Other (b)	—	—	—	—	0.1	0.1
Adjusted EBIT	94.6	41.3	5.2	2.8	(12.6)	131.3
Depreciation and amortization (c)	17.5	10.6	7.8	3.2	5.4	44.5
Adjusted EBITDA	$ 112.1	$ 51.9	$ 13.0	$ 6.0	$ (7.2)	$ 175.8

Note: Amounts calculated prior to rounding.

(a) It is the Company's policy to record Income tax expense and Interest expense on a consolidated basis. Accordingly, such amounts are not reflected in the results of the operating segments and are presented within Corporate/Unallocated Items.

(b) Other relates to onboarding costs for a key executive.

(c) Included within depreciation and amortization is amortization of stock based compensation.

Table 5
SPECTRUM BRANDS HOLDINGS, INC.
Reconciliation of GAAP Net Income (Loss) to Adjusted EBITDA
For the three months ended December 29, 2013
(Unaudited)
($ in millions)

	Global Batteries & Appliances	Hardware & Home Improvement	Global Pet Supplies	Home & Garden	Corporate / Unallocated Items (a)	Consolidated Spectrum Brands Holdings, Inc.
Net income (loss) attributable to controlling interest, as adjusted (a)	$ 93.2	35.5	$ 12.5	$ (1.2)	$ (85.7)	$ 54.3
Net income (loss) attributable to non-controlling interest	(0.1)	0.2	—	—	—	0.1
Net income (loss), as adjusted (a)	93.1	35.7	12.5	(1.2)	(85.7)	54.4
Income tax expense	—	—	—	—	12.7	12.7
Interest expense	—	—	—	—	57.0	57.0
Acquisition and integration related charges	1.8	2.2	—	—	1.5	5.5
Restructuring and related charges	2.3	1.2	0.3	—	0.7	4.5
Adjusted EBIT	97.2	39.1	12.8	(1.2)	(13.8)	134.1
Depreciation and amortization (b)	17.0	10.5	7.6	2.9	6.7	44.7
Adjusted EBITDA	$ 114.2	$ 49.6	$ 20.4	$ 1.7	$ (7.1)	$ 178.8

Note: Amounts calculated prior to rounding.

(a) It is the Company's policy to record Income tax expense and Interest expense on a consolidated basis. Accordingly, such amounts are not reflected in the results of the operating segments and are presented within Corporate/Unallocated Items.

(b) Included within depreciation and amortization is amortization of stock based compensation.

Table 6
SPECTRUM BRANDS HOLDINGS, INC.
Reconciliation of Forecasted Cash Flow from Operating Activities to Forecasted Free Cash Flow
For the year ending September 30, 2015
(Unaudited)
($ in millions)

Forecasted range:

Net Cash provided from Operating Activities	$	475 - 485
Purchases of property, plant and equipment		(75) - (85)
Free Cash Flow	$	400