

**Director Resignation Policy  
of  
Spectrum Brands Holdings, Inc.**

It is a policy of the Board of Directors (“Board”) of Spectrum Brands Holdings, Inc. (the “Company”) that in an uncontested election of directors at an annual meeting of shareholders, an incumbent director nominee standing for election who receives a greater number of votes “against” from his or her election than votes “for” his or her election shall (within five business days following the final certification of the related election results) offer to tender his or her written resignation from the Board for consideration by the Nominating and Corporate Governance Committee (“NCG Committee”) and the Board, which offer of resignation would be effective only upon its acceptance by the Board. As used herein, an “uncontested election of directors” is an election in which the number of nominees is not greater than the number of Board seats open for election. In addition, and for the avoidance of doubt, any “abstentions” and “broker non-votes” shall not count as either a vote cast “for” or “against” a director’s election.

The NCG Committee will consider such offer of resignation, considering such factors and circumstances as it may deem relevant, and, within 90 days following the final certification of the election results, will make a recommendation to the Board concerning the acceptance or rejection of such tendered offer of resignation. The Board will promptly disclose its decision and the reasons for accepting or rejecting the offer of resignation, by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication. The Board may consider any factors and circumstances in deciding whether to accept or reject such offer of resignation, including, without limitation, (i) why shareholders who cast “against” or “for” votes for the director did so, (ii) whether the Company would benefit from additional engagement with shareholders in order to ascertain the underlying reason(s) for the vote results, alternatives for addressing the underlying reason(s) for the “against” votes, (iii) the director’s qualifications, (iv) the Company’s ability to comply with applicable law, stock exchange and other requirements, (v) the best interests of the Company and its shareholders, or (vi) such other factors and circumstances deemed appropriate to consider.

A director who, in accordance with this policy, is required to offer his or her resignation, shall abstain from voting on the NCG Committee and the Board’s determinations with respect to accepting or rejecting his or her resignation as a director.

If a director’s contingent resignation is rejected by the Board, the director will continue to serve for the remainder of his or her term and until his or her successor is duly elected, or his or her earlier death, resignation or removal.

If a director’s contingent resignation is accepted by the Board, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the number of directors comprising the Board, in each case pursuant to the provisions of and to the extent permitted by the Company’s By-Laws.

The Board may at any time supplement or amend any provision of this policy in any respect, repeal the policy in whole or part or adopt a new policy relating to director elections with such terms as the Board determines in its sole discretion to be appropriate. The Board will have the exclusive power and authority to administer this policy, including, without limitation, the right and power to interpret the provisions of this policy and to make all determinations deemed necessary or advisable for the administration of this policy, including, without limitation, any determination as to whether any election of directors is contested. All such actions, interpretations and determinations that are done or made by the Board in good faith will be final, conclusive and binding.

*Adopted: May 13, 2019*