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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

SPECTRUM BRANDS HOLDINGS, INC.
(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Spectrum Brands

WE MAKE LIVING **BETTER** AT HOME™

SPECTRUM BRANDS HOLDINGS, INC.

2026 PROXY STATEMENT

June 26, 2026

To Our Stockholders:

You are cordially invited to attend the Annual Meeting of Stockholders of Spectrum Brands Holdings, Inc., (the "Annual Meeting") to be held on August 5, 2026, at 9:30 a.m., Central Time, at the Middleton, WI office of Spectrum Brands Holdings, Inc., 3001 Deming Way, Middleton, WI 53562.

At the meeting, stockholders will be asked to consider matters contained in the enclosed Notice of Annual Meeting of Stockholders and proxy statement (the "Proxy Statement"). We will also consider any additional business that may be properly brought before the Annual Meeting.

If you wish to attend the Annual Meeting in person, you must reserve your seat by July 29, 2026 by contacting our Investor Relations Department at investorrelations@spectrumbrands.com. Additional details regarding requirements for admission to the Annual Meeting are described in the Proxy Statement under the heading "How do I attend the Annual Meeting and do I need to do anything in advance to attend?"

If you have any questions concerning the Annual Meeting and you are the stockholder of record of your shares, please contact our Investor Relations Department at (608) 278-6207 or our proxy solicitor, Okapi Partners LLC, toll-free, at (888) 785-6707. If you are the stockholder of record of your shares and have questions regarding your stock ownership, please contact our transfer agent, Equiniti Trust Company, LLC, by telephone at (800) 937-5449 (within the U.S.) or (718) 921-8124 (International). If your shares are held by a broker or other nominee (that is, in "street name"), please contact your broker or other nominee for questions concerning the Annual Meeting or your stock ownership.

Stockholders of record can vote their shares by attending the Annual Meeting or by submitting a proxy through the mail, over the Internet, or by using a toll-free telephone number. Instructions for using these convenient services are provided on the proxy card and notice of internet availability of proxy materials. Please read the enclosed information carefully before voting your shares. You may also vote your shares by marking your votes on the enclosed proxy card. If you attend the Annual Meeting, you may withdraw your proxy and vote your shares in person. If your shares are held in street name, you should vote your shares in accordance with the instructions of your bank or brokerage firm or other nominee.

We appreciate your ongoing support of Spectrum Brands Holdings, Inc.

Sincerely,



David M. Maura
Chief Executive Officer and Chairman of the Board

Notice of Annual Meeting of Stockholders to Be Held on August 5, 2026

June 26, 2026

To Our Stockholders:

We will hold the Annual Meeting of Stockholders (the "Annual Meeting") of Spectrum Brands Holdings, Inc., a Delaware corporation (the "Company," "Spectrum Brands," "we," "us" or "our"), on August 5, 2026 at 9:30 a.m., Central Time, at the Middleton, WI office of Spectrum Brands Holdings, Inc., 3001 Deming Way, Middleton, WI 53562. We may, at any time prior to the Annual Meeting, elect to change the place of the meeting (including holding the meeting through a "virtual" or online method) and/or postpone or cancel the meeting in accordance with applicable law.

THE PURPOSES OF THE ANNUAL MEETING ARE TO:

- 1 elect the director nominees named in this proxy statement (the "Proxy Statement") to our Board of Directors;
- 2 ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2026; and
- 3 approve, on an advisory basis, the compensation of the Company's named executive officers.

Our Board of Directors recommends a vote FOR each of the nominees in Proposal 1 and FOR Proposals 2 and 3. These proposals are described in the attached Proxy Statement, which you are encouraged to read fully. Stockholders will also consider any additional business that may be properly brought before the Annual Meeting or any adjournment or postponement thereof.

If you wish to attend the Annual Meeting in person, you must reserve your seat by July 29, 2026 by contacting our Investor Relations Department at investorrelations@spectrumbrands.com. Additional details regarding requirements for admission to the Annual Meeting are described in the attached Proxy Statement under the heading "How do I attend the Annual Meeting and do I need to do anything in advance to attend?"

Our Board of Directors has set the close of business on June 12, 2026 as the record date for the Annual Meeting (the "Record Date"). Only stockholders of record at the close of business on the Record Date are entitled to notice of, and to vote at, the Annual Meeting and any adjournment or postponement thereof. A list of stockholders entitled to vote at the Annual Meeting will be available for inspection at the Annual Meeting and will also be available for twenty days prior to the Annual Meeting, during normal business hours, at the Middleton, WI office of the Company, located at 3001 Deming Way, Middleton, WI 53562.

The vote of each eligible stockholder is important. Please vote as soon as possible so your vote is recorded promptly, even if you plan to attend the Annual Meeting.

Under Securities and Exchange Commission rules that allow companies to furnish proxy materials to stockholders over the Internet, we have elected to make our proxy materials available to all of our stockholders over the Internet. We will be able to provide stockholders with the information they need, while at the same time lowering the cost of delivery. On or about June 26, 2026, we will commence sending to our stockholders a Notice of Internet Availability of Proxy Materials (the “Notice”), containing instructions on how to access our Proxy Statement and Annual Report on Form 10-K for the fiscal year ended September 30, 2025, as filed with the Securities and Exchange Commission on November 18, 2025, and Amendment No. 1 thereto, as filed with the SEC on January 23, 2026. The Notice also provides instructions on how to vote online or vote by phone and includes instructions on how to receive a paper copy of the proxy materials by mail.

By Order of the Board of Directors,

/s/ Ehsan Zargar

Ehsan Zargar
Executive Vice President, General Counsel, and Corporate Secretary

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Proxy Statement for the 2026 Annual Meeting of Stockholders

This summary highlights information you will find in this proxy statement (the "Proxy Statement"). As it is only a summary, please review the complete Proxy Statement before you vote.

MEETING DETAILS



Date and Time:

August 5, 2026 at 9:30 a.m., Central Time



Location:

Middleton, WI office: 3001 Deming Way, Middleton, WI 53562



Record Date:

June 12, 2026



Proxy Mail Date:

On or about June 26, 2026

HOW TO VOTE



By Internet:

If you received the Notice, follow the instructions in the Notice. If you received a printed copy of this Proxy Statement, log on to: www.proxyvote.com. Follow the on-screen instructions available 24 hours a day, 7 days a week



By Phone:

Call 1-800-690-6903. Follow the recorded instructions available 24 hours a day, 7 days a week



By Mail:

Vote, sign and date your Proxy Card and return in the postage-paid envelope



In Person:

Attend the Annual Meeting at 3001 Deming Way, Middleton, WI 53562

Voting:

Each share of common stock is entitled to one vote for each director nominee and one vote for each of the other proposals to be voted on.

Admission:

Admission to the 2026 Annual Meeting of Stockholders is limited to stockholders as of the Record Date or their duly appointed proxies. If you attend, please note that you may be asked to present valid picture identification, such as a driver's license or passport.

2026 ANNUAL MEETING AGENDA AND VOTE RECOMMENDATIONS

Matter	Board Vote Recommendation	
Proposal 1	Election of Directors	✓ FOR
Proposal 2	Ratification of Appointment of Independent Registered Public Accounting Firm	✓ FOR
Proposal 3	Advisory Vote on Executive Compensation	✓ FOR

General Information About the Proxy Statement and Annual Meeting

WHY AM I RECEIVING THESE MATERIALS?

This Proxy Statement, the accompanying Notice of Annual Meeting of Stockholders, and proxy card are being furnished to the stockholders of the Company by the Board of Directors (the "Board") to solicit your proxy to vote at the 2026 Annual Meeting of Stockholders of the Company and any adjournments or postponements thereof (the "Annual Meeting") to be held on August 5, 2026, at 9:30 a.m., Central Time, at the Middleton, WI office of the Company, 3001 Deming Way, Middleton, WI 53562. The Board may, at any time prior to the Annual Meeting, elect to change the place of the meeting (including holding the meeting through a "virtual" or online method) and/or postpone or cancel the meeting in accordance with applicable law.

This Proxy Statement summarizes the information that holders of our shares need in order to vote at the Annual Meeting. Unless stated otherwise herein or the context requires otherwise, references to "shares" means shares of our common stock, par value \$0.01 (the "Common Stock"), and "stockholder" means a holder of our Common Stock.

We are furnishing proxy materials to our stockholders via the Internet by mailing a Notice of Internet Availability of Proxy Materials (the "Notice"), instead of mailing or emailing copies of those materials. The Notice directs stockholders to a website where they can access our proxy materials, including this Proxy Statement and our 2025 Annual Report, and view instructions on how to vote via the Internet, mobile device, or by telephone. If you received a Notice and would prefer to receive a paper copy of our proxy materials, please follow the instructions included in the Notice.

We will begin mailing the Notice on or about June 26, 2026. To ensure that your proxy is voted at the Annual Meeting, your proxy should be received no later than 4:00 p.m., Central Time, on August 4, 2026 if given by mail, or by 10:59 p.m., Central Time, on August 4, 2026 if submitted by telephone or over the Internet.

We have requested that banks, brokerage firms and other nominees who hold shares on behalf of the beneficial owners of our shares (such stock is often referred to as being held in "street name") as of the close of business on June 12, 2026 forward these materials, together with a proxy card or voting instruction card, to those beneficial owners. We have agreed to pay the reasonable expenses of the banks, brokerage firms and other nominees for forwarding these materials.

WHAT IS THE PURPOSE OF THE ANNUAL MEETING?

At the Annual Meeting, including any adjournment or postponement thereof, our stockholders will be asked to consider and vote upon three proposals to:

- 1** elect each of Sherianne James, Leslie L. Campbell, Hugh R. Rovit, Gautam Patel, David M. Maura and Terry L. Polistina to our Board of Directors;
- 2** ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2026 ("Fiscal 2026"); and
- 3** approve, on an advisory basis, the compensation of the Company's named executive officers.

You may also be asked to consider and vote to transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof. Other than matters incident to the conduct of the Annual Meeting and those set forth in this Proxy Statement, we do not know of any business or proposals to be considered at the Annual Meeting. If any other business is proposed and properly presented at the Annual Meeting, the proxies received from our stockholders give the proxy holders the authority to vote on the matter at their discretion.

WHO ARE THE NOMINEES FOR ELECTION AND WHAT WOULD BE THE SIZE AND COMPOSITION OF THE BOARD AND ITS STANDING COMMITTEES FOLLOWING THEIR ELECTION?

At this Annual Meeting, the nominees for election are Ms. James and Messrs. Campbell, Rovit, Patel, Maura and Polistina. In November 2025, Joan Chow unexpectedly resigned from the Board to attend to a family matter, which altered the composition of the Board. See “*Directors, Executive Officers and Corporate Governance*” for our nominees’ biographical information. If Proposal 1 (election of directors) is approved, the Board will consist of six directors and will not have any vacancies. We will continue to review the size and composition of the Board.

As of the date hereof, Ms. James and Messrs. Campbell, Rovit, Patel and Polistina are “independent” directors under the applicable SEC rules, the New York Stock Exchange (the “NYSE”) Listed Company Manual and other rules (together, the “NYSE Rules”) and the Company’s Corporate Governance Guidelines. As of the date hereof, our Audit Committee is comprised of Messrs. Patel (Chair), Campbell and Rovit. Each of Messrs. Patel, Campbell and Rovit qualifies as an “audit committee financial expert,” as defined in the rules promulgated by the SEC in furtherance of Section 407 of the Sarbanes-Oxley Act of 2002. As of the date hereof, our Compensation Committee is comprised of Messrs. Polistina (Chair) and Patel and Ms. James. As of the date hereof, our Nominating and Corporate Governance Committee (our “NCG Committee”) is comprised of Ms. James (Chair) and Messrs. Polistina and Rovit.

WHAT DOES OUR BOARD RECOMMEND?

Our Board recommends that you vote "FOR" each of the nominees in Proposal 1 and "FOR" Proposals 2 and 3.

WHO CAN VOTE?

Our Board has fixed the close of business on June 12, 2026 as the date to determine the stockholders who are entitled to attend and vote at the Annual Meeting (the “Record Date”). On the Record Date, our outstanding capital stock consisted of 22,995,596 shares of Common Stock, which was held by approximately 942 holders of record including persons who hold shares for an indeterminate number of beneficial owners. Each share of Common Stock is entitled to one vote for each director nominee and one vote for each of the other proposals to be voted on at the Annual Meeting.

CAN I OBTAIN A LIST OF STOCKHOLDERS ENTITLED TO VOTE AT THE ANNUAL MEETING?

A list of stockholders entitled to vote at the Annual Meeting will be available for inspection at the Annual Meeting and will also be available for twenty days prior to the Annual Meeting, during normal business hours, at the Middleton, WI office of the Company, located at 3001 Deming Way, Middleton, WI 53562. Stockholders of record may inspect the list for proper purposes during normal business hours.

WHAT IS THE DIFFERENCE BETWEEN A STOCKHOLDER OF RECORD AND A BENEFICIAL OWNER OF SHARES HELD IN “STREET NAME”?

Stockholder of record. You are a stockholder of record if at the close of business on the Record Date your shares were registered directly in your name with the Company’s transfer agent, Equiniti Trust Company, LLC. The Notice was sent directly to you by the Company and you can vote your shares as instructed on the accompanying proxy card.

Beneficial owner of shares held in “street name.” You are a beneficial owner if at the close of business on the Record Date your shares were held in the name of your bank, brokerage firm or other nominee. Being a beneficial owner means that your shares are held in “street name.” The Notice was forwarded to you by that organization, and their instructions for voting your shares should accompany this Proxy Statement.

HOW DO I ATTEND THE ANNUAL MEETING, AND DO I NEED TO DO ANYTHING IN ADVANCE TO ATTEND?

All stockholders at the close of business on the Record Date are invited to attend the Annual Meeting. All stockholders planning to attend the Annual Meeting in person must contact our Investor Relations Department at investorrelations@spectrumbands.com by no later than July 29, 2026 to reserve a seat at the Annual Meeting. For admission, stockholders should come to the Annual Meeting check-in area no less than 15 minutes before the Annual Meeting is scheduled to begin. Stockholders of record should bring a form of photo identification so their share ownership can be verified. A beneficial owner holding shares in “street name” must also bring an account statement or letter from his or her bank or brokerage firm showing that he or she beneficially owns shares as of the close of business on the Record Date, along with a form of photo identification. Registration will begin at 7:30 a.m., Central Time and the Annual Meeting will begin at 9:30 a.m., Central Time. Please note that the use of cameras and other recording devices will not be allowed at the Annual Meeting.

IF I AM A STOCKHOLDER OF RECORD, HOW DO I VOTE AND WHAT ARE THE VOTING DEADLINES?

If you are a stockholder of record, there are several ways for you to vote your shares:

- **By mail.** If you received printed proxy materials, you may submit your vote by completing, signing and dating the proxy card received and returning it in the prepaid envelope by following the instructions that appear on the proxy card. Proxy cards submitted by mail must be received no later than 4:00 p.m., Central Time, on August 4, 2026 to be voted at the Annual Meeting.
- **By telephone or over the Internet.** You may vote your shares by telephone or via the Internet by following the instructions provided in the proxy card or Notice. If you vote by telephone or via the Internet, you do not need to return a proxy card by mail. Internet and telephone voting are available 24 hours a day, 7 days a week. Votes submitted by telephone or through the Internet must be received by 10:59 p.m., Central Time, on August 4, 2026 to be voted at the Annual Meeting.
- **In person at the Annual Meeting.** You may vote your shares in person at the Annual Meeting. Even if you plan to attend the Annual Meeting, we recommend that you also submit your proxy card or vote by telephone or via the Internet by the applicable deadline so that your vote will be counted if you later decide not to attend the meeting.

Details regarding requirements for admission to the Annual Meeting are described in this Proxy Statement under the heading “How do I attend the Annual Meeting, and do I need to do anything in advance to attend?”

IF I HOLD MY SHARES IN “STREET NAME,” HOW DO I VOTE AND WHAT ARE THE VOTING DEADLINES?

If you are a beneficial owner of your shares, you should have received voting instructions from the bank, brokerage firm or other nominee holding your shares. You should follow such instructions in order to instruct your bank, brokerage firm or other nominee on how to vote your shares. The availability of telephone and Internet voting will depend on the voting process of the bank, brokerage firm or other nominee holding your shares. Shares held beneficially may be voted in person at the Annual Meeting only if you obtain a legal proxy from the broker or nominee giving you the right to vote the shares. Details regarding requirements for admission to the Annual Meeting are described in this Proxy Statement under the heading “How do I attend the Annual Meeting and do I need to do anything in advance to attend?”

CAN I REVOKE OR CHANGE MY VOTE AFTER I SUBMIT MY PROXY?

Stockholders of record. If you are a stockholder of record, you may revoke your vote at any time before the final vote at the Annual Meeting by:

- signing and returning a new proxy card with a later date, since only your latest proxy card received no later than 4:00 p.m., Central Time, on August 4, 2026 will be counted;
- submitting a later-dated vote by telephone or via the Internet, since only your latest Internet or telephone vote received by 10:59 p.m., Central Time, on August 4, 2026 will be counted;
- attending the Annual Meeting in person and voting again; or
- delivering a written revocation to Ehsan Zargar, Executive Vice President, General Counsel, and Corporate Secretary at Spectrum Brands Holdings, Inc., One Rider Trail Plaza Drive, Suite 300, Earth City, MO 63045, no later than 4:00 p.m., Central Time, on August 4, 2026.

Beneficial owners of shares held in "street name." If you are a beneficial owner of your shares, you must contact the broker or other nominee holding your shares and follow its instructions for changing your vote.

WHAT IS A "QUORUM"?

We may hold the Annual Meeting only if a "quorum" is present, either in person or by proxy. A "quorum" is a majority of our outstanding shares entitled to vote on the Record Date. Your shares will be counted towards establishing a quorum if you vote by mail, telephone, or over the Internet or if you vote in person at the Annual Meeting. Abstentions and broker non-votes are counted for purposes of determining whether a quorum exists. If a quorum is not present at the Annual Meeting, we may adjourn the meeting from time to time until we have established a quorum.

WHAT IF I DO NOT GIVE SPECIFIC INSTRUCTIONS?

Stockholder of record. If you are a record holder of shares and you sign and return your proxy card without providing specific voting instructions, the proxy holders will vote your shares as recommended by our Board on all matters presented in this Proxy Statement, and as the proxy holders determine in their discretion with respect to any other matters properly presented for a vote at the Annual Meeting.

Beneficial owner of shares held in "street name." If your shares are held in "street name" and you do not give specific voting instructions to your nominee, then, under the NYSE Rules, your nominee generally may vote your shares on routine matters but cannot vote your shares on non-routine matters. If you do not give instructions on how to vote your shares on a non-routine matter, your nominee will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares; this is referred to as a "broker non-vote."

WHICH BALLOT MEASURES ARE "ROUTINE" OR "NON-ROUTINE"?

Proposal 1 (election of directors) and Proposal 3 (the approval, on an advisory basis, of the compensation of the Company's named executive officers) are considered non-routine matters under applicable rules. A brokerage firm or other nominee cannot vote without instructions on a non-routine matter. Therefore, if you hold your shares in street name, it is critical that you give instructions on how to cast your vote with respect to these matters if you want your votes to count. If you do not instruct your bank, brokerage firm or other nominee how to vote on these matters, no votes will be cast on your behalf.

Proposal 2 (the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for Fiscal 2026) is considered routine under applicable rules. A broker or other nominee generally may vote on routine matters, and therefore no broker non-votes are expected in connection with this matter.

WHAT VOTE IS REQUIRED TO APPROVE THE PROPOSALS?

Director nominees up for election in Proposal 1 will each be elected by a majority of the votes cast in person or by proxy.

We have adopted a majority voting policy for the election of directors, which is in line with current corporate governance best practices. Pursuant to this voting policy, which applies in the case of uncontested director elections, a director must be elected by a majority of the votes cast with respect to the election of such director. For purposes of this policy, a “majority of the votes cast” means that the number of shares voted “for” a director must exceed the number of shares voted “against” that director and abstentions and broker non-votes are not counted as “votes cast.” This voting policy provides that in the event that an incumbent director nominee receives a greater number of votes “against” than votes “for” their election, they must (within five business days following the final certification of the related election results) offer to tender their written resignation from our Board to our NCG Committee. Our NCG Committee will review such offer of resignation and will consider 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 our Board concerning the acceptance or rejection of such tendered offer of resignation. The decision of our Board will be publicly disclosed.

In the case of contested elections, the required voting standard to be elected as a director will be a plurality voting standard. Under such plurality voting standard, the nominees receiving the most votes “for” their election at a meeting of stockholders at which a quorum is present would be elected to our Board (despite the amount of “against” or “withhold” votes, abstentions or broker non-votes with respect to any nominee).

The affirmative vote of the holders of a majority of the votes represented at the Annual Meeting in person or by proxy and entitled to vote on the matter is required to ratify the appointment of KPMG LLP as our independent registered public accounting firm for Fiscal 2026 (Proposal 2) and to approve, on an advisory basis, the compensation of our named executive officers (Proposal 3).

HOW ARE BROKER "NON-VOTES" AND ABSTENTIONS TREATED?

Broker “non-votes” and shares held as of the Record Date by holders who are present in person or represented by proxy at the Annual Meeting but who have abstained from voting or have not voted with respect to some or all of such shares on any proposal to be voted on at the Annual Meeting will be counted as present for purposes of establishing a quorum.

Abstentions will: (i) have no effect on the outcome of the votes on Proposal 1 (election of directors) because this proposal is determined by a majority of the votes cast in the event of an uncontested election and a plurality vote in the case of a contested election and (ii) have the effect of a vote against each of Proposal 2 (ratification of KPMG LLP’s appointment as auditor) and Proposal 3 (advisory vote on executive compensation) because approval of each of these proposals requires the affirmative vote of a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote.

Broker “non-votes”: (i) have no effect on the outcome of the votes on Proposal 1 (election of directors) and Proposal 3 (advisory vote on executive compensation) because broker “non-votes” are not considered to be shares entitled to vote at the Annual Meeting and (ii) are not expected for Proposal 2 (ratification of KPMG LLP’s appointment as auditor) because such proposal is considered routine under applicable rules and a broker or other nominee generally may vote on routine matters.

WHO WILL COUNT THE VOTES AND SERVE AS THE INSPECTOR OF ELECTION?

The Company expects to engage American Election Services, LLC as the independent inspector of election to tabulate stockholder votes at the Annual Meeting. In the event American Election Services, LLC is not engaged, one or more persons appointed by the Company will serve as the inspector of election.

WHO IS MAKING AND PAYING FOR THIS PROXY SOLICITATION?

This proxy is solicited on behalf of our Board. Certain officers, directors and other employees may also solicit proxies on our behalf by mail, telephone, fax, Internet or in person. The Company is paying for the cost of preparing, assembling and mailing this proxy soliciting material. We have engaged Okapi Partners LLC (“Okapi Partners”) to assist us in the distribution of proxy materials and the solicitation of votes described above. We will bear the costs of the fees for the solicitation agent, which are not expected to exceed \$25,000.00, excluding out-of-pocket expenses. Brokers, nominees, fiduciaries and other custodians have been requested to forward soliciting material to the beneficial owners of our Common Stock held of record by them, and these custodians will be reimbursed for their reasonable charges and expenses to forward our proxy materials to their customers or principals.

WHAT IS THE DEADLINE TO PROPOSE ACTIONS FOR CONSIDERATIONS AT THE 2027 ANNUAL MEETING OF STOCKHOLDERS?

We currently expect to hold our 2027 Annual Meeting of Stockholders in August 2027. Under Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), for a stockholder’s proposal to be considered timely for inclusion in our proxy statement and form of proxy relating to the 2027 Annual Meeting of Stockholders, we must receive such proposal by the close of business on February 23, 2027. However, if the date of the 2027 Annual Meeting of Stockholders is more than 30 days before or after the first anniversary of this year’s Annual Meeting, we must receive such proposal within a reasonable time prior to the Company beginning to print and distribute proxy materials for such meeting.

For a stockholder’s proposal to be considered timely under our Third Restated By-Laws (our “By-Laws”) (and subject to all of the provisions fully set forth therein) for consideration at our 2027 Annual Meeting of Stockholders (without inclusion in the proxy statement for such meeting pursuant to Rule 14a-8), it generally must be received no later than the close of business on May 6, 2027 (and no earlier than the close of business on April 6, 2027). However, if the date of the 2027 Annual Meeting of Stockholders is more than 30 days before (or more than 60 days after) the first anniversary of this year’s Annual Meeting, then notice by the stockholder must be received: (i) no earlier than the close of business on the 120th day prior to the 2027 Annual Meeting of Stockholders; and (ii) no later than the close of business on the later of: (a) the 90th day prior to such meeting and (b) the 10th day following the day on which we publicly announce the meeting date.

In addition to satisfying the foregoing notice requirements under our By-Laws, to comply with the SEC’s universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than our nominees must comply with the additional requirements of Rule 14a-19 under the Exchange Act.

WHERE CAN I FIND VOTING RESULTS?

We will announce preliminary voting results at the Annual Meeting. We will publish the final voting results from the Annual Meeting in a Current Report on Form 8-K within four business days of the date of the Annual Meeting. You will also be able to find the results on our website at www.spectrumbrands.com.

WHAT IS OUR POLICY WITH RESPECT TO THE ATTENDANCE OF OUR DIRECTORS AT BOARD AND STANDING COMMITTEE MEETINGS AND ANNUAL MEETINGS OF STOCKHOLDERS?

The Board and the directors recognize the importance of director attendance at Board and committee meetings. During Fiscal 2025, all of our directors attended 100% of the meetings of the Board and committees on which they served. We do not have a formal policy regarding the attendance of our directors at our annual meetings of stockholders, but we encourage all of our directors to attend. All of our directors attended the 2025 Annual Meeting of Stockholders.

HOW CAN STOCKHOLDERS COMMUNICATE WITH OUR BOARD?

Stockholders may communicate with our Board by writing to the Board of Directors at the following address: c/o Executive Vice President, General Counsel, and Corporate Secretary at Spectrum Brands Holdings, Inc., 3001 Deming Way, Middleton, WI 53562. Please see the additional information in the section captioned “Communications with our Board.”

I SHARE AN ADDRESS WITH ANOTHER STOCKHOLDER, AND WE RECEIVED ONLY ONE PAPER COPY OF THE PROXY MATERIALS. HOW CAN I OBTAIN AN ADDITIONAL COPY OF THE PROXY MATERIALS?

The SEC allows us to deliver a single copy of proxy materials to an address shared by two or more stockholders, unless the stockholders instruct us to the contrary. This delivery method, referred to as "householding," can result in significant cost savings for us. We will promptly provide you another copy of these materials, without charge, if you contact our proxy solicitor using the following contact information:



1212 Avenue of the Americas, 17th Floor
 New York, New York 10036
 Banks and Brokerage Firms, Please Call (212) 297-0720
 Stockholders and All Others Call Toll-Free: (888) 785-6707
 Email: info@okapipartners.com

In addition, a copy of proxy materials, as well as the documents we file with the SEC, are available on our website at www.spectrumbrands.com; the materials furnished with this Proxy Statement include a copy of the Company's 2025 Annual Report (but such material is not incorporated by reference into our proxy materials).

Stockholders of record sharing an address who receive multiple copies of proxy materials and wish to receive a single copy of such materials in the future should submit their request to us in the same manner. If you are the beneficial owner, but not the record holder, of our shares and wish to receive only one copy of the proxy statement materials in the future, you need to contact your bank, brokerage firm or other nominee to request that only a single copy of each document be mailed to all stockholders at the shared address.

WHAT IS THE RECENT CORPORATE HISTORY OF THE COMPANY? HOW HAVE THE COMPANY'S STRATEGY, OPERATIONS AND CORPORATE STRUCTURE EVOLVED?

Over the past several years, we have streamlined our business holdings and now focus on our core areas of expertise. Prior to 2018, we owned six business units, which consisted of our Global Battery and Lighting business, our Global Auto Care business, our Hardware and Home Improvement business ("HHI"), our Home and Personal Care business ("HPC"), our Home and Garden business ("H&G") and our Global Pet Care business ("GPC"). Following a careful review of our strategy in 2018, we determined to take a number of strategic actions and have achieved the following important outcomes:

- We sold our Global Battery and Lighting business in January 2019 for \$2 billion, prior to purchase price and other adjustments;
- We sold our Global Auto Care business in January 2019 for \$1.2 billion, consisting of \$938.7 million in cash proceeds and \$242.1 million in stock of the purchaser;
- We sold our HHI business in June 2023 for \$4.3 billion, prior to purchase price and other adjustments;
- We bolstered our GPC, H&G and HPC businesses through a number of acquisitions; and
- We have significantly improved our operations and reduced our inventory levels, resulting in decreased warehousing costs and a more nimble supply chain.

In May 2026, we entered into a strategic partnership with Oaktree Capital Management ("Oaktree") pursuant to which Oaktree acquired a 27% interest in our HPC business. This investment establishes a strategic partnership designed to support the long-term growth of the HPC business both organically and inorganically. This transaction represents a further step in our previously announced commitment to separate the HPC business from our GPC and H&G businesses.

Restructuring, Operational Efficiencies & Our Teams

In connection with the reduction of our business holdings, we have engaged in numerous restructurings and other initiatives to reduce our overall business footprint, eliminate costs, reduce operational complexity, minimize our held inventory, and invest in growth initiatives. In connection with these efforts, we also significantly reduced our headcount.

We downsized our senior executive team through the elimination of our Chief Operating Officer and our Chief Human Resources Officer positions. When Ms. Chow, one of our Board members, resigned unexpectedly in November 2025 to attend to a family matter, we reduced the size of our Board to six directors. In light of the macroeconomic challenges and our cost reduction activities, during Fiscal 2025 we did not add any additional members to our Board or our senior executives comprising our named executive officers. We will continue to review the size and composition of the Board.

WHERE ARE THE COMPANY'S PRINCIPAL EXECUTIVE OFFICES LOCATED AND WHAT IS THE COMPANY'S MAIN TELEPHONE NUMBER?

Our principal executive offices are located at 3001 Deming Way, Middleton, WI 53562. You may contact our Investor Relations Department by phone at (608) 278-6207 or by email at investorrelations@spectrumbrands.com.

WHO CAN HELP ANSWER MY QUESTIONS?

If you have any questions about the Annual Meeting or how to vote or revoke your proxy, you should contact our proxy solicitor: Okapi Partners LLC, located at 1212 Avenue of the Americas, 17th Floor, New York, New York 10036. Banks and Brokerage Firms, Please Call (212) 297-0720. All Others Call Toll-Free: (888) 785-6707. Email: info@okapipartners.com.

Directors, Executive Officers and Corporate Governance

OUR BOARD OF DIRECTORS

In accordance with our By-Laws and our Amended and Restated Certificate of Incorporation (our “Charter”), our Board currently consists of six members. In August 2021, at our annual stockholders’ meeting, our stockholders approved an amendment to our Charter to declassify our Board. The declassification process was completed as of our 2024 annual stockholders’ meeting. At our 2025 annual stockholders’ meeting, all directors were re-elected for one-year terms.

Our NCG Committee considers and chooses nominees for our Board with the primary goal of presenting a well-qualified slate of candidates who will serve the interests of our Company and our stockholders, taking into account the attributes of each candidate’s professional skill sets and credentials. In evaluating nominees, our NCG Committee reviews each candidate’s background and assesses each candidate’s independence, skills, experience, personal background, and expertise based upon a number of factors. We seek directors with the highest professional and personal ethics, integrity and character who have experience at the governance and policy-making level in their respective fields and are able to bring their unique perspectives to the Board. Our NCG Committee reviews the professional background of each candidate to determine whether each candidate has the appropriate experience and ability to effectively make important decisions as a member on our Board. Our NCG Committee also determines whether a candidate’s skills and experience complement and enhance the collective skills and experience of our existing Board members.

In furtherance of our robust stockholder outreach and commitment to consider stockholder feedback, our NCG Committee and our investor relations and management teams carefully consider any potential nominees for our Board recommended by our stockholders. Any such recommendations can be mailed to: c/o Executive Vice President, General Counsel, and Corporate Secretary at Spectrum Brands Holdings, Inc., 3001 Deming Way, Middleton, WI 53562.

Director Skills, Background and Experiences

Our Board seeks to maintain an appropriate balance of skills, experience and diversity of perspectives necessary to enhance the effectiveness of the Board, reflect our broad consumer base and maintain the highest standards of corporate governance. Pursuant to our policies, the selection of Board candidates is based on a range of perspectives with reference to the Company's business model and specific needs, including, but not limited to, talents, skills and expertise, industry experience, professional experience, unique personal experience and background, educational background and other similar characteristics.

Our directors collectively represent a robust and diverse set of skills and experience, which we believe positions our Board and its committees well to effectively oversee the execution of our business strategy and to advance the interests of the Company and its stakeholders. The following table summarizes some of the key categories of skills and experience of our current directors. The absence of any given category of key skills or experiences does not necessarily signify a lack of qualification in any such category.

Skills & Experience	Directors					
	Sherianne James	Leslie L. Campbell	Hugh R. Rovit	Gautam Patel	David M. Maura	Terry L. Polistina
Accounting/Auditing		●	●	●	●	●
Business Operations	●	●	●	●	●	●
Consumer Products	●	●	●		●	●
Corporate Governance	●		●	●	●	●
Corporate Strategy & Business Development	●	●	●	●	●	●
Ethics/Corporate Social Responsibility	●	●	●	●	●	●
Executive Leadership & Management	●	●	●		●	●
Finance/Capital Management & Allocation		●	●	●	●	●
Human Resources & Compensation			●	●	●	●
International Business Experience	●	●	●	●	●	●
Marketing/Sales or Brand Management	●	●	●		●	●
Mergers & Acquisitions	●	●	●	●	●	●
Public Company Board Experience	●	●	●	●	●	●
Public Company Executive Experience	●		●		●	●

Board & Committee Composition

The names of our six current directors and their respective ages, Board tenures and committee memberships are each set forth in the following table:

Name	Age	Tenure	Committee Membership ¹		
			A	C	NCG
Sherianne James Independent Director	57	2018		○	●
Leslie L. Campbell Independent Director	66	2021	○		
Hugh R. Rovit Independent Director	65	2018	○		○
Gautam Patel Independent Director	54	2020	●	○	
David M. Maura Executive Chairman	53	2018			
Terry L. Polistina Lead Independent Director	62	2018		●	○

1. Committee membership: A = Audit Committee; C = Compensation Committee; NCG = NCG Committee; ● indicates committee Chair; ○ indicates committee member.

Director Biographies

Set forth below are biographies for each of our directors, accompanied by descriptions of some of their key skills and experiences. The absence of any given category of key skills or experiences from the list preceding a director's biography does not necessarily signify a lack of qualification in any such category.

Sherianne James

Independent Director since:
October 2018

Age: 57

Background: Female,
African American

Assignments/Committees:
NCG Committee (Chair),
Compensation Committee

Sherianne James was appointed to our Board in October 2018. Since January 2025, Ms. James has served as the Chief Marketing Officer at Heartland Dental. From August 2017 to January 2025, she served as the Chief Marketing Officer of Essilor of America, as well as the SVP of Customer Engagement since March 2020 and previously was Vice President, Consumer Marketing since July 2016. From February 2011 to July 2016, she held positions of increasing responsibility in marketing and operations for Transitions Optical, a division of Essilor of America, culminating in her role as Vice President of Transitions Optical from April 2014 to July 2016. From July 2005 through December 2010, Ms. James was Senior Marketing Manager for Russell Hobbs/Applica. She previously held a number of key project manager, research manager and brand manager positions with Kraft Foods, Inc. and, later, Kraft/Nabisco Foods from June 1995 to June 2005. Ms. James earned a B.S. degree in chemical engineering from the University of Florida in 1994 and an MBA from Northwestern University's Kellogg Graduate School of Management in 2002.

See table on page 10 for Ms. James' key skills and experiences.

Leslie L. Campbell

Independent Director since:
April 2021

Age: 66

Background: Male, African
American

Assignments/Committees:
Audit Committee

Leslie L. Campbell was appointed to our Board in April 2021. Since 2015, Mr. Campbell has been the owner and Chief Executive Officer of Campbell & Associates LLC, a product development and engineering company. From 2013 to 2015, he served as Executive Vice President at AAMP Global, a vehicle technology company where he was responsible for engineering, research and development, new product development and operations. From 2002 to 2013, Mr. Campbell served in various senior roles of increasing responsibility in the engineering department for Applica Consumer Products, including serving the last six years of his tenure as Vice President of Engineering Quality and Regulatory where he was responsible for the design and development of new products and the maintenance of existing core product lines. From 1999 to 2002, Mr. Campbell served as Chief Engineer for B/E Aerospace where he was responsible for the design and development of galley products for commercial airlines. From 1995 to 1999, Mr. Campbell served as a Senior Research Engineer for Baker Hughes. From 1990 to 1995, he served as Senior Engineer at the Johnson Space Center (NASA) and from 1989 to 1990 he was a Senior Engineer at General Electric - Aerospace Division. Mr. Campbell received an undergraduate degree in engineering from the University of Florida.

See table on page 10 for Mr. Campbell's key skills and experiences.

Hugh R. Rovit

Independent Director since:

July 2018

Age: 65

Background: Male,
Caucasian

Assignments/Committees:

Audit Committee,
NCG Committee

Hugh R. Rovit was appointed to our Board in July 2018. Mr. Rovit is currently Chief Executive Officer of Pegasus Home Fashions, a leading manufacturer of bed pillows and utility bedding products. Mr. Rovit previously served as Chief Executive Officer of MISSION, a leader in cooling and heat-relief solutions from May 2022 to October 2023 as well as Chief Executive Officer of S'well, Inc., a global manufacturer and marketer of reusable stainless-steel bottles and accessories from February 2020 until its sale to a strategic competitor in March 2022. Prior to that time, Mr. Rovit served as Chief Executive Officer of Ellery Homestyles, a leading supplier of branded and private label home fashion products to major retailers offering curtains, bedding, throws, and specialty products, from May 2013 until its sale in September 2018 to a strategic competitor. Previously, Mr. Rovit served as Chief Executive Officer of Sure Fit, Inc., a marketer and distributor of home furnishing products from 2006 until its sale to a strategic competitor in December 2012 and was a Principal at turnaround management firm Masson & Company from 2001 through 2005. Previously, Mr. Rovit held the positions of Chief Financial Officer of Best Manufacturing Inc., a manufacturer and distributor of institutional service apparel and textiles, from 1998 through 2001 and Chief Financial Officer of Royce Hosiery Mills, Inc., a manufacturer and distributor of men's and women's hosiery, from 1991 through 1998. Mr. Rovit is also a director of GSC Technologies, Inc. and previously served as a director of PlayPower Inc., Nellson Nutraceuticals, Inc., Kid Brands Inc., Atkins Nutritional, Inc., Oneida, Ltd., Cosmetic Essence, Inc., Xpress Retail and Twin Star International. Mr. Rovit received his B.A. degree from Dartmouth College and has an MBA from Harvard Business School.

See table on page 10 for Mr. Rovit's key skills and experiences.

Gautam Patel

Independent Director since:

October 2020

Age: 54

Background: Male, Asian /
South Asian

Assignments/Committees:

Audit Committee (Chair),
Compensation Committee

Gautam Patel was appointed to our Board in October 2020. Mr. Patel has served as Managing Director of Tarsadia Investments, a private investment firm based in Newport Beach, California, since 2012. In that role, Mr. Patel has led a team of investment professionals to identify, evaluate and execute principal control equity investments across sectors including life sciences, financial services and technology. Prior to joining Tarsadia, Mr. Patel served as Managing Director at Lazard from 2008 to 2012, where he led financial and strategic advisory efforts in sectors including transportation and logistics, private equity and healthcare. Prior to that, Mr. Patel served in a variety of advisory roles at Lazard from 1999 to 2008, including restructuring, bankruptcy and corporate reorganization assignments in 2001 and 2008. From 1994 to 1997, Mr. Patel was an Analyst at Donaldson, Lufkin & Jenrette, where he worked on mergers and acquisitions as well as high-yield and equity financings. Mr. Patel is currently a Board Member of Amneal Pharmaceuticals (NYSE: AMRX). Mr. Patel also serves on the board of Casita Maria Center for Arts and Education, a New York-based nonprofit organization which aims to empower children through arts-based education. Mr. Patel received a B.A. from Claremont McKenna College, a B.S. from Harvey Mudd College, an MSc from the London School of Economics and an MBA from the University of Chicago.

See table on page 10 for Mr. Patel's key skills and experiences.

Terry L. Polistina

Independent Director since:

July 2018

Age: 62**Background:** Male,
Caucasian**Assignments/Committees:**Lead Independent Director,
Compensation Committee
(Chair), NCG Committee

Terry L. Polistina was appointed to our Board in July 2018. Mr. Polistina served as the President, Small Appliances of Spectrum Brands Legacy, Inc. beginning in June 2010 and became President – Global Appliances of SPB Legacy in October 2010 until September 2013. Prior to that, Mr. Polistina served as the Chief Executive Officer and President of Russell Hobbs from 2007 until 2010. Mr. Polistina served as Chief Operating Officer at Applica from 2006 to 2007 and Chief Financial Officer from 2001 to 2007, at which time Applica combined with Russell Hobbs. Mr. Polistina previously served as a director of privately held Entic, Inc. Mr. Polistina is currently Chief Financial Officer and a director of VYVVE, LLC, a skincare company, which positions he has held since September 2024. VYVVE, LLC filed a bankruptcy petition in the U.S. Bankruptcy Court for the Southern District of Florida on April 7, 2025. Mr. Polistina received an undergraduate degree in finance from the University of Florida and holds an MBA from the University of Miami.

[See table on page 10 for Mr. Polistina's key skills and experiences.](#)

See “*Our Executive Officers*” below for certain information regarding David M. Maura, our only director-employee.

OUR EXECUTIVE OFFICERS

Our executive officers serve at the discretion of our Board. Our Board selected each of our executive officers because their professional background provides each executive with the experience and skill set geared toward helping us succeed in our business strategy. Our management team is composed of experienced executives from diverse backgrounds who focus on the performance of our Company to drive long-term outcomes.

Included in the discussion below is information regarding David M. Maura, our Chief Executive Officer who also serves on the Board, and our other executive officers who do not serve as directors of our Company.

David M. Maura

Chief Executive Officer and Chairman of the Board of Directors: (July 2018 to Present)

Age: 53

Background: Male, Caucasian

David M. Maura was appointed our Executive Chairman and our Chief Executive Officer in July 2018. Previously, he had served as the Executive Chairman, effective as of January 2016, and as Chief Executive Officer, effective as of April 2018, of SPB Legacy. Prior to that, Mr. Maura was a Managing Director and the Executive Vice President of Investments at HRG Group, Inc. ("HRG Group") from October 2011 until November 2016 and had been a member of HRG Group's board of directors from May 2011 until December 2017. Mr. Maura previously served as a Vice President and Director of Investments of Harbinger Capital from 2006 until 2012. Prior to joining Harbinger Capital in 2006, Mr. Maura was a Managing Director and Senior Research Analyst at First Albany Capital, Inc., where he focused on distressed debt and special situations, primarily in the consumer products and retail sectors. Prior to First Albany, Mr. Maura was a Director and Senior High Yield Research Analyst in Global High Yield Research at Merrill Lynch & Co. Previously, Mr. Maura was a Vice President and Senior Analyst in the High Yield Group at Wachovia Securities, where he covered various consumer product, service and retail companies. Mr. Maura began his career at ZPR Investment Management as a Financial Analyst.

Mr. Maura previously served on the boards of directors of Ferrous Resources, Ltd., Russell Hobbs and Applica.

Mr. Maura received a B.S. degree in business administration from Stetson University and is a CFA charter holder. See table on page 10 for Mr. Maura's key skills and experiences.

Faisal Qadir

Executive Vice President, Chief Financial Officer: (September 2025 to Present)

Age: 48

Background: Male, Asian / South Asian

Faisal Qadir was appointed our Executive Vice President and Chief Financial Officer on September 3, 2025. He previously served as the Company's Vice President of Strategic Finance and Enterprise Reporting and has been with the Company since 2012. During his tenure with the Company, Mr. Qadir has held several senior finance leadership roles, including Vice President of Investor Relations, Chief Financial Officer of the Global Pet Care business, and Chief Financial Officer of the Home and Personal Care business. Before joining Spectrum Brands, Mr. Qadir held several finance leadership positions of increasing responsibility at The Black & Decker Corporation and Stanley Black & Decker from 2003 to 2012 across FP&A, Operations Finance and Controllorship.

Mr. Qadir earned his undergraduate degree from Institute of Business Administration in Karachi, Pakistan and his Master of Business Administration from the University of Notre Dame.

Ehsan Zargar

**Executive Vice President,
General Counsel &
Corporate Secretary:**
(October 2018 to Present)

Age: 49

Background: Male, Asian /
Middle Eastern

Ehsan Zargar was appointed our Executive Vice President, General Counsel and Corporate Secretary on October 1, 2018. Mr. Zargar is responsible for the Company's legal, environmental, social and governance, health and safety, insurance and real estate functions. In addition, Mr. Zargar takes a leading role in negotiating and implementing the Company's M&A, capital markets and other strategic activities. Previously, Mr. Zargar also led the Company's executive compensation program. From June 2011 until July 2018, Mr. Zargar held a number of increasingly senior positions with HRG Group, including serving as its Executive Vice President and Chief Operating Officer from January 2017 until July 2018, as its General Counsel since April 2015 and as Corporate Secretary since February 2012. During his time at HRG Group, Mr. Zargar took a leading role in setting, negotiating and implementing HRG Group's M&A, capital markets and other strategic activities. Mr. Zargar has extensive experience serving on private and public boards and committees of portfolio companies, including setting and overseeing senior management compensation programs. From November 2006 to June 2011, Mr. Zargar worked in the New York office of Paul, Weiss, Rifkind, Wharton & Garrison LLP. Previously, Mr. Zargar practiced law at another major law firm focusing on general corporate matters.

Mr. Zargar received a law degree from Faculty of Law at the University of Toronto and a B.A. from the University of Toronto.

CORPORATE GOVERNANCE

Governance Practices

Our corporate governance practices have evolved alongside our overall holding company structure and business strategy. Specifically, we ceased being a controlled company in 2018 and have streamlined our business holdings to focus on our core areas of expertise, which are intended to continue to be bolstered in size and footprint through continued organic growth and future acquisitions.

While completing transformative strategic, operational and personnel changes since ceasing to be a controlled company, we have also transformed our corporate governance and compensation practices to reflect our position as a widely-held company and to align with relevant corporate governance and compensation best practices.

The following table provides an overview of our corporate governance practices:

Our Practices	
✓ Experienced, skilled and diverse Board and executive team	✓ Independent lead director
✓ Global Code of Business Conduct and Ethics	✓ Majority of the Board composed of independent directors
✓ Supplier Code of Conduct	✓ All Board committees composed entirely of independent directors
✓ Majority voting and a director resignation policy	✓ Fully declassified Board as of August 2024
✓ Board Diversity Policy	✓ Related person transactions policy
✓ Global ESG Policy	✓ Anti-hedging policy
✓ Global Energy and Greenhouse Gas Policy	✓ Anti-pledging policy
✓ Environmental, Biodiversity and Deforestation Policy	✓ Robust clawback policy
✓ Human Rights Policy	✓ All members of the Audit Committee are financial experts
✓ Stock ownership guidelines	✓ Independent compensation consultant
✓ Annual individual director, Board, and committee assessments	✓ Annual succession planning
	✓ Year-round stockholder engagement

BOARD STRUCTURE

Lead Independent Director

Mr. Polistina was appointed to our Board, and as our Lead Independent Director in July 2018. In his capacity as our Lead Independent Director, Mr. Polistina:

- Presides at all meetings of the Board at which the Chairman of the Board is not present.
- Presides at all executive sessions of the independent members of the Board and has the authority to call meetings of the independent members of the Board.
- Serves as liaison between the management and the independent members of the Board and provides our Chief Executive Officer (“CEO”) and other members of management with feedback from executive sessions of the independent members of the Board.
- Reviews and approves the information to be provided to the Board.
- Reviews and approves meeting agendas and coordinates with management to develop such agendas.
- Approves meeting schedules to ensure there is sufficient time for discussion of all agenda items.
- If requested by major stockholders, ensures that he is available for consultation and direct communication.
- Interviews, along with the Chair of our NCG Committee, Board and senior management candidates and makes recommendations with respect to Board candidates and hiring of senior management.
- Consults with other members of our Compensation Committee with respect to the performance review of our CEO and other members of our senior management team.
- Performs such other functions and responsibilities as requested by the Board from time to time.

Mr. Maura serves as our Executive Chairman and our CEO. Given Mr. Maura’s broad experience in mergers and acquisitions, the consumer products and retail sectors and finance and investments, our Board believes that it is in the best interest of the Company for Mr. Maura to concurrently serve as our Executive Chairman and CEO.

Director Independence

In accordance with the NYSE Rules and our Corporate Governance Guidelines, a majority of our Board is required to be composed of independent directors. Our Board has adopted the definition of “independent director” set forth under Section 303A.02 of the NYSE Rules to assist it in making determinations of independence. Our Board has determined that all of our directors, except for David Maura (our Chairman and CEO) currently meet these standards and qualify as independent. More specifically, our Board has affirmatively determined that none of the following directors has a material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company): Leslie L. Campbell, Sherianne James, Terry L. Polistina, Hugh R. Rovit and Gautam Patel.

Meetings of Independent Directors

The Company generally holds executive sessions at each Board and committee meeting. In his capacity as our Lead Independent Director, Mr. Polistina presides over executive sessions of the entire Board, and the Chair of each committee presides over the executive sessions of that committee.

Committees Established by Our Board of Directors

Our Board has designated three principal standing committees: our Audit Committee, our Compensation Committee and our NCG Committee, each of which has a written charter addressing the committee’s purpose and responsibilities and include such duties that the Board may designate to such committee, from time to time. Each standing committee is composed entirely of independent directors.

Audit Committee

Our Audit Committee has been established in accordance with Section 303A.06 of the NYSE Rules and Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), for the purpose of overseeing our accounting and financial reporting processes and audits of our financial statements. Our Audit Committee is responsible for monitoring (i) the integrity of our financial statements, (ii) our independent registered public accounting firm’s qualifications and independence, (iii) the performance of our internal audit function and independent auditors and (iv) our compliance with legal and regulatory requirements. The responsibilities and authority of our Audit Committee are described in further detail in the Charter of the Audit Committee, as adopted by our Board in February 2024, a copy of which is available at our website www.spectrumbrands.com under “*Investor Relations-Corporate Governance Documents*.”

The current members of our Audit Committee are Gautam Patel (Chair), Leslie L. Campbell and Hugh R. Rovit. Our Board has determined that all members of our Audit Committee qualify as “audit committee financial experts” as defined in the rules promulgated by the SEC in furtherance of Section 407 of the Sarbanes-Oxley Act of 2002. Our Board has determined that all members of our Audit Committee qualify as independent, as such term is defined in Section 303A.02 of the NYSE Rules, Section 10A(m)(3)(B) of the Exchange Act and Exchange Act Rule 10A-3(b).

Compensation Committee

Our Compensation Committee is responsible for (i) overseeing our compensation and employee benefits plans and practices, including our executive compensation plans and our incentive compensation and equity-based plans, (ii) evaluating and approving the performance of our Executive Chairman and CEO and other executive officers in light of those goals and objectives and (iii) reviewing and discussing with management our compensation discussion and analysis disclosure and compensation committee reports in order to comply with our public reporting requirements. The responsibilities and authority of our Compensation Committee are described in further detail in the Charter of the Compensation Committee, as adopted by our Board in February 2024, a copy of which is available at our website www.spectrumbrands.com under “*Investor Relations-Corporate Governance Documents*.”

The current members of our Compensation Committee are Terry L. Polistina (Chair), Sherianne James and Gautam Patel. Our Board has determined that all members of our Compensation Committee qualify as independent, as such term is defined in Section 303A.02 of the NYSE Rules.

NCG Committee

Our NCG Committee is responsible for (i) identifying and recommending to our Board individuals qualified to serve as our directors and on our committees of our Board, (ii) advising our Board with respect to board composition, procedures and committees, (iii) developing and recommending to our Board a set of corporate governance principles applicable to the Company and (iv) overseeing the evaluation process of our Board, the committees of our Board, the individual directors and our Executive Chairman and CEO. The responsibilities and authority of our NCG Committee are described in further detail in the Charter of the NCG Committee, as adopted by our Board in February 2024, a copy of which is available at our website www.spectrumbrands.com under “*Investor Relations-Corporate Governance Documents*.”

The current members of our NCG Committee are Sherianne James (Chair), Terry L. Polistina and Hugh R. Rovit. Our Board has determined that all members of our NCG Committee qualify as independent, as such term is defined in Section 303A.02 of the NYSE Rules.

Board and Committee Activities

During Fiscal 2025, our Board held four meetings and acted by unanimous written consent on three occasions. Our Audit Committee held four meetings during Fiscal 2025. Our Compensation Committee held six meetings during Fiscal 2025. Our NCG Committee held five meetings during Fiscal 2025.

During Fiscal 2025, all of our directors attended 100% of the meetings of the Board and committees on which they served.

OUR PRACTICES AND POLICIES

We have created and continue to update our practices and policies to incorporate new regulatory requirements and industry best practices. These practices and policies, which are set forth immediately below, guide our corporate governance and ethical practices. To ensure our practices and policies are compliant, we regularly review and, if appropriate, update them with the assistance and guidance of experienced internal and external legal counsel.

Corporate Governance Guidelines and Code of Ethics and Business Conduct

Our Board has adopted our Corporate Governance Guidelines to assist it in the exercise of its responsibilities. These guidelines reflect our Board's commitment to monitor the effectiveness of policy and decision-making, both at our Board and management level, with a view to enhancing stockholder value over the long term. Our Corporate Governance Guidelines address, among other things, our Board and Board committee composition and responsibilities, director qualifications standards and selection and evaluation of our CEO. In addition, pursuant to these guidelines, our Board has formalized a process by which our directors are assessed annually by our NCG Committee. The assessment includes a peer review process and evaluates the Board as a whole, the committees of the Board and the individual directors. In carrying out this assessment, we may retain an external expert to assist our Board and NCG Committee at least every three years. Our Board has adopted a Code of Business Conduct and Ethics for directors, officers and employees and a Code of Ethics for the Principal Executive Officer and Senior Financial Officers to provide guidance to our CEO, Chief Financial Officer ("CFO"), principal accounting officer or controller and our business segment chief financial officers or persons performing similar functions.

Majority Voting and Director Resignation Policy

Our Board has adopted a majority voting policy for the election of directors. Pursuant to this policy, which applies in the case of uncontested director elections, a director must be elected by a majority of the votes cast with respect to the election of such director. For purposes of this policy, a "majority of the votes cast" means that the number of shares voted "for" a director must exceed the number of shares voted "against" that director and abstentions and broker non-votes are not counted as "votes cast."

The policy also provides that in the event that an incumbent director nominee receives a greater number of votes "against" than votes "for" their election, they must (within five business days following the final certification of the related election results) offer to tender their written resignation from the Board to the NCG Committee. The NCG Committee will review such offer of resignation and will consider 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 policy requires the decision of the Board to be promptly publicly disclosed.

Anti-Hedging Policy

The Company believes it is improper and inappropriate for our directors, officers, employees and certain of their family members (each, a "Subject Person") to engage in hedging, short-term or speculative transactions involving the Company's securities. Our anti-hedging policy, applies to all Subject Persons. The Company prohibits Subject Persons from engaging in (i) derivative, speculative, hedging or monetization transactions in Company securities (including, but not limited to, any trading on derivatives (such as swaps, forwards and/or futures) of Company securities that allow a stockholder to lock in the value of Company securities in exchange for all or part of the potential upside appreciation in the value of such stock), (ii) short sales (i.e., selling stock the Subject Person does not own and borrowing shares to make delivery) or (iii) buying or selling puts, calls, options or other derivatives in respect of Company securities.

Anti-Pledging Policy

In addition, the Company believes it is improper and inappropriate for any Subject Person to engage in pledging transactions involving the Company's securities. Our Board has adopted a robust anti-pledging policy, which prohibits Subject Persons from pledging or encumbering Company securities as collateral for a loan or other indebtedness. This prohibition includes, but is not limited to, holding such shares in a margin account as collateral for a margin loan or borrowing against Company securities on margin. Any pledges (and any modifications or replacements of such pledges) that existed prior to the adoption of our policy are exempted (unless otherwise prohibited by applicable law or Company policy) and modification or replacement of any such

pre-existing pledge may be made so long as such modification or replacement does not result in additional shares being pledged.

Securities Holdings and Trading Policy

Our Company believes that it is appropriate to monitor and prohibit certain trading in the securities of our Company. We have adopted the Securities Holding and Trading Policy for our Company governing the purchase, sale and/or other dispositions of our securities by our directors, officers, employees or us, that we believe is reasonably designed to promote compliance with insider trading laws, rules and regulations and the listing standards of the NYSE. Accordingly, trading of the Company's securities by directors, executive officers, certain other employees who are so designated by the office of the Company's General Counsel and the Company is subject to trading period limitations or must be conducted in accordance with a previously established trading plan that meets SEC requirements. At all times, including during approved trading periods, directors, executive officers, certain other employees notified by the office of the Company's General Counsel and the Company are required to obtain preclearance from the Company's General Counsel or its designee prior to entering into any transactions in Company securities, unless those transactions occur in accordance with a previously established and approved trading plan that meets SEC requirements.

Transactions subject to our securities trading policy include, among others, purchases and sales of Company stock, bonds, options, puts and calls, derivative securities based on securities of the Company, gifts of Company securities, contributions of Company securities to a trust, sales of Company stock acquired upon the exercise of stock options, broker-assisted cashless exercises of stock options, market sales to raise cash to fund the exercise of stock options and trades in Company's stock made under an employee benefit plan. Our Securities Holding and Trading Policy is filed as Exhibit 19.1 to our Annual Report on Form 10-K.

Compensation Clawback Policy

We have adopted a Compensation Clawback Policy (the "Clawback Policy"), as amended in November 2023 as required by Section 954 of the Dodd-Frank Act of 2010 and Rule 10D-1 of the Exchange Act and the stock exchange listing rules promulgated in connection therewith (collectively, the "Section 10D Rules"), setting forth the conditions under which applicable incentive compensation provided to our executive officers may be subject to forfeiture, disgorgement, recoupment or diminution to the Company ("clawback"). The Clawback Policy provides that our Board or our Compensation Committee shall require the clawback or adjustment of incentive-based compensation to the Company in the following circumstances:

- As required by Section 304 of the Sarbanes-Oxley Act of 2002, which generally provides that if the Company is required to prepare an accounting restatement due to material noncompliance as a result of misconduct with financial reporting requirements under the securities laws, then the CEO and CFO must reimburse the Company for any incentive-based compensation or equity compensation and profits from the sale of the Company's securities during the 12-month period following initial publication of the financial statements that had been restated;
- As required by the Section 10D Rules, which generally requires that, in the event the Company is required to prepare an accounting restatement due to its material noncompliance with financial reporting requirements under the securities laws, the Company shall recover from any of its current or former executive officers who received incentive compensation during the three-year period preceding the date on which the Company is required to prepare a restatement based on the erroneous financial reporting, any amount that exceeds what would have been paid to the executive officer after giving effect to the restatement, subject to limited exceptions permitted under the Section 10D Rules; and
- As required by any other applicable law, regulation or regulatory requirement.

Additionally, under the Clawback Policy, our Board or Compensation Committee in their discretion may require that any executive officer who has been awarded incentive-based compensation shall forfeit, disgorge, return or adjust such compensation in the following circumstances:

- If the Company suffers significant financial loss, reputational damage or similar adverse impact as a result of actions taken or decisions made by the executive officer in circumstances constituting illegal or intentionally wrongful conduct or gross negligence; or
- If the executive officer is awarded or is paid out under any incentive compensation plan of the Company on the basis of a material misstatement of financial calculations or information or if events coming to light after the award disclose a material misstatement which would have significantly reduced the amount of the award or payout if known at the time of the award or payout.

The awards and incentive compensation subject to clawback under this policy include vested and unvested equity awards, shares acquired upon vesting or lapse of restrictions, short- and long-term incentive bonuses and similar compensation, discretionary bonuses, any other awards or compensation under the Company's equity plans and any other incentive compensation plan of the Company. Any clawback under this policy may, in the discretion of our Board or Compensation Committee (or otherwise as required by the Section 10D Rules), be effectuated through the reduction, forfeiture or cancellation of awards, the return of paid-out cash or exercised or released shares, adjustments to future incentive compensation opportunities or in such other manner as our Board and Compensation Committee determine to be appropriate, except as otherwise required by law. The Company will not indemnify or provide insurance to cover any repayment of incentive compensation in accordance with the Clawback Policy.

In addition, under the Company's equity plans, any equity award granted (including those granted to our NEOs) may be cancelled by our Compensation Committee in its sole discretion, except as prohibited by applicable law, if the participant, without the consent of the Company, while employed by or providing services to the Company or any affiliate or after termination of such employment or service, violates a non-competition, non-solicitation or non-disclosure covenant or agreement or otherwise engages in activity that is in conflict with or is adverse to the interests of the Company or any affiliate, including fraud or conduct contributing to any financial restatements or irregularities engaged in, as determined by our Compensation Committee in its sole discretion. Our Compensation Committee may also provide in any award agreement that the participant will forfeit any gain realized on the vesting or exercise of such award and must repay the gain to the Company, in each case except as prohibited by applicable law, if (i) the participant engages in any activity referred to in the preceding sentence or (ii) the amount of any such gain is in excess of what the participant should have received under the terms of the award for any reason (including without limitation by reason of a financial restatement, mistake in calculations or other administrative error). Additionally, awards are subject to clawback, forfeiture or similar requirements to the extent required by applicable law (including without limitation Section 304 of the Sarbanes-Oxley Act of 2002 and Section 954 of the Dodd-Frank Act of 2010). Our current outstanding equity awards include these provisions.

Stock Ownership Guidelines

Our Board believes that our directors, named executive officers and certain other Company officers and employees should own and hold Company common stock to further align their interests with the interests of stockholders and promote the Company's commitment to sound corporate governance. Our Board has established stock ownership and retention guidelines (the "SOG") applicable to the Company's directors, NEOs and all other officers of the Company and its subsidiaries with a level of Vice President or above (such officers and our NEOs, our "Covered Officers"). Under the SOG, our directors and Covered Officers must retain 50% of their net after-tax shares of Company stock received under awards until they reach their required stock ownership and they have five years from the date of eligibility or promotion to achieve the minimum ownership requirements. Even when the required stock ownership is obtained, all NEOs are subject to an additional stock retention requirement requiring them to retain at least 50% of their net after-tax shares of Company stock received under awards for one year after the date of vesting. Effective August 5, 2024, our CEO voluntarily agreed to increase his stock ownership level from five times (5x) to six times (6x) his base salary to align with market best practices.

Under the SOG, our independent directors are expected to achieve stock ownership with a value of at least five times their annual cash retainer. In addition, our Covered Officers are expected to achieve the levels of stock ownership indicated below (which equal a dollar value of stock based on a multiple of the Covered Officer's base salary).

Position	\$ Value of Stock to be Retained (Multiple of Base Salary or Cash Retainer)	Years to Achieve
Independent Board Members	5x Cash Retainer	5 years
Executive Chairman and CEO	6x Base Salary	5 years
Chief Operating Officer, CFO, General Counsel and Presidents of our Business Units	3x Base Salary	5 years
Senior Vice Presidents	2x Base Salary	5 years
Vice Presidents	1x Base Salary	5 years

The stock ownership levels attained by a director or a Covered Officer are based on shares directly owned by the director or Covered Officer, whether through earned and vested restricted stock units ("RSU") or performance stock units ("PSU"), restricted stock grants or open market purchases. Unvested time-based restricted stock and unvested time-based RSUs count toward the ownership goals, but unvested non-time based restricted shares, unvested PSUs and stock options do not count toward the ownership goals. On a quarterly basis, our Compensation Committee reviews the progress of our directors and Covered Officers in meeting these guidelines.

Risk Oversight

The Company's risk assessment and management function is led by the Company's senior management and internal audit function, which are responsible for day-to-day management of the Company's risk profile, with oversight from our Board and its committees. Central to our Board's oversight function is our Audit Committee. In accordance with our Audit Committee Charter, our Audit Committee is responsible for the oversight of the financial reporting process and internal controls. In this capacity, our Audit Committee is responsible for reviewing and evaluating guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company, including the internal audit department, assess and manage the Company's exposure to risk, the Company's major financial risk exposures, and the steps management has taken to monitor and control such exposures.

The Company has implemented an annual formalized risk assessment process. In accordance with this process, a governance risk and compliance group of certain members of senior management has the responsibility to identify, assess and oversee the management of risk for the Company. This group obtains input from other members of management and subject matter experts as needed. Management uses the collective input received to measure the potential likelihood and impact of key risks and to determine the adequacy of the Company's risk management strategy. Periodically, representatives of this committee report to our Audit Committee on its activities and the Company's risk exposure.

In addition, the Company maintains an information security program that supports the security, confidentiality, integrity and availability of our information technology systems. In connection with such program, the Board is briefed by management on information security matters and employees receive information security awareness training. In the past three years, we have not experienced a material information security breach and we maintain an appropriate information security risk insurance policy.

Cybersecurity

We understand the importance of preserving trust and protecting personal information, trade secrets and confidential and proprietary information. To assist us, we have a cybersecurity governance framework in place, which is designed to protect information and information systems from unauthorized access, use, disclosure, disruption, modification or destruction. The program is built upon a foundation of advanced security technology, overseen by an experienced and trained team with knowledge of cybersecurity best practices. Our cybersecurity program consists of controls designed to identify, protect against, detect, respond to and recover from information and cybersecurity incidents.

Highlights of our cybersecurity program include:

- A cybersecurity team consisting of experienced and knowledgeable employees that interface with consultants and vendors.
- Appropriate plans designed to provide a framework for handling high-severity security incidents and facilities coordination across multiple parts of the Company;
- Differentiated layers of controls, including embedding security into our technology investments;
- Investments into threat intelligence and monitoring;
- Cybersecurity testing for both training and threat detection purposes;
- Annual cybersecurity awareness trainings; and
- Phishing, spam, and cybersecurity exercises, from time to time, which may result in additional training based on employee performance.

Our cybersecurity program incorporates the SEC's cybersecurity rule's requirements to report any potential material cybersecurity incidents to our Board and, if deemed to be material, as appropriate or required, disclose such a material incident via a Form 8-K within four (4) business days of determining the occurrence of such a cybersecurity incident.

Environmental Sustainability, Safety and Health & Well-Being ("ESH")

We are committed to operating our business with all stakeholders in mind and with a view toward long-term sustainability and value creation, even as our business and society face a variety of existing and emerging challenges. We leverage our expertise, along with external partners, to help address these challenges.

As part of our efforts, we are proud of the investment we have made in our internal resources and the experienced and reputable outside advisors we have engaged to assist us in identifying and evaluating ESH policies, issues and opportunities that are available to our Company. We have published our 2026 Corporate Sustainability Report which describes a number of our ESH efforts. To learn more about our ESH efforts and successes, please visit our website at www.spectrumbrands.com under "*Investor Relations*." While our ESH policies address many areas we focus on four key priorities: (i) product and content safety; (ii) environmental sustainability; (iii) ethical sourcing; and (iv) employee development, wellness, compensation, safety and technology.

- **Product & Content Safety** - Product safety is essential to upholding our consumers' trust and expectations, and we embed quality and safety processes into our production processes and the products we deliver. This includes embracing our responsibility to create safe, high-quality products and marketing them responsibly. This also includes our global product safety training program, which enhances our commitment to product safety and further empowers our employees to maintain the safety of our products and report any product safety concerns.
- **Environmental Sustainability** – We are focused on protecting our planet and conserving natural resources for future generations, including pursuing innovative ways to reduce our environmental impacts across our businesses. We drive our strategic environmental blueprint across our organization with the intention of reducing the environmental impacts of our products, minimizing the environmental footprint of our operations and processes and encouraging our employees and partners to embrace and promote environmental responsibility.
- **Human Rights & Ethical Sourcing** – Treating people with fairness, dignity and respect and operating ethically in our supply chain are part of our core values. We demonstrate these deep beliefs in the way we treat our employees and in the expectations and requirements we have of those with whom we do business. We work with our third-party factories and licensees to ensure all products are manufactured in safe and healthy environments and the human rights of workers in our supply chain are being respected. To these ends, we review all suppliers who provide materials, products or services to Spectrum Brands and expect them to abide by our Supplier Code of Conduct, uphold our Code of Business Conduct and Ethics and comply with our Human Rights Policy and Conflict Minerals Policy.

- Employee Development, Wellness, Compensation, Safety and Technology** – We encourage our employees to “Speak Up,” “Be Accountable,” “Take Action,” and “Grow Talent,” and to promote innovation, trust, accountability and collaboration. The result is a work environment that encourages the well-being of our employees and to develop our future leaders. Our talent processes start with understanding what current and future talent is needed to deliver business goals, followed by a talent review process to assist managers with evaluating talent. Learning and development is a critical part of creating our culture of high performance and innovation. We believe in transparency, accountability and inclusion, and performance and development plans to promote conversations between managers and employees regarding career aspirations, mobility, developmental goals and interests, inclusion and the work environment. We are also committed to treating all of our employees fairly and equally and providing fair compensation practices. Our compensation practices reward employees based on performance. We believe we have policies and processes in place to help ensure fair and appropriate compensation. We review these practices in order to comply with applicable national, state and local laws.

We are committed to the environmental health and safety of our employees. We continuously strive to maintain our strong safety performance as we continue to operate our business around the globe. Our training programs are tailored to anticipated job duties and designed to promote a workforce that is engaged and empowered to report health and safety concerns. We also have a management team who supports and invests in employee safety and the leadership of our skilled and experienced teams. The team hosts regular meetings to share information and discuss best practices across plants and site training to our employees to promote compliance with applicable safety standards and regulations. Workplace incidents or near misses are reviewed carefully to identify and remediate applicable root causes.

We regularly invest in technology that enables our global workforce to work productively and safely. We regularly introduce or modify technologies and safety measures to enhance our employees workplace experience and make it easier to collaborate in-person and remotely. Alongside these initiatives, we have also provided our leaders with resources and tools to support our employees' career development and help promote day-to-day engagement, regardless of where the employees' work is performed. These investments are part of our strategy to create a connected and winning team that embraces collaboration and innovative thinking across multiple continents and time zones to achieve superior results.

Related-Person Transactions Policy

Our Board has adopted a written policy for the review, approval and ratification of transactions that involve related persons and potential conflicts of interest. See “*Certain Relationships and Related Transactions*” for discussion of this policy and disclosure of our related-person transactions.

Transfer of our Shares of Common Stock

Our Company has substantial deferred tax assets related to net operating losses and tax credits (together, “Tax Attributes”) for U.S. federal and state income tax purposes. These Tax Attributes are an important asset of the Company because we expect to use these Tax Attributes to offset future taxable income. The Company's ability to utilize or realize the carrying value of such Tax Attributes may be impacted if the Company experiences an “ownership change” or certain other events under applicable tax rules. If an “ownership change” were to occur, we could lose the ability to use a significant portion of our Tax Attributes, which could have a material adverse effect on the Company's results of operations and financial condition.

Accordingly, we have adopted certain transfer restrictions designed to limit an “ownership change.” These restrictions do not prevent the settlement of any transaction entered into through the facilities of the New York Stock Exchange or other national securities exchange. However, any trade that resulted in a person becoming a “substantial holder” of the Company (as defined in the Charter) or increasing the percentage of the Company owned by a Substantial Holder, would be void *ab initio* unless they fall within certain exceptions, including, among others, prior approval of a Prohibited Transfer by our Board. In the event a Prohibited Transfer (as defined in the Charter) were to occur, the Company could require that the purported transferee transfer all evidence of ownership of the excess securities, plus any dividends or distributions accrued thereon, or applicable sale proceeds, to an agent designated by the Board to be settled in accordance with the Charter. The foregoing description of the transfer restrictions contained within our Charter is not complete and is qualified in its entirety by reference to the full text of the Charter, which is incorporated by reference into this Proxy Statement.

Governance Documents Availability

We have posted our Corporate Governance Guidelines, Code of Business Conduct and Ethics for directors, officers and employees, Code of Ethics for the Principal Executive Officer and Senior Financial Officers, Director Resignation Policy, Charter, By-laws, Audit Committee Charter, Compensation Committee Charter and NCG Committee Charter on our website www.spectrumbrands.com under "*Investor Relations-Corporate Governance Documents*." These documents, and other information from our corporate website, are not incorporated by reference into this report. We intend to disclose any amendments to, and, if applicable, any waivers of, these governance documents on that section of our website. These governance documents are also available in print without charge to any stockholder of record that makes a written request to the Company. Inquiries must be directed to the Investor Relations Department at Spectrum Brands Holdings, Inc., 3001 Deming Way, Middleton, WI 53562.

DIRECTOR COMPENSATION

Our Compensation Committee is responsible for approving, subject to review by our Board as a whole, our compensation programs for our non-employee directors. In that function, our Compensation Committee considers market and peer company data regarding director compensation and annually evaluates the Company's director compensation practices in light of that data and the characteristics of the Company as a whole, with the assistance of its independent compensation advisors. Our director compensation program for each non-employee director is described in the table and discussion below. Mr. Maura, our only director who is an employee of the Company, does not receive compensation for his service as a director.

Director Compensation Table for Fiscal 2025

Under our director compensation program, during each fiscal year, each non-employee director receives an annual grant of RSUs equal to that number of shares of the Company's common stock with a value on the date of grant of \$125,000. Additionally, each director is eligible to receive an annual cash retainer of \$105,000, which is paid in equal, quarterly payments. The Lead Independent Director (Mr. Polistina) receives an additional annual cash retainer of \$40,000 and an additional annual equity retainer amount of \$20,000. Directors are permitted to make an annual election to receive all of their director compensation (including for service on committees of our Board) in the form of Company stock awards in lieu of cash. For Fiscal 2025, the grants of RSUs were made on November 19, 2024. All such RSUs vested on October 1, 2025. For Fiscal 2025, compensation for service on the standing committees of our Board was paid in an annual amount as follows below.

Committee	Chair Annual Retainer (\$)	Member Annual Retainer (\$)
Audit	20,000	0
Compensation	15,000	0
NCG	15,000	0

The table set forth below, together with its footnotes, provides information regarding compensation paid to our directors in Fiscal 2025.

Name ¹	Fees Earned or Paid in Cash ² (\$)	Stock Awards ^{3,4} (\$)	All Other Compensation ⁵ (\$)	Total (\$)
Sherianne James	119,956	125,010	6,214	251,180
Terry L. Polistina	160,031	144,958	7,736	312,725
Hugh R. Rovit	104,972	125,010	5,835	235,817
Gautam Patel	125,010	125,010	6,342	256,362
Leslie L. Campbell	105,000	125,010	5,835	235,845
Joan Chow ⁶	105,000	125,010	3,170	233,180

- This table includes only directors who received compensation during Fiscal 2025.
- Mr. Campbell and Ms. Chow received their annual cash retainer in cash, which was paid to them in equal quarterly installments. All remaining directors elected to receive their cash retainers, including any annual Committee Chair fees, in stock. Amounts in this column for directors who elected to receive their cash retainers in stock represent the aggregate grant date fair value of each award computed in accordance with FASB ASC Topic 718. The value was computed by multiplying the number of shares underlying the stock award by the closing price per share of the Company's common stock on each grant date (or, as applicable, the last trading date immediately prior to the grant date if the grant date fell on a date when the New York Stock Exchange was closed), which was \$90.26 for grants made on November 19, 2024. The directors who elected to receive their cash in stock received the following number of RSUs, which vested on October 1, 2025: Ms. James, 1,329; Mr. Patel, 1,385; Mr. Polistina, 1,773; and Mr. Rovit, 1,163.
- Amounts in this column represent the aggregate grant date fair value of each annual RSU award computed in accordance with FASB ASC Topic 718. The value was computed by multiplying the number of shares underlying the RSU award by the closing price per share of the Company's common stock on each grant date (or, as applicable, the last trading date immediately prior to the grant date if the grant date fell on a date when the New York Stock Exchange was closed), which was \$90.26 for grants made on November 19, 2024. The directors received the following number of RSUs, which vested on October 1, 2025: Mr. Campbell, 1,385; Ms. Chow, 1,385; Ms. James, 1,385; Mr. Patel, 1,385; Mr. Polistina, 1,606; and Mr. Rovit, 1,385.
- As of September 30, 2025, Ms. Chow and Ms. James held 1,385 and 2,714 outstanding unvested RSUs, respectively, and Messrs. Campbell, Patel, Polistina and Rovit held 1,385, 2,770, 3,379 and 2,548 outstanding unvested RSUs, respectively.
- This amount reflects dividend equivalents paid in cash on RSUs that vested during Fiscal 2025 and which were not factored into the grant date fair value of the RSUs.
- On November 17, 2025, Ms. Chow resigned unexpectedly from the Board to attend to a family matter. Ms. Chow's departure was not due to any disagreement with the Company.

Compensation Committee Interlocks and Insider Participation

The current members of our Compensation Committee are Terry L. Polistina (Chair), Sherianne James and Gautam Patel. During Fiscal 2025, none of the members of our Compensation Committee was an officer or employee of the Company. In addition, during Fiscal 2025, none of our executive officers served as a member of the compensation committee of any other entity that has one or more executive officers serving on our Board or our Compensation Committee.

Audit Committee Report

Our Audit Committee consists of Gautam Patel (Chair), Leslie L. Campbell, and Hugh R. Rovit. The Audit Committee operates under, and has the responsibility and authority set forth in, the written charter adopted by the Board, which can be viewed on our website, www.spectrumbrands.com, under “Investor Relations—Corporate Governance Documents.”

The Audit Committee Charter adopted by the Board incorporates requirements mandated by the Sarbanes-Oxley Act of 2002 and the NYSE listing standards. All members of the Audit Committee are independent as defined by SEC rules and NYSE listing standards. At least one member of the Audit Committee is an “audit committee financial expert” as defined by SEC rules.

Management is responsible for our internal controls and the financial reporting process. Our independent registered public accounting firm, KPMG LLP, is responsible for performing an independent audit of our consolidated financial statements in accordance with generally accepted auditing standards in the United States of America and auditing the Company’s internal control over financial reporting and issuing their reports thereon. The Audit Committee’s responsibility is to monitor and oversee these processes.

In this context, the Audit Committee has reviewed and discussed with management and KPMG LLP the audited financial statements for the fiscal year ended September 30, 2025, management’s assessment of the effectiveness of the Company’s internal control over financial reporting, and KPMG LLP’s audit of the Company’s internal control over financial reporting. The Audit Committee also adopted a resolution stating that the Audit Committee must approve on an engagement-by-engagement basis any individual non-audit or tax engagement in any 12-month period. The Audit Committee has pre-approved other specified audit, or audit related services, provided that the fees incurred by KPMG LLP in connection with any individual engagement do not exceed \$200,000 in any 12-month period. The Audit Committee has discussed with KPMG LLP the matters that are required to be discussed by Auditing Standard No. 16 (Communications with Audit Committees). In addition, KPMG LLP has provided the Audit Committee with the written disclosures and the letter required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant’s communications with the Audit Committee concerning independence, and the Audit Committee has discussed with KPMG LLP their firm’s independence. The Audit Committee concluded that the provision of services by the independent auditors did not impair their independence.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board that the audited consolidated financial statements for the fiscal year ended September 30, 2025 be included in our 2025 Annual Report. The Audit Committee also appointed KPMG LLP as our independent registered public accounting firm for Fiscal 2026.

The foregoing report is furnished by the Audit Committee of the Board.

Audit Committee

Gautam Patel, Chairman; Leslie L. Campbell; Hugh R. Rovit

Executive Compensation

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis (the "CD&A") section summarizes our general philosophy with respect to the compensation of our CEO, CFO and our other executive officer in Fiscal 2025 (collectively, our "named executive officers" or "NEOs"). This CD&A provides an overview and analysis of the compensation programs and policies for our NEOs, the material compensation decisions made by our Compensation Committee under such programs and policies during Fiscal 2025 and the material factors considered by the Compensation Committee in making those decisions. The discussion below is intended to help you understand the detailed information provided in our executive compensation tables and put that information into context within our overall compensation philosophy.

Fiscal 2025 Named Executive Officers

Our NEOs for Fiscal 2025 are identified below.

Name	
David M. Maura	Chief Executive Officer and Executive Chairman
Faisal Qadir	Executive Vice President and Chief Financial Officer
Ehsan Zargar	Executive Vice President, General Counsel and Corporate Secretary
Jeremy Smeltser	Former Executive Vice President and Chief Financial Officer

On September 3, 2025, we terminated Mr. Smeltser's employment, our then Executive Vice President and Chief Financial Officer, without "cause" and entered into a separation agreement with him. Mr. Smeltser's employment was terminated in connection with spending reduction initiatives and not due to any disagreement with Mr. Smeltser, as further described under "Termination and Change in Control Provisions". Mr. Smeltser ceased to be an employee on December 31, 2025. Effective September 3, 2025, Faisal Qadir became our new Executive Vice President and Chief Financial Officer. Mr. Qadir served as our Vice President of Strategic Finance and Enterprise Reporting since 2012 and his promotion demonstrates our commitment to successful succession planning. Per Mr. Qadir's employment agreement, NEO compensation and benefits became effective as of October 1, 2025, the first day of Fiscal 2026. As such, certain of the narrative discussion in this CD&A regarding Fiscal 2025 executive compensation may not be applicable to Mr. Qadir's compensation for Fiscal 2025.

Highlights/Executive Summary

During the year ended September 30, 2025, we:

- Navigated a challenging macroeconomic environment driven by trade policy uncertainty and tariff volatility, impacting overall consumer sentiment and market predictability.
- Proactively addressed external pressures through supplier concessions, internal cost reduction, supply chain reconfiguration and diversification, and pricing adjustments.
- In light of tariff uncertainty and related challenges, pivoted the focus of the Company to maximize cash flow; recognized operating cash flow from continuing operations of \$204.1 million with adjusted free cash flow of \$170.7 million exceeding our committed cash flow goals.
- Delivered net income from continuing operations of \$100.2 million from improved operating income realization and one-time tax benefits and Adjusted EBITDA of \$289.1 million through tariff-related pricing adjustments and cost management.
- Ended the year with net debt leverage of 1.58x Adjusted EBITDA.

- Returned \$374.6 million to stockholders through share purchases of \$326.4 million and dividends of \$48.2 million.
- Positioned our strong balance sheet and low leverage positions to be a strategic partner of choice for future M&A opportunities for high-quality, synergistic assets in our sector and categories while being continued financial stewards and champions of our Home and Personal Care segment as we work towards a strategic solution for this business.
- Maintained fill rate in excess of 90% for the year despite significant supply chain disruptions and challenges, including pause in imports from China during the year.
- Decreased total selling, general, and administrative expenses by \$71 million compared to prior year through a variety of cost savings initiatives to offset the economic headwinds.

Strategy and Long-Term Growth

Our strategic goals are focused around:

- Investing internally for organic growth, which generates our highest return on investment;
- Strengthening our brands through consumer insights, research and development, innovation and advertising and marketing to drive vitality and profitable organic growth;
- Returning capital to our stockholders via dividends and opportunistic share repurchases; and
- Disciplined M&A activity as we pursue accretive strategic acquisitions that are synergistic or help drive additional value creation.

While the impacts of global unrest, military conflict, and global transport and supply chain disruptions over the past years have created, and may, in the future, create, extreme volatility in the year-over-year and quarter-to-quarter comparisons of our businesses, overall, we believe that consumer demand remains positive in our categories and the strong performance of our brands continues to drive growth.

Continued Focus on Executive Compensation Practices

Our executive compensation program is designed to link pay for performance, encourage prudent decision-making and create a balanced focus on short-term and long-term performance and value creation. Our executive compensation is heavily weighted toward variable compensation, as described in more detail below, which is central to our philosophy that a significant portion of compensation aligns with the achievement of pre-established performance goals. The three primary components of our executive compensation are base salary, our Management Incentive Program (“MIP”) and our equity-based, long-term incentive program (“LTIP”). Our MIP and LTIP include goals tied directly to the performance of the Company.

Our compensation program has continued to evolve since we ceased being a controlled company in 2018. Our Compensation Committee has considered different practices for our Company, business and market at different times, resulting in what it considers best practices as described below. Our Compensation Committee continues to evaluate appropriate types and amounts of compensation opportunities for our executive officers each year.

Our CEO continues to retain outstanding stock options that were granted to him by HRG Group during the time he was an employee of HRG Group. These options were assumed by the Company as part of the merger between HRG Group and the Company. The value that Mr. Maura has received from prior exercises, and may realize in the future upon exercise, of these options does not reflect the decisions of our Compensation Committee.

During Fiscal 2025, particular considerations include:

- **Reasonable CEO Pay.** Our CEO’s total compensation for Fiscal 2025, which we define as base salary, target annual cash incentive, and target LTIP value, decreased approximately 17% from his total compensation in Fiscal 2024, as shown in the Summary Compensation Table below. The decrease was primarily due to below target performance against certain preset performance metrics in the Fiscal 2025 MIP, which resulted in our CEO earning a below target annual cash incentive for Fiscal 2025 compared to our CEO’s above target annual cash incentive for Fiscal 2024. With respect to our CEO’s LTIP award for 2025,

- although our CEO's equity award grant date value for Fiscal 2025 (at target) was approximately \$6.75 million based on the November 19, 2024 closing price of \$90.26 per share, which was unchanged from Fiscal 2024, the actual realized value of the award will depend on a combination of the stock price at vesting (which will not occur until December 2027), his continued employment and, for a majority of the award, our achievement of financial performance goals. Our Compensation Committee closely monitors our CEO's realized pay and reported pay to ensure it is both reasonable and incentivizing. See "Reported versus Realizable Pay" on page 41;
- 70% of the value of the equity award granted to our CEO during Fiscal 2025 remains subject to achieving the performance criteria over a three-year period described below; and
- no portion of the Fiscal 2025 LTIP awards (the RSUs or PSUs) is eligible for vesting until December 2027.
- **Annual Cash Incentives Reflect Pay-for-Performance Compensation Philosophy.** Consistent with our compensation philosophy that NEO compensation be tied to the Company's performance, in years where the Company did not meet the minimum preset performance levels, such as in Fiscal Year 2022, no cash incentives were paid to any of our NEOs under our MIP. For Fiscal 2025, we paid below-target annual cash incentives to our NEOs under our MIP based on our Fiscal 2025 performance set against preset performance levels.
- **Reduced Executive Group and Board.** As a result of our efforts to consolidate, reduce costs and increase efficiency, we have substantially reduced Company headcount, including the number of executive officers. For this reason, our four NEOs assumed additional responsibilities. We also reduced the size of our Board from nine to six members.
- **Responsiveness to Stockholders.** As described below, we engage with our stockholders and periodically make responsive changes to our executive compensation program to ensure it is aligned with our business objectives. For example, for Fiscal 2023, based on feedback from our stockholders, we modified our performance metrics under our MIP so that there is only one overlapping performance metric between our MIP and three-year LTIP program - Adjusted EBITDA - based on it being an important financial metric for both our annual MIP and three-year LTIP program.

Fiscal 2025 Executive Compensation Overview

Our Fiscal 2025 executive compensation program includes base salary, annual cash incentive (MIP) and long-term incentive program (LTIP). We believe that our executive compensation program is in-line with our peers and stockholder expectations, as well as the additional responsibilities our NEOs have assumed since Fiscal 2023. The components are designed after taking into account stockholder feedback based on our robust outreach efforts.

Our Compensation Best Practices

We have adopted significant policies with respect to our executive compensation programs, which help to further align our executives' interests with those of our stockholders.

What We Do

- ✓ We maintain an independent Compensation Committee with an ongoing review of our compensation philosophy and practices and an ability to consult with its own independent compensation consultant.
- ✓ We consider the voting results of our annual advisory vote on executive compensation, and in the most recent annual advisory vote, we received 97% support in favor of our compensation practices.
- ✓ We continue to engage in robust stockholder outreach to understand stockholder feedback and input on our compensation programs and corporate governance.
- ✓ We annually assess our compensation programs and have determined that the risks associated with our compensation policies are not reasonably likely to result in a material adverse effect on the Company and its subsidiaries taken as a whole.
- ✓ We maintain our robust compensation alignment policies through share ownership and share retention policies, including: (i) stock ownership guidelines that require significant stock ownership of our directors, NEOs and other Covered Officers and retention of 50% of the net after-tax portion of their equity awards; (ii) robust anti-hedging policy; and (iii) robust anti-pledging policy.
- ✓ We provide reasonable post-employment provisions and have post-employment restrictive and executive cooperation covenants.
- ✓ We assess the risk-reward balance of our compensation programs in order to mitigate undue risks in our programs.
- ✓ We cap annual cash and equity incentive payments for NEOs.
- ✓ We set robust incentive targets and strongly align pay and performance by placing 89.7% of our CEO's annual, reoccurring compensation opportunity and 77.1% (on average) of our other NEOs' annual, reoccurring compensation opportunities at risk and earned on the basis of Company performance.
- ✓ We have a robust clawback policy that requires forfeiture or recoupment upon an accounting or financial restatement or certain other acts resulting in financial loss, reputation damage or other similar adverse impacts to the Company, as described in greater detail under the section titled "Compensation Clawback Policy."
- ✓ For new employment agreements entered into during Fiscal 2019 and thereafter, we have provided that upon termination of employment any performance-based awards are forfeited.
- ✓ 70% of our annual, reoccurring equity-based awards and 67% to 78% of our regular annual, reoccurring incentive compensation are based on achievement of performance. The remainder is time-based equity that is still subject to market risk.
- ✓ We adhere to an equity run rate consistent with corporate governance best practices.
- ✓ We include "double trigger" change in control provisions in our equity grants.
- ✓ We continued to differentiate the performance metrics of our annual and long-term incentive programs. Our MIP has three equally-weighted performance metrics (Adjusted EBITDA, Net Sales and Adjusted Average Inventory Turns) and our LTIP has three equally-weighted performance metrics (Adjusted EBITDA, Adjusted Free Cash Flow and Adjusted Return on Equity).
- ✓ We evaluate and respond to executive compensation guidance from our stockholders and proxy advisory firms.

What We Don't Do

- | | |
|--|--|
| <p>X We do not provide any gross-ups for golden parachutes or upon a change-in control in existing agreements.</p> | <p>X We do not provide for accelerated vesting of equity upon retirement for our NEOs.</p> |
| <p>X We do not make loans to executive officers or directors.</p> | <p>X We do not provide for single-trigger vesting of equity upon a change in control.</p> |
| <p>X We do not allow our NEOs to purchase stock of the Company on margin, enter into short sales or buy or sell derivatives in respect of securities of the Company.</p> | <p>X We do not provide excessive perquisites, and our NEOs do not participate in defined benefit pension plans or nonqualified deferred compensation plans.</p> |
| <p>X We do not provide immediate vesting on equity based awards and have committed to a one-year minimum vesting requirement for all awards granted under the Spectrum Brands Holdings, Inc. Amended and Restated 2020 Omnibus Equity Plan (the "2020 Equity Plan"), subject to limited exceptions.</p> | <p>X We do not guarantee minimum bonuses to our NEOs.</p> |
| <p>X We do not grant discounted options and our 2020 Equity Plan prohibits repricing of stock options without stockholder approval.</p> | <p>X We do not pay any dividends on unearned and unvested equity awards, unless and until earned and vested. Our 2020 Equity Plan explicitly prohibits the payment of dividends or dividend equivalents on unvested equity awards until the awards are earned and vested.</p> |
| | <p>X We do not reprice options.</p> |

Stockholder Engagement

Our Board and management take their management oversight responsibilities seriously. Our key values are predicated on strong and effective governance, independent thought and decision-making and a commitment to driving stockholder value. We received support from our stockholders with a vote of approximately 97% in favor of our executive compensation at our 2025 Annual Meeting of Stockholders.

We engage our stockholders throughout the year to:

- Provide visibility and transparency into our business, our performance and our corporate governance, ESG and compensation practices, and our strategic plans;
- Discuss with our stockholders the issues that are important to them, hear their expectations for us and share our views; and
- Assess emerging issues that may affect our business or strategic plans, inform our decision making, enhance our corporate disclosures and help shape our practices.

We highly value the input of our stockholders and take their input into account as we design our programs. What we learn through our ongoing engagements is regularly shared with our Board and incorporated into our disclosures, plans and practices, as deemed appropriate.

We are committed to robust stockholder engagement, which has been an embedded part of our investor relations and governance programs for many years. We maintain a consistent and proactive approach to communicating with our stockholders, including our quarterly earnings calls, regular conversations by our investor relations personnel and executive management team, holding non-deal road shows and participating in both equity and debt conferences on a regular basis. In addition, each year during proxy season we take the following actions:

- We engage the proxy solicitation firm, Okapi Partners, to: (i) assist in a robust stockholder outreach process to discuss our go-forward strategies; and (ii) facilitate the opportunity for stockholders to individually and directly engage with certain members of management.

- We engage in discussions with major proxy advisory firms as necessary to understand their perspectives on our compensation programs and best practices generally in executive compensation programs.
- We reach out to our top stockholders to discuss and engage in dialogue with our stockholders with respect to our Company, including our corporate governance and compensation practices.

We continue to engage in rigorous stockholder outreach and do so to understand stockholder views and input on a variety of matters.

Compensation Philosophy and Decision-Making Process

Our compensation programs are administered by our Compensation Committee. In Fiscal 2025, these programs were based on our “pay-for-performance” philosophy in which variable, performance-based compensation represents a majority of an executive’s potential compensation. The variable incentive compensation programs continued our focus on the Company-wide goals of increasing growth and earnings, maximizing free cash flow generation and building for superior long-term stockholder returns. Each year, the Compensation Committee and the Company, along with the assistance of WTW as an independent compensation consultant, go through a thoughtful process to review risks and opportunities applicable to the Company.

In establishing our compensation programs for Fiscal 2025, our Compensation Committee continued to partner with WTW as independent compensation consultant and evaluated the compensation programs with reference to a peer group of 15 companies, as outlined in the section below, “*Role of Committee-Retained Consultants.*”

Background on Compensation Considerations

Our Compensation Committee pursued several objectives in determining our executive compensation programs for Fiscal 2025:

- To attract and retain highly qualified executives for the Company and in each of our business segments.
- To align the compensation paid to our executives with: (i) our overall corporate business strategies while leaving the flexibility necessary to respond to changing business priorities and circumstances; and (ii) our executives' evolving and increasing job responsibilities.
- To align the interests of our executives with those of our stockholders and to reward our executives when they perform in a manner that creates value for our stockholders.

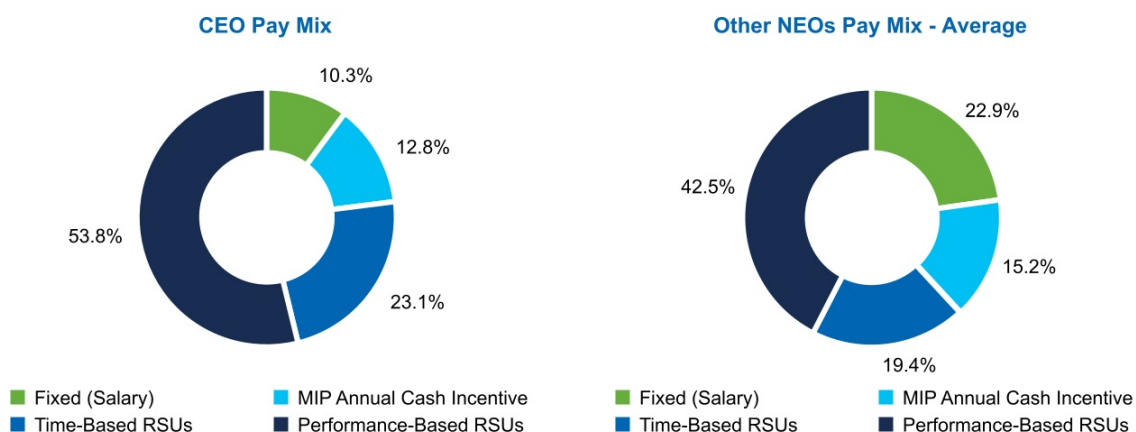
In order to pursue these objectives, our Compensation Committee:

- Considered the advice of WTW on executive compensation issues and program design, including advice on the corporate compensation program as it compared to our peer group companies.
- Conducted an annual review of total compensation for each NEO, including the compensation and benefit values offered to each executive and other compensation factors, based on the NEO's increased job responsibilities since Fiscal 2023.
- Consulted with our CEO and other members of senior management with regard to compensation matters and met in executive session without management to evaluate management’s input.
- Solicited comments and concurrence from other Board members regarding its recommendations and actions.
- Considered the feedback of our stockholders and the Say on Pay vote results.

Philosophy on Performance-Based Compensation

Our Fiscal 2025 executive compensation programs were designed so that a significant portion of the value of each NEO's annual total compensation (which varies by individual) would be based on the achievement of Company-wide performance objectives. In approving these programs, our Compensation Committee concluded that a combination of annual fixed base pay and variable, incentive-based pay provided our NEOs with an appropriate mix of cash compensation and equity-based compensation.

For Fiscal 2025, the percentage of annual, ongoing target total compensation that was at-risk (that is, variable annual cash incentive compensation and equity awards) for our CEO was 89.7% and for the other NEOs was 77.1%, as a group. The chart below sets forth the percentage of target ongoing Fiscal 2025 compensation that was fixed compared to at-risk for the CEO and the other NEOs as a group.



To highlight the alignment of the incentive plans with stockholder interests, our ongoing annual and long-term incentive programs (whether equity or cash-based) in Fiscal 2025 were predominantly performance-based with (i) our MIP being 100% performance-based and (ii) the three-year LTIP being 70% performance-based.

Our pay-for-performance philosophy is evidenced by the fact that below target payouts under the Fiscal 2023 LTIP PSUs (which were based on the Company's three-year performance from Fiscal 2023-2025) were made to our NEOs, and payouts under the MIP to our NEOs for Fiscal 2025 were also below target, each as shown below. This philosophy is also shown in the realizable pay that our NEOs actually received in Fiscal 2025 as described below under "Reported versus Realizable Pay."

Our Compensation Decision Making Process

Our Compensation Committee engages in a robust process when evaluating and making compensation decisions. In Fiscal 2025, our Compensation Committee continued to retain WTW as its independent consultants to assist in formulating and evaluating executive and director compensation programs.

In addition, our Compensation Committee consulted with our CEO regarding the Company's compensation plans and performance targets; however, our CEO did not participate in any discussions with respect to his own compensation. From time to time, our Compensation Committee also consulted with other senior executives of our Company and outside counsel.

WTW provided advice on the executive compensation implications of changes to our business, our corporate governance and compensation structure and the philosophy of our executive compensation plans. During Fiscal 2025, our Compensation Committee periodically requested WTW to:

- Provide comparative market data for our peer group and other groups on request, with respect to compensation matters.

- Analyze our compensation and benefit programs relative to our peer group, including our mix of performance-based compensation, non-variable compensation and the retentive features of our compensation plans in light of the Company's strategies and prospects.
- Review the plan designs, including the performance metrics selected, for our various incentive plans and make recommendations to our Compensation Committee on appropriate plan designs to support the overall corporate strategic objectives.
- Advise our Compensation Committee on compensation matters and management proposals with respect to compensation matters.
- Assist in the preparation of our Compensation Discussion and Analysis disclosure and related matters.
- On request, participate in meetings of our Compensation Committee.

In order to encourage an independent viewpoint, our Compensation Committee and its members: (i) had access to WTW at any time without management present; and (ii) consulted from time to time with each other, other non-management members of our Board and WTW without management present.

Peer Group

WTW, with input from management and our Compensation Committee, developed a peer group of companies based on a variety of criteria, including type of business, revenue, assets and market capitalization. The composition of this peer group is reviewed annually and, if appropriate, revised based on changes in business orientation of peer group companies, changes in financial size or performance of the Company and the peer group companies and any mergers, acquisitions, spin-offs or bankruptcies of the companies in the peer group or changes at our Company. For Fiscal 2025, WTW reviewed the peer group and proposed no changes from the Fiscal 2024 peer group. For Fiscal 2025, the peer group utilized continued to consist of the following 15 companies:

Fiscal 2025 Peer Group		
Central Garden and Pet Company	Hanesbrands, Inc.	Newell Brands, Inc.
Church & Dwight Co., Inc.	Hasbro, Inc.	Nu Skin Enterprises, Inc.
The Clorox Company	Helen of Troy Limited	The Scotts Miracle-Gro Company
Edgewell Personal Care Company	Mattel, Inc.	USANA Health Sciences, Inc.
Energizer Holdings, Inc.	Medifast, Inc.	YETI Holdings, Inc.

Our Compensation Committee reviews market data as part of assessing the appropriateness and reasonableness of our compensation levels and mix of pay. Although our Compensation Committee does not target a particular range for total compensation as compared to our peer group, it does take this information into account when establishing our compensation programs.

In accordance with SEC rules, our Compensation Committee considered the independence of WTW and concluded that no conflicts of interest prevented WTW from independently advising our Compensation Committee during Fiscal 2025. WTW received \$107,767 for executive and director compensation consulting in Fiscal 2025. WTW provided consulting services relating to our health and benefit plans during Fiscal 2025 and received approximately \$9,310 for these services. The Compensation Committee reviews additional consulting services, while considering the potential effects on WTW's independence.

Compensation Elements

In Fiscal 2025, the compensation for our NEOs primarily consisted of the components set forth below. In determining the compensation package for each NEO or in making any subsequent changes, our Compensation Committee considers the

market conditions at the time such compensation levels were determined, the Company's financial condition at the time such compensation levels were determined, compensation levels for similarly situated executives at other companies, executive experience level and the duties and responsibilities of such executive's position, including any additional duties that may have been assumed due to NEO changes.

Base Salary

- | | |
|-----------------------------------|---|
| Purpose | • Forms basis for competitive compensation package, which may be increased from time to time. |
| Operation | • Base salary reflects competitive market conditions, individual responsibilities and performance and internal parity. |
| Performance Considerations | • Performance of the individual is considered by the Compensation Committee, which is advised by its independent compensation consultant, when setting and reviewing base salary levels and continued employment. |

MIP: Annual Cash Incentive

- | | |
|-----------------------------------|---|
| Purpose | • Motivate achievement of strategic priorities relating to key annual financial metrics. |
| Operation | <ul style="list-style-type: none"> • Target cash incentive opportunities are determined by competitive market practices and internal parity. • Actual cash incentive payouts, which can range from 0-250% of target for the CEO and 0-200% of target for our other NEOs, are determined based on performance. • No cash incentive is paid if the relevant performance metrics are not achieved. |
| Performance Considerations | <ul style="list-style-type: none"> • For the Fiscal 2025 grants, based on equally weighted Adjusted EBITDA, Adjusted Average Inventory Turns and Net Sales over the one-year performance period, and the achievement of the goals of each metric is determined and earned independently of one another. • Each award is entirely (100%) based on achievement of financial metrics established at the beginning of the performance period. |

LTIP: RSUs and PSUs**Purpose**

- Align compensation with key drivers of the business and encourage achievement of significant and sustained improvements in performance and strategic initiatives over the long term.
- Encourage focus on long-term stockholder value creation.

Operation

- Target opportunities are determined by competitive market practices and internal parity.
- Actual payouts on the 70% performance-based component (PSUs) can range from 0-125% of target for all executives.
- No PSUs to become vested if relevant performance metrics are not achieved.
- The remaining 30% time-based component (RSUs) of the award is not variable in terms of the number of shares eligible for vesting.
- The Fiscal 2025 LTIP grants have one vesting date after a three-year performance and service period.
- Pursuant to LTIP grant awards, our NEOs are required to hold 50% of the net after-tax shares they receive for at least one year following vesting of each grant.
- In addition, our NEOs and all other officers at the Vice President level or higher, are subject to the share ownership and retention guidelines discussed above (see "Our Practices and Policies-Stock Ownership Guidelines").

Performance Considerations

- Long-term incentive awards focusing on cumulative performance over three-year period ending Fiscal 2027, which are granted in the form of performance-based PSUs (70% of award) and time-based RSUs (30% of award).
- For the Fiscal 2025 grants, based on equally weighted Adjusted EBITDA, Adjusted Free Cash Flow and Adjusted Return on Equity over the three-year performance period, and the achievement of the goals of each metric is determined and earned independently of one another.
- The vast majority (70%) of each of LTIP award is based on achievement of financial metrics established at the beginning of the performance period. No PSUs are paid if the relevant performance metrics are not achieved.
- The relatively small time-based component of these awards as part of our overall compensation mix serves as an important long-term retention and risk mitigation feature, while the value to the executive still varies depending on our stock price performance.

Payout Curves

- For the Fiscal 2025 performance-based PSUs, the upper and lower ends of our payout curves for each performance metric were expanded such that, to receive the maximum payout under each metric, performance of 20% or more above target must be achieved, and to receive at least threshold payout under each metric, performance of no more than 20% below target must be achieved.

Each performance measure for our Fiscal 2025 MIP and LTIP awards is defined as set forth below. Each fiscal year, our Compensation Committee, with the assistance of WTW, establishes and approves our MIP and LTIP incentive programs. As with prior years, the performance component of our Fiscal 2025 incentive programs are based on pre-established, objective performance measures specifically defined in the program documents and disclosed below. Our performance-based incentive programs are intended to compensate management for their achievements and exclude the impact of matters that are not within their control, not calculable or are subject to significant uncertainty. For that reason, our incentive programs were designed to exclude the negative impact of tariff increases or similar actions from the Adjusted EBITDA, Adjusted Average Inventory Turns, Net Sales and Adjusted Return on Average Equity performance measures in Fiscal 2025. Our Compensation Committee determined in its reasonable and good faith judgment that the negative impact of tariff increases or similar actions resulted in halting of product orders, impact of negative pricing actions and demand reduction and associated degradation in Fiscal 2025.

Performance Measure	MIP	LTIP
<p>“Adjusted EBITDA” means net earnings before interest, taxes, depreciation and amortization, and excluding restructuring, acquisition and integration charges, gain or loss on sale of one or more segments and other one-time charges. The result of the formula in the preceding sentence shall then be adjusted by the Compensation Committee in good faith so as to negate the effects of any dispositions; provided, however, that Adjusted EBITDA resulting from businesses or products lines acquired (in Board approved transactions) during the applicable fiscal year will, to the extent reasonably and in good faith determined by the Compensation Committee to be appropriate, be included in the calculation from the date of acquisition and the negative impact of tariffs increases or similar actions during the fiscal year will be excluded from this measure.</p>	✓	✓
<p>“Adjusted Average Inventory Turns” means the 12-month cost of goods sold divided by the 12-month average net inventory dollars, each calculated as of the end of the applicable fiscal year. The result of the formula in the preceding sentence is then adjusted by the Compensation Committee in good faith so as to negate the effects of any dispositions; provided, however, that Adjusted Average Inventory Turns resulting from businesses or product lines acquired (in Board approved transactions) during the applicable fiscal year will, to the extent reasonably and in good faith determined by the Compensation Committee to be appropriate, be included in the calculation from the date of acquisition and the negative impact of tariffs increases or similar actions during the fiscal year will be excluded from this measure.</p>	✓	
<p>“Net Sales” means the amount of revenue generated less returns, cash discounts, trade rebates and other spend or consumer offers that result in a reduction of revenue in accordance with generally accepted accounting principles in the U.S. GAAP. Net Sales achievement will be net of FX currency translation impact (e.g., achievement will exclude positive or negative impact(s) as a result of converting local currency sales into U.S. dollars), provided, that, global sales will not be adjusted for translation impact. Net Sales will also include amounts in the annual operating plan relating to acquisitions completed in the prior year and will, as reasonably and in good faith determined by the Compensation Committee to be appropriate be adjusted to negate the effects of any dispositions, exclude or include amounts from acquisitions completed in the current year, and the negative impact of tariffs increases or similar actions during the fiscal year will be excluded from this measure.</p>	✓	
<p>“Adjusted Free Cash Flow” means Adjusted EBITDA plus or minus changes in current and long-term assets and liabilities, less cash payments for taxes, restructuring, interest and capital expenditures. Any reductions in Adjusted Free Cash Flow resulting from transaction costs or financing fees incurred in connection with any Board approved acquisition or refinancing (in each case during the Performance Period) will be added back to Adjusted Free Cash Flow, subject to the approval of the Compensation Committee reasonably and in good faith. The result of the formula in the preceding sentences shall then be adjusted by the Compensation Committee reasonably and in good faith so as to negate the effects of any dispositions, the negative impact of tariffs increases or similar actions during the fiscal year, non-renewal of a significant license agreement or the impact of significant Board-approved capital allocation decisions on interest income; provided, however that Adjusted Free Cash Flow resulting from businesses or products lines acquired (in Board approved transactions) during the Performance Period will, to the extent reasonably and in good faith determined by the Compensation Committee to be appropriate, be included in the calculation from the date of acquisition.</p>		✓
<p>“Adjusted Return on Average Equity” means the 3-year cumulative Adjusted Net Income (Adjusted EBITDA less interest, taxes, depreciation and amortization) divided by the sum of the 3-year average year total equity, excluding gain or loss on sale of one or more segments. The result of the formula in the preceding sentence shall then be adjusted by the Compensation Committee in good faith so as to negate the effects of any dispositions or non-renewal of a significant license agreement; provided, however that Adjusted Return on Average Equity resulting from businesses or products lines acquired (in Board approved transactions) during the Performance Period will, to the extent reasonably and in good faith determined by the Compensation Committee to be appropriate be included in the calculation from the date of acquisition and the negative impact of tariffs increases or similar actions during the fiscal year will be excluded from this measure.</p>		✓

Fiscal 2025 Compensation Component Pay-Outs**Reported versus Realizable Pay**

Our Compensation Committee closely monitors the pay-outs generated by our compensation programs each year. Although the Summary Compensation Table provides an overview of the cash and non-cash costs to the Company of our CEO's and other NEOs' compensation in a given year, it does not provide a clear summary of the pay realizable by our NEOs because SEC rules require reporting of the grant date fair value of all equity awards in the Summary Compensation Table for the year in which they were granted, even if awards may not be earned and paid out for several years.

The table below shows the compensation realizable by our CEO.

Year of Compensation	Total Realizable Pay ¹ (\$)	Realizable Pay as a Percentage of Reported Pay ² (%)
2025	7,865,862	90 %
2024	5,328,552	50 %
2023	5,542,717	75 %

- For purposes of this comparison, "Realizable Pay" for each reporting year is defined as: (i) salary as reported in the Summary Compensation Table; (ii) the value of amounts paid under the MIP as reported in the Summary Compensation Table; (iii) the value of the equity-based awards that vested during the year; and (iv) all Other Compensation as reported in the Summary Compensation Table.
- Reported Pay as reported in the Summary Compensation Table.

Base Salary

The annual base salaries at the end of Fiscal 2025 for our NEOs are set forth below and did not increase during Fiscal 2025, except for Mr. Qadir who received a modest merit increase prior to becoming an NEO:

Named Executive	Annual Base Salary at the end of Fiscal 2025 (\$)
David M. Maura	900,000
Faisal Qadir	310,825
Ehsan Zargar	400,000
Jeremy Smeltser	600,000

Management Incentive Plan

For Fiscal 2025, our MIP award levels achievable at target for each NEO were as follows:

Named Executive	MIP Target as % of Annual Base Salary
David M. Maura	125%
Faisal Qadir	40%
Ehsan Zargar	60%
Jeremy Smeltser	85%

The performance metrics for each of our NEOs were equal to those established for the Company as a whole. The maximum MIP cash incentive payable is 250% of target for Mr. Maura and 200% of target for our other continuing NEOs. Our Compensation Committee established the following equally weighted performance metrics for our MIP for Fiscal 2025:

- 33.3% Adjusted EBITDA;
- 33.3% Net Sales; and
- 33.3% Adjusted Average Inventory Turns.

The table below shows the applicable levels of performance required to achieve threshold, target and maximum payouts for each of the three MIP performance metrics in Fiscal 2025 as well as actual results calculated in accordance with the terms of our MIP incentive program established for Fiscal 2025 (including the exclusion of the impact from tariffs and similar actions).

Performance Required to Achieve Cash Incentive % as Indicated (\$ in millions)						
Performance Metric	Weight (% of Target Cash Incentive)	Threshold (0%)	Target (100%)	Maximum (200%) ¹	Actual Results	Fiscal 2025 Payout (% of Target Cash Incentive)
Adjusted EBITDA	33.3%	\$310.54	\$345.04	\$369.19	\$345.99	103.94%
Adjusted Average Inventory Turns	33.3%	3.50	3.68	3.79	3.69	109.06%
Net Sales	33.3%	\$2,890.57	\$3,042.71	\$3,133.99	\$2,934.57	28.92%

1. Mr. Maura was eligible to receive a maximum MIP equal to 250% of target if we achieved Adjusted EBITDA, Adjusted Average Inventory Turns and Net Sales of \$381.27 million, 3.85 and \$3,179.63 million, respectively.

Long Term Incentive Plan

Fiscal 2025 LTIP Grants. Our Fiscal 2025 LTIP grants cover service and cumulative performance over the three-year period commencing October 1, 2024 and ending September 30, 2027. Of the LTIP grant, 70% is in the form of PSUs and will vest based on the achievement of cumulative Adjusted EBITDA, cumulative Adjusted Free Cash Flow and Adjusted Return on Equity over the three-year period. The remaining 30% is in the form of RSUs, which will vest based on continued service shortly following the end of such three-year period. In addition, with respect to the PSU component of the LTIP, there is an opportunity to earn additional PSUs if superior performance is achieved (subject to a cap of 125% of the target PSUs).

The table below sets forth the number of PSUs and RSUs each NEO was granted in Fiscal 2025 pursuant to the LTIP.

Name	70% Performance- Based (at Target)	30% Time Based	Potential Upside Performance -Based
David M. Maura	52,349	22,435	13,087
Faisal Qadir ¹	1,385	1,385	346
Ehsan Zargar	13,960	5,983	3,490
Jeremy Smeltser	11,633	4,986	2,908

1. For Fiscal 2025, Mr. Qadir received a 50% performance-based and 50% time-based LTIP award as he was a Vice President when the award was issued. Grants made to Mr. Qadir for Fiscal 2026 and onwards will have terms consistent with LTIP grants to our other NEOs.

The table below shows the three performance metrics for our NEOs and the applicable levels of performance required to achieve threshold, target and maximum vesting of PSUs.

Performance Measure (in \$ millions)	Threshold (0% of PSUs vest)	Target (100% of PSUs vest)	Maximum (125% of PSUs vest)
Adjusted EBITDA	\$870.9	\$1,087.7	\$1,305.2
Adjusted Free Cash Flow	\$434.3	\$542.2	\$650.6
Adjusted Return on Equity	22.60%	28.30%	34.00%

Actual Payout of Fiscal 2023 PSUs. The PSUs granted in Fiscal 2023 were subject to performance over the three-year period that ended September 30, 2025, as shown in detail in our prior disclosure. The performance metrics were Adjusted EBITDA, Adjusted Free Cash Flow and Adjusted Return on Equity. Our performance over this three-year period, calculated in accordance with the definitions set forth in the LTIP and described above (including the exclusion of the impact from tariffs and similar actions), resulted in a below target payout of approximately 92.11% of the target PSUs granted in Fiscal 2023 that vested in December 2025, as reflected in the following table.

Name	Actual 2023 LTIP PSUs Earned and Vested	2023 LTIP PSUs Forfeited (from Target Grant Level)
David M. Maura	69,915	5,989
Faisal Qadir ¹	2,312	198
Ehsan Zargar	20,716	1,774
Jeremy Smeltser	15,277	1,309

Deferral and Post-Termination Benefits

Retirement Benefits. Our Company maintains a 401(k) plan for our employees, including our NEOs.

Supplemental Executive Retirement Program Benefits. During Fiscal 2025, each of Messrs. Maura, Smeltser, and Zargar participated in a supplemental executive retirement program (SERP) pursuant to which the Company, on behalf of each participant, made an annual contribution on October 1, 2024 equal to up to 15% of such participant's base salary as of that date into a Company-owned executive life insurance policy for such participant. The investment options for each such policy are selected by the insurance provider. Mr. Qadir was not eligible for this contribution in Fiscal 2025. Messrs. Maura and Zargar voluntarily agreed to cease participating in the SERP beginning in Fiscal 2026.

Post-Termination Benefits. As described below, the Company has entered into agreements with our NEOs which govern, among other things, post-termination benefits payable to each such NEO should their employment with the Company terminate. In each case, the receipt of post-termination benefits is subject to the NEO's execution of a waiver and release agreement in favor of the Company and continued compliance with post-employment restrictive covenants and other executive cooperation.

Perquisites and Benefits

The Company provides certain limited perquisites and other benefits to certain executives, including our NEOs. Among these benefits are financial and tax planning services, car allowances or leased car programs, executive medical exams and executive life and disability insurance. We did not provide tax gross-ups for our NEOs. Mr. Qadir was not eligible for financial and tax planning services and executive medical exams in Fiscal 2025.

Changes to Fiscal 2026 Executive Compensation

In connection with setting Fiscal 2026 executive compensation, the Compensation Committee reviewed a compensation analysis prepared by WTW and considered stockholder sentiment and best practices. Based on its review, for Fiscal 2026, the Compensation Committee modestly increased Messrs. Maura's and Zargar's compensation package by ~7% and ~3.5% at target (without regard to the voluntary elimination of their SERP benefit, as described above), respectively, and changed the ratio of Mr. Zargar's cash and equity compensation in line with current market practice.

Important Compensation Policies and Guidelines

Timing of Stock-Based Grants

The Company maintains a consistent practice regarding the timing of equity awards and does not grant equity, in anticipation of the release of material nonpublic information. During Fiscal 2025, the Company did not grant stock options to its employees and does not anticipate that it will use options as part of its compensation program going forward. The Company generally provides stock, restricted stock, RSUs and PSUs as part of the compensation program made available to directors, NEOs and other employees. With respect to annual stock awards granted in Fiscal 2025 to directors and NEOs, these were made (and the number of shares determined) on the second business day following the filing and public dissemination of the Company's 10-K and audited financial statements.

Impact of Tax and Accounting Considerations

The overriding consideration when evaluating the pay level or design component of any portion of our executives' compensation is the effectiveness of the pay component and the stockholder value that management and the Compensation Committee believe the pay component reinforces. In structuring the compensation for our NEOs, our Compensation Committee will review a variety of factors which may include the deductibility of such compensation under Section 162(m) of the Internal Revenue Code, to the extent applicable. However, this is not the driving or most influential factor, and the Compensation Committee has approved in the past and specifically reserves the right to pay or approve nondeductible compensation currently and in the future.

EXECUTIVE COMPENSATION TABLES

The following tables and footnotes show the compensation earned for service in all capacities during Fiscal 2025, Fiscal 2024 and Fiscal 2023 by our NEOs. We refer you to the “Compensation Discussion and Analysis” and the “Termination and Change in Control Provisions” sections of this Proxy Statement as well as the corresponding footnotes to the tables for material factors necessary for an understanding of the compensation detailed in the tables entitled “Summary Compensation Table,” “All Other Compensation Table for Fiscal 2025” and “Grants of Plan-Based Awards Table for Fiscal 2025.”

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards ² (\$)	Non-Equity Incentive Plan Compensation ³ (\$)	All Other Compensation ⁴ (\$)	Total (\$)
David M. Maura Executive Chairman and Chief Executive Officer	2025	900,000	—	6,750,004	907,200	199,832	8,757,036
	2024	900,000	—	6,749,963	2,583,675	344,160	10,577,798
	2023	900,000	—	5,400,013	637,313	481,460	7,418,786
Faisal Qadir¹ Executive Vice President and Chief Financial Officer	2025	304,388	—	250,020	100,260	25,055	679,723
Ehsan Zargar Executive Vice President, General Counsel and Corporate Secretary	2025	400,000	—	1,800,055	193,536	151,789	2,545,380
	2024	400,000	—	3,050,024	471,192	192,183	4,113,399
	2023	400,000	—	1,600,024	135,960	234,059	2,370,043
Jeremy Smeltser¹ Former Executive Vice President and Chief Financial Officer	2025	600,000	—	1,500,031	411,264	169,721	2,681,016
	2024	592,115	—	2,750,068	1,001,283	189,790	4,533,256
	2023	550,000	—	1,179,961	249,260	204,618	2,183,839

- Mr. Qadir became our new Executive Vice President and Chief Financial Officer effective September 3, 2025. Per Mr. Qadir's employment agreement, NEO compensation and benefits became effective as of October 1, 2025, the first day of Fiscal 2026. Mr. Smeltser served as our Executive Vice President and Chief Financial Officer until September 3, 2025 and continued as a full-time employee of the Company until December 31, 2025.
- This column reflects the aggregate grant date fair value of the awards computed in accordance with ASC Topic 718 (for a discussion of the relevant ASC 718 valuation assumptions, see Note 2, Significant Accounting Policies and Practices, of the Notes to Consolidated Financial Statements, included in our 2025 Annual Report). This column represents grants under the LTIP assuming target performance. If the maximum possible performance under the LTIP was used to determine the grant date value of the PSU portion of the Fiscal 2025 LTIP, the value reported in this column for 2025 would have been as follows: Mr. Maura \$7,931,236; Mr. Qadir \$281,250; Mr. Zargar \$2,115,063; and Mr. Smeltser \$1,762,507. At the lowest level of performance, the PSUs are forfeited. The amounts shown in this column do not reflect the actual payout. For further information regarding LTIP grants, see “Compensation Discussion and Analysis-Fiscal 2025 Compensation Component Pay-Outs-Long-Term Incentive Plan” and the table entitled “Grants of Plan-Based Awards Table for Fiscal 2025” and its accompanying footnotes.
- This column represents cash amounts earned under the Company's MIP program for performance during the applicable year. As presented in the table, there was only partial MIP payment for Fiscal 2025 because the previously established performance targets were not fully achieved. For additional detail on the 2025 MIP and the determination of the awards thereunder, please refer to the discussion under the heading “Compensation Discussion and Analysis-Fiscal 2025 Compensation Component Pay-Outs-Management Incentive Plan” and the table entitled “Grants of Plan-Based Awards Table for Fiscal 2025” and its accompanying footnotes.
- Please see the following table for the details of the amounts that comprise the All Other Compensation column.

All Other Compensation Table for Fiscal 2025

Name	Financial Planning Services Provided to Executive ² (\$)	Life Insurance Premiums Paid on Executive's Behalf ³ (\$)	Allowance/Personal Use of Company Car ⁴ (\$)	Company Contributions to Executive's Qualified Retirement Plan ⁵ (\$)	Company Contributions to Executive's Supplemental Life Insurance Policy ⁶ (\$)	Dividends ⁷ (\$)	Other (\$)	Total (\$)
David M. Maura ¹	20,000	7,625	—	14,000	75,606	80,509	2,092	199,832
Faisal Qadir	—	1,105	8,048	9,664	—	6,238	—	25,055
Ehsan Zargar	20,000	2,278	34,109	10,115	60,000	23,857	1,430	151,789
Jeremy Smeltser	20,000	3,742	30,080	8,308	90,000	17,591	—	169,721

- Mr. Maura voluntarily declined his car allowance payments for Fiscal 2025.
- For Fiscal 2025, the Company provided an allowance for expenses related to financial planning and tax preparation services in an amount of \$20,000 (paid in March 2025) to Messrs. Maura, Zargar and Smeltser.
- The amount represents the life insurance premiums paid for Fiscal 2025. The Company provides life insurance coverage equal to three times base salary for each executive officer, except for Mr. Qadir, whose Fiscal 2025 life insurance coverage was equal to two times base salary as a Vice President.
- The Company sponsors a leased car or car allowance program. Under the leased car program, costs associated with using a vehicle are provided, which also include maintenance, insurance and license and registration. Under the car allowance program, the executive receives a fixed monthly allowance. As noted above, beginning with Fiscal 2020, Mr. Maura has declined his car allowance.
- Represents amounts contributed under the Company-sponsored 401(k) retirement plan.
- This amount reflects the premium paid by the Company on October 1, 2024 equal to up to 15% of base salary toward individual supplemental life insurance policies. Messrs. Maura, Zargar and Smeltser did not receive this benefit in Fiscal 2026.
- This amount reflects dividend equivalents paid in cash on RSUs that vested during Fiscal 2025 and which were not factored into the grant date fair value of the RSUs.

Grants of Plan-Based Awards Table for Fiscal 2025

The following table and footnotes provide information with respect to equity grants made to our NEOs during Fiscal 2025 as well as the range of future payouts under non-equity incentive awards for our NEOs.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ²			Estimated Future Payouts Under Equity Incentive Plan Awards ³		All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock Awards ⁴ (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Target (#)	Maximum (#)		
David M. Maura	11/12/2024	—	1,125,000	2,812,500				
	11/19/2024	—	—	—	52,349	65,436	22,435	\$ 6,750,004
Faisal Qadir	11/12/2024	—	124,330	248,660				
	11/19/2024	—	—	—	1,385	1,731	1,385	\$ 250,020
Ehsan Zargar	11/12/2024	—	240,000	480,000				
	11/19/2024	—	—	—	13,960	17,450	5,983	\$ 1,800,055
Jeremy Smeltser ¹	11/12/2024	—	510,000	1,020,000				
	11/19/2024	—	—	—	11,633	14,541	4,986	\$ 1,500,031

- Pursuant to Mr. Smeltser's separation agreement with the Company, he received (1) a Fiscal 2025 MIP cash incentive amount of \$411,264 based on actual Company performance during Fiscal 2025, with such payment made at the same performance level as the other NEOs, and (2) the pro rata vesting of the time-based portion of his Fiscal 2025 LTIP award, totaling 1,829 shares of Company common stock. He forfeited the balance of his Fiscal 2025 LTIP award. Upon his separation, Mr. Smeltser received only such payments and vesting as he was entitled to under his employment agreement in connection with his termination without "cause."
- Represents the threshold, target and maximum payouts under the Fiscal 2025 MIP. The actual amounts earned under the plan for Fiscal 2025 are disclosed in the Summary Compensation Table above as part of the column entitled "Non-Equity Incentive Plan Awards." For Mr. Maura, the maximum payout for the disclosed awards is equal to 250% of target. For our other participating NEOs, the maximum payouts for the disclosed awards are equal to 200% of target. See "Compensation Discussion and Analysis-Fiscal 2025 Compensation Component Pay-Outs-Management Incentive Plan" for a discussion of the terms of the Fiscal 2025 MIP.
- Represents the number of RSUs and PSUs awarded under the Fiscal 2025 LTIP grants and shows (a) the target and maximum payouts, denominated in the number of shares of stock, in respect of PSUs and (b) the number of shares of stock underlying the RSUs. See "Compensation Discussion and Analysis-Fiscal 2025 Compensation Components Pay-Outs-LTIP" for a discussion of the terms of these awards.
- See footnote 2 to the Summary Compensation Table.

Outstanding Equity Awards at the End of Fiscal 2025

The following table and footnotes set forth information regarding outstanding options and restricted stock unit awards as of September 30, 2025 for our NEOs. The market value of shares that have not vested was determined by multiplying \$52.53, the closing market price of the Company's stock on September 30, 2025, the last trading day of Fiscal 2025, by the number of shares.

Name	Number of Securities Underlying Unexercised Options Exercisable (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested ¹ (#)	Market Value of Shares or Units of Stock That Have Not Vested ² (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units, or Other Rights That Have Not Vested ³ (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ² (\$)
	51,309	95.43	11/28/2026	—	—	—	—
David M. Maura				32,530 ⁴	1,708,801	69,915 ⁵	3,672,635
				30,575 ⁶	1,606,105	89,178 ⁷	4,684,520
				22,435 ⁸	1,178,511	52,349 ⁹	2,749,893
Faisal Qadir				854 ⁴	44,861	2,312 ⁵	121,449
				1,265 ¹⁰	66,450	2,359 ⁷	123,918
				1,385 ¹¹	72,754	1,385 ⁹	72,754
Ehsan Zargar				9,639 ⁴	506,337	20,716 ⁵	1,088,211
				27,027 ¹²	1,419,728	23,781 ⁷	1,249,216
				5,983 ⁸	314,287	13,960 ⁹	733,319
Jeremy Smeltser				7,108 ⁴	373,383	15,277 ⁵	802,501
				25,669 ¹³	1,348,393	19,818 ¹⁴	1,041,040
				4,986 ¹⁵	261,915	11,633 ¹⁶	611,081

- This column shows the number of outstanding RSUs subject to time-based vesting.
- The market value is based on the per share closing price of our common stock on September 30, 2025 (\$52.53).
- This column shows the number of Fiscal 2023, 2024 and 2025 LTIP PSUs subject to performance-based vesting. For the Fiscal 2023 PSU grants, we have shown the actual shares that became vested in December 2025 based on performance through Fiscal 2025 year-end (no payout). For the Fiscal 2024 PSU grants, we have shown the number of PSUs that would be payable upon maximum level of performance. For the Fiscal 2025 PSU grants, we have shown the number of PSUs that would be payable upon the target level of performance.
- These Fiscal 2023 LTIP RSUs vested on December 5, 2025.
- These Fiscal 2023 LTIP PSUs vested on December 5, 2025.
- These Fiscal 2024 LTIP RSUs vest on December 4, 2026, subject to continued employment.
- These Fiscal 2024 LTIP PSUs vest on December 4, 2026, subject to continued employment and achievement of the applicable performance metrics.
- These Fiscal 2025 LTIP RSUs vest on December 3, 2027, subject to continued employment.
- These Fiscal 2025 LTIP PSUs vest on December 3, 2027, subject to continued employment and achievement of the applicable performance metrics.
- These Fiscal 2024 LTIP RSUs partially vested on December 5, 2025. The remaining RSUs will vest on December 4, 2026, subject to continued employment.

11. These Fiscal 2025 LTIP RSUs partially vested on December 5, 2025. The remaining RSUs will vest on December 4, 2026 and December 3, 2027, subject to continued employment.
12. These Fiscal 2024 Retention RSUs partially vested on December 5, 2025. The remaining Fiscal 2024 Retention RSUs and all Fiscal 2024 LTIP RSUs will vest on December 4, 2026, subject to continued employment.
13. These Fiscal 2024 Retention RSUs partially vested on December 5, 2025. The remaining Fiscal 2024 Retention RSUs and the Fiscal 2024 LTIP RSUs vested pro rata on December 31, 2025 and the remaining RSUs were forfeited in connection with Mr. Smeltser's separation.
14. These Fiscal 2024 LTIP PSUs were forfeited on December 31, 2025 in connection with Mr. Smeltser's separation.
15. These Fiscal 2025 LTIP RSUs vested pro rata on December 31, 2025 and the remaining RSUs were forfeited in connection with Mr. Smeltser's separation.
16. These Fiscal 2025 LTIP PSUs were forfeited on December 31, 2025 in connection with Mr. Smeltser's separation.

Option Exercises and Stock Vested During Fiscal 2025

The following table and footnotes provide information regarding option exercises and stock awards vested during Fiscal 2025 for our NEOs.

Name	Stock Awards		Option Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)
David M. Maura ^{1,2}	15,817	1,500,717	1,164	4,481
Faisal Qadir ³	1,858	176,287	—	—
Ehsan Zargar ⁴	4,687	444,703	—	—
Jeremy Smeltser ⁵	3,456	327,905	—	—

1. For stock awards, the amount for Mr. Maura in this column represents the value realized upon the vesting of 15,817 RSUs and 0 PSUs on December 6, 2024. The value was computed by multiplying the number of shares vested by the closing price per share of the Company's common stock on such vesting date, which was \$94.88 on December 6, 2024.
2. For option awards, the amount for Mr. Maura in this column represents the value realized upon the exercise of 1,164 NQ stock options on November 18, 2024. The value was computed by multiplying the number of options exercised by the closing price per share of the Company's common stock on such exercise date, which was \$90.23, less the option price of \$86.38. The number of shares reported includes the number of shares withheld by the Company for payment of the exercise price and tax liability incident to the exercise.
3. The amount for Mr. Qadir in this column represents the value realized upon the vesting of 1,858 RSUs and 0 PSUs on December 6, 2024. The value was computed by multiplying the number of shares vested by the closing price per share of the Company's common stock on such vesting date, which was \$94.88 on December 6, 2024.
4. For stock awards, the amount for Mr. Zargar in this column represents the value realized upon the vesting of 4,687 RSUs and 0 PSUs on December 6, 2024. The value was computed by multiplying the number of shares vested by the closing price per share of the Company's common stock on such vesting date, which was \$94.88 on December 6, 2024.
5. The amount for Mr. Smeltser in this column represents the value realized upon the vesting of 3,456 RSUs and 0 PSUs on December 6, 2024. The value was computed by multiplying the number of shares vested by the closing price per share of the Company's common stock on such vesting date, which was \$94.88 on December 6, 2024. Upon his separation on December 31, 2025, Mr. Smeltser's unvested PSUs were forfeited, his unvested RSUs vested on a pro rata basis and he did not receive a Fiscal 2026 LTIP grant.

The amounts set forth in the table above under the "Value Realized on Vesting" column reflect the value of shares on the vesting date and value realized on the exercise date. It is important to consider the following factors when reading this table:

- All of Mr. Maura's stock awards reflected in this table were granted at the beginning of Fiscal 2022 and required three years of service, plus performance achievement for the PSUs, in order for the executive to receive any potential value for these awards;

- All of Mr. Maura's stock options reflected in this table were granted on November 24, 2015 and were approaching their expiration date of November 24, 2025;
- For Mr. Maura's awards granted in Fiscal 2022, none of the amounts reflect the vesting of PSUs that were eligible for vesting only if we met preset performance criteria based on financial metrics over a three-year period from Fiscal 2022-2024, based strictly on the metrics disclosed in the proxy for the year granted without any adjustments;
- No PSUs were earned as below threshold performance level achievement was attained based on preset performance criteria; and
- Although the columns in the table are required to state that it is the "value realized", as of the date of this filing, Mr. Maura has not sold any of the shares that vested on December 6, 2024 or stock acquired from the stock option exercise on November 18, 2024, other than the required withholding of shares by the Company to satisfy its tax withholding obligations.

Pension Benefits

None of our NEOs participated in any pension plans during, or as of the end of, Fiscal 2025.

Non-Qualified Deferred Compensation

None of our NEOs participated in any Company non-qualified deferred compensation programs during, or as of the end of, Fiscal 2025.

Executive-Specific Provisions Regarding Employment, Termination and Change in Control

Agreements with NEOs

Our Compensation Committee periodically evaluates the appropriateness of entering into employment agreements, severance agreements or other written agreements with the Company's NEOs to govern compensation and other aspects of the employment relationship. During Fiscal 2025, the Company and/or its wholly owned subsidiary, SBI, had written employment agreements with its NEOs as follows: (i) an employment agreement, dated January 20, 2016, as amended and restated on April 25, 2018, with Mr. Maura (the "Maura Employment Agreement"); (ii) an employment agreement, dated September 3, 2025, with Mr. Qadir (the "Qadir Employment Agreement"); (iii) an employment agreement, dated September 13, 2018, with Mr. Zargar (the "Zargar Employment Agreement"); (iv) an employment agreement, dated September 9, 2019, with Mr. Smeltser (the "Smeltser Employment Agreement"); and (v) a separation agreement, dated September 3, 2025, with Mr. Smeltser (the "Smeltser Separation Agreement").

Agreement with Mr. Maura

Pursuant to the Maura Employment Agreement, the initial term was until April 24, 2021, subject to earlier termination, with automatic one-year renewals thereafter. The Maura Employment Agreement provides Mr. Maura with an annual base salary as Executive Chairman of \$700,000 and an annual base salary of \$200,000 for the duration of his services as CEO, subject to periodic review and increase by the Compensation Committee, in its discretion, and he is eligible to receive a performance-based MIP cash incentive for each fiscal year, based on a target of 125% of his total base salary, as may be applicable at the time (the "Maura Target Amount"), paid during the applicable fiscal year during the term of the Maura Employment Agreement, provided the Company achieves certain annual performance goals as established by our Board and/or our Compensation Committee. If the Company exceeds the performance targets, the cash incentive will be increased in accordance with the formula approved by the Compensation Committee, provided that the cash incentive will not exceed 250% of his then-current base salary.

Under the terms of the Maura Employment Agreement, Mr. Maura was entitled to receive a performance-based Equity Incentive Program (EIP) grant with a combined target value of \$3.2 million for his service as Executive Chairman and CEO and continue his participation in the S3B multi-year equity incentive program (which programs were replaced in Fiscal 2019 by the Company's current LTIP equity plan). Mr. Maura is eligible for equity awards under the Company's LTIP equity plan at the discretion of the Compensation Committee and/or Board, and will be eligible to participate in future multi-year incentive programs as may be adopted from time to time.

The Maura Employment Agreement also provides Mr. Maura with certain other compensation and benefits, including the following: (i) four weeks of paid vacation for each full year; (ii) eligibility for Mr. Maura to participate in the Company's executive auto lease program; (iii) a stipend for income tax filings and returns preparation and advice and estate planning advice; and (iv) eligibility for Mr. Maura to participate in any of the Company's insurance plans and other benefits, if any, as are made available to other executive officers of the Company.

Under the Maura Employment Agreement, Mr. Maura is entitled to receive severance benefits if his employment is terminated under certain circumstances. In general, termination as Executive Chairman and as CEO is determined separately, so that termination from either position will generally provide for payments in respect only of that position and a termination from both positions will provide for payments in respect of both positions.

In the event that Mr. Maura is terminated with "cause" or terminates his employment voluntarily, other than for "good reason," from his role as Executive Chairman or as CEO or all his roles, Mr. Maura's compensation (with respect to such roles) and other benefits (in the case where he is terminated from all his roles) provided under his employment agreement ceases at the time of such termination, and Mr. Maura is entitled to no further compensation under his employment agreement with respect to such role. Notwithstanding this, the Company would pay to Mr. Maura accrued compensation and benefits and continuation of Company medical benefits to the extent required by law.

If Mr. Maura's role as CEO is terminated (without terminating his role as Executive Chairman), without "cause," by the Company, by Mr. Maura for "good reason," due to Mr. Maura's death or disability or upon a Company-initiated non-renewal or upon a change in control, Mr. Maura will be entitled to receive the following severance benefits: (i) the vesting of \$250,000 of his outstanding time-based equity awards, based on grant-date value, as determined by the Compensation Committee; (ii) a cash payment of \$500,000 payable ratably on a monthly basis in arrears over the 12-month period following such termination; and (iii) a pro rata portion of the annual MIP cash incentive related to the base salary that Mr. Maura would have earned for the fiscal year in which termination occurs. Notwithstanding the foregoing, if Mr. Maura's employment is terminated in a CIC Termination (as defined below) during the initial term of the Maura Employment Agreement, then instead of the payment in clause (ii) above, he will receive a cash payment equal to the greater of (x) a cash amount equal to \$500,000 or (y) a cash amount equal to his then-current base salary times the number of months remaining in the initial term, with a pro rata amount being calculated for any partial month in that time period.

In addition to the payments above, if Mr. Maura's employment (as Executive Chairman) is terminated by the Company without "cause," by Mr. Maura for "good reason," upon Mr. Maura's death or disability or upon a Company-initiated non-renewal of his employment agreement, the Company shall pay or provide for Mr. Maura: (i) (a) a cash payment equal to 1.5 times the base salary in effect immediately prior to his termination, plus (b) a cash payment equal to 1.0 times the Maura Target Amount, payable ratably on a monthly basis over the 18-month period immediately following his termination; (ii) the pro rata portion, in cash, of the annual MIP cash incentive (if any) he would have earned for the fiscal year in which such termination occurs if his employment had not ceased, to be paid at the same time such cash incentive would have been paid to Mr. Maura for such fiscal year if his employment had not terminated; (iii) for the 18-month period immediately following such termination, provide Mr. Maura and his dependents with medical insurance coverage and other employee benefits on a basis substantially similar to those provided to Mr. Maura and his dependents by the Company immediately prior to the date of termination at no greater cost to Mr. Maura or the Company than the cost to Mr. Maura and the Company immediately prior to such date; and (iv) payment of accrued vacation time pursuant to Company policy. In addition, all unvested outstanding time-based equity awards will promptly vest as provided in the applicable equity award agreements. Notwithstanding the foregoing, if Mr. Maura's employment is terminated in a CIC Termination during the initial term of the Maura Employment Agreement, then instead of the payment in clause (i)(a) above, he will receive a cash payment equal to the greater of (x) a cash amount equal to 1.5 times his then-current base salary or (y) a cash amount equal to his then-current base salary times the number of months remaining in the initial term, with a pro rata amount being calculated for any partial month in that time period.

If Mr. Maura's employment is terminated by the Company without "cause" (and not due to death or disability) or by Mr. Maura for "good reason" during the period that begins 60 days prior to the occurrence of a change in control (or, in limited cases, earlier) and ends upon the first anniversary of the change in control (a "CIC Termination"), then Mr. Maura will receive all severance benefits available to him as if he terminated his employment for "good reason," and all of his outstanding and unvested performance-based equity awards will vest in full (at the target level).

The payment of the severance payments and vesting of equity awards described above with respect to a termination of Mr. Maura's employment are conditioned upon Mr. Maura's execution of a release of claims in favor of the Company and its controlled affiliates and Mr. Maura's compliance with the noncompetition, non-solicitation, non-disparagement and confidentiality restrictions set forth in his employment agreement. The non-competition and nonsolicitation provisions extend for 18 months following Mr. Maura's termination, and the confidentiality provisions extend for seven years following Mr. Maura's termination.

Under the Maura Employment Agreement, (a) "good reason" is defined as the occurrence of any of the following events without Mr. Maura's consent: (i) any reduction in Mr. Maura's annual base salary or target MIP cash incentive opportunity then in effect; (ii) the required relocation of Mr. Maura's office at which he is principally employed as of April 25, 2018 to a location more than 50 miles from such office or the requirement by the Company that Mr. Maura be based at a location other than such office on an extended basis, except for required business travel; (iii) a substantial diminution or other substantive adverse change in the nature or scope of Mr. Maura's responsibilities, authorities, powers, functions or duties; (iv) a breach by the Company of any of its other material obligations under the Maura Employment Agreement; or (v) the failure of the Company to obtain the agreement of any successor to the Company to assume and agree to perform the Maura Employment Agreement; and (b) "cause" is defined, in general, as the occurrence of any of the following events: (i) the commission by Mr. Maura of any deliberate and premeditated act taken by Mr. Maura in bad faith against the interests of the Company that causes or is reasonably anticipated to cause material harm to the Company; (ii) Mr. Maura has been convicted of or pleads nolo contendere with respect to, any felony or of any lesser crime or offense having as its predicate element fraud, dishonesty or misappropriation of the property of the Company that causes or is reasonably anticipated to cause material harm to the Company; (iii) the habitual drug addiction or intoxication of Mr. Maura which negatively impacts his job performance or Mr. Maura's failure of a company-required drug test; (iv) the willful failure or refusal of Mr. Maura to perform his duties as set forth in the employment agreement or the willful failure or refusal to follow the direction of our Board, which is not cured after 30 calendar days' notice; or (v) Mr. Maura materially breaches any of the terms of the Maura Employment Agreement or any other agreement between himself and the Company and the breach is not cured within 30 calendar days after written notice from the Company.

Agreement with Mr. Qadir

Pursuant to the Qadir Employment Agreement, the initial term is until October 1, 2026, subject to earlier termination, with automatic one-year renewals thereafter. The Qadir Employment Agreement provides Mr. Qadir with an annual base salary of \$450,000, subject to periodic review and increase by the Compensation Committee, in its discretion, and he is eligible to receive a performance-based MIP cash incentive for each fiscal year starting in Fiscal 2026, based on a target of 75%, subject to increase by the Board and/or Compensation Committee, in their sole discretion, of his then-current base salary (the "Qadir Target Amount") paid during the applicable fiscal year during the term, provided the Company achieves certain annual performance goals as established by the Board and/or the Compensation Committee. If the Company exceeds the performance targets, the cash incentive will be increased in accordance with the formula approved by the Compensation Committee, provided that the cash incentive will not exceed 150% of his then-current base salary.

Mr. Qadir is eligible for equity awards under the Company's LTIP equity plan at the discretion of the Compensation Committee and/or Board and will be eligible to participate in future multi-year incentive programs as may be adopted from time to time. The Qadir Employment Agreement also provides Mr. Qadir with certain other compensation and benefits, including the following: (i) four weeks of paid vacation for each full year; (ii) eligibility to participate in the Company's executive auto lease program; and (iii) eligibility to participate in any of the Company's insurance plans and other benefits, if any, as are made available to other executive officers of the Company.

Under the Qadir Employment Agreement, Mr. Qadir is entitled to receive severance benefits if his employment is terminated under certain circumstances. In the event that Mr. Qadir is terminated with "cause" or terminates his employment voluntarily, other than for "good reason," Mr. Qadir's compensation and other benefits provided under his employment agreement cease at the time of such termination, and Mr. Qadir is entitled to no further compensation under his employment agreement with respect to such role. Notwithstanding this, the Company would pay to Mr. Qadir accrued compensation and benefits and continuation of Company medical benefits to the extent required by law.

If Mr. Qadir's employment is terminated by the Company without "cause," by Mr. Qadir for "good reason" (as defined below) or by reason of death or by the Company for disability or upon a Company-initiated non-renewal, he will be entitled to the following severance benefits: (i) a cash payment equal to 1.5 times

his then-current base salary, (ii) a cash payment equal to 1.0 times the Qadir Target Amount, with each of (i) and (ii) payable ratably on a monthly basis over the 18-month period following termination; (iii) a pro rata portion of the annual MIP cash incentive Mr. Qadir would have earned for the fiscal year in which termination occurs if his employment had not ceased; (iv) for the 18-month period following termination, provide Mr. Qadir and his dependents with medical and dental insurance coverage and other employee benefits on a basis substantially similar to those provided to other executives of the Company; and (v) payment of accrued vacation time pursuant to Company policy. In addition, unvested outstanding time-based equity awards will vest pro rata. Any remaining time-based portion and all unvested performance-based awards will be forfeited.

In the case of termination, severance payments and vesting are conditioned upon Mr. Qadir's execution of a release of claims in favor of the Company and its affiliates and Mr. Qadir's compliance with the non-competition, non-solicitation, non-disparagement and confidentiality restrictions set forth in his employment agreement. The non-competition and non-solicitation provisions extend for 18 months following Mr. Qadir's termination. Mr. Qadir is also subject to a six-year cooperation provision.

The definitions of "good reason" and "cause" under the Qadir Employment Agreement are similar to the definitions of such terms in the Maura Employment Agreement

Agreement with Mr. Zargar

Pursuant to the Zargar Employment Agreement, which became effective as of October 1, 2018, the initial term was until September 30, 2021, subject to earlier termination, with automatic one-year renewals thereafter. The Zargar Employment Agreement provides Mr. Zargar with an annual base salary of \$400,000, subject to periodic review and increase by the Compensation Committee, in its discretion, and he is eligible to receive a performance-based MIP cash incentive for each fiscal year starting in Fiscal 2019, based on a target of at least 60%, subject to increase by the Compensation Committee, in its sole discretion, of his then-current base salary (the "Zargar Target Amount") paid during the applicable fiscal year during the term, provided the Company achieves certain annual performance goals as established by the Board and/or the Compensation Committee. If the Company exceeds the performance targets, the cash incentive will be increased in accordance with the formula approved by the Compensation Committee provided that the cash incentive will not exceed 200% of his then-current base salary.

Mr. Zargar is eligible for equity awards under the Company's LTIP equity plan at the discretion of the Compensation Committee and/or Board and will be eligible to participate in future multi-year incentive programs as may be adopted from time to time. The Zargar Employment Agreement also provides Mr. Zargar with certain other compensation and benefits, including the following: (i) four weeks of paid vacation for each full year; (ii) eligibility for Mr. Zargar to participate in the Company's executive auto lease program; (iii) a stipend for corporate apartment and income tax filings and returns preparation and advice and estate planning advice; and (iv) eligibility for Mr. Zargar to participate in any of the Company's insurance plans and other benefits, if any, as are made available to other executive officers of the Company.

Under the Zargar Employment Agreement, Mr. Zargar is entitled to receive severance benefits if his employment is terminated under certain circumstances. In the event that Mr. Zargar is terminated with "cause" or terminates his employment voluntarily, other than for "good reason," Mr. Zargar's compensation and other benefits provided under his employment agreement cease at the time of such termination, and Mr. Zargar is entitled to no further compensation under his employment agreement with respect to such role. Notwithstanding this, the Company would pay to Mr. Zargar accrued compensation and benefits and continuation of Company medical benefits to the extent required by law.

If Mr. Zargar's employment is terminated by the Company without "cause," by Mr. Zargar for "good reason" (as defined below) or by reason of death or by the Company for disability or upon a Company-initiated non-renewal, he will be entitled to the following severance benefits: (i) a cash payment equal to 2.99 times his then-current base salary, (ii) a cash payment equal to 1.5 times the Zargar Target Amount, with each of (i) and (ii) payable ratably on a monthly basis over the 18-month period following termination; (iii) a pro rata portion of the annual MIP cash incentive Mr. Zargar would have earned for the fiscal year in which termination occurs if his employment had not ceased; (iv) for the 18-month period following termination provide Mr. Zargar and his dependents with medical insurance coverage and other employee benefits on a basis substantially similar to those provided to Mr. Zargar and his dependents by the Company immediately prior to the date of termination at no greater cost to Mr. Zargar or the Company than the cost to Mr. Zargar or the Company immediately prior to such date; and (v) payment of accrued vacation time pursuant to Company policy. In addition, all unvested outstanding performance-based and time-based equity awards will immediately vest in full (at target) as provided in the applicable equity award agreements.

In the case of termination, severance payments and vesting are conditioned upon Mr. Zargar's execution of a release of claims in favor of the Company and its affiliates and Mr. Zargar's compliance with the non-competition, non-solicitation, non-disparagement and confidentiality restrictions set forth in his employment agreement. The non-solicitation provisions extend for 18 months following Mr. Zargar's termination and the confidentiality provisions extend for seven years following Mr. Zargar's termination. Mr. Zargar is also subject to a two-year cooperation provision.

The definitions of "good reason" and "cause" under the Zargar Employment Agreement are similar to the definitions of such terms in the Maura Employment Agreement.

Agreement with Mr. Smeltser

Under the Smeltser Employment Agreement, Mr. Smeltser was entitled to receive severance benefits if his employment was terminated under certain circumstances. In the event that Mr. Smeltser was terminated with "cause" or terminated his employment voluntarily, other than for "good reason," Mr. Smeltser's compensation and other benefits provided under his employment agreement would cease at the time of such termination, and Mr. Smeltser would be entitled to no further compensation under his employment agreement with respect to such role. Notwithstanding this, the Company would pay to Mr. Smeltser accrued compensation and benefits and continuation of Company medical benefits to the extent required by law.

If Mr. Smeltser's employment was terminated by the Company without "cause," by Mr. Smeltser for "good reason" (as defined below) or by reason of death or by the Company for disability or upon a Company-initiated non-renewal, he was entitled to the following severance benefits: (i) a cash payment equal to 1.5 times his then-current base salary (ii) a cash payment equal to 1.0 times the Smeltser Target Amount, with each of (i) and (ii) payable ratably on a monthly basis over the 18-month period following termination; (iii) a pro rata portion of the annual MIP cash incentive Mr. Smeltser would have earned for the fiscal year in which termination occurred if his employment had not ceased (iv) for the 18-month period following termination, provide Mr. Smeltser and his dependents with medical and dental insurance coverage and other employee benefits on a basis substantially similar to those provided to other executives of the Company; and (v) payment of accrued vacation time pursuant to Company policy. In addition, unvested outstanding time-based equity awards would vest pro rata. Any remaining time-based portion and all unvested performance-based awards would be forfeited.

In the case of termination, severance payments and vesting were conditioned upon Mr. Smeltser's execution of a release of claims in favor of the Company and its affiliates and Mr. Smeltser's compliance with the non-competition, non-solicitation, non-disparagement and confidentiality restrictions set forth in his employment agreement. The non-solicitation provisions would extend for 18 months following Mr. Smeltser's termination and the confidentiality provisions would extend for seven years following Mr. Smeltser's termination. Mr. Smeltser would also be subject to a six-year cooperation provision.

The definitions of "good reason" and "cause" under the Smeltser Employment Agreement are similar to the definitions of such terms in the Maura Employment Agreement.

Separation Agreement with Mr. Smeltser

On September 3, 2025, Mr. Smeltser ceased serving as our Chief Financial Officer. Pursuant to the Smeltser Separation Agreement, Mr. Smeltser's employment was terminated without "cause" in accordance with the Smeltser Employment Agreement. Mr. Smeltser continued as a full-time employee of the Company until December 31, 2025 (the "Separation Date") with the title of Senior Finance Executive.

From September 3, 2025 through his Separation Date, Mr. Smeltser assisted the Company with the transition of his duties and other strategic initiatives as requested by the Company. Consistent with the Smeltser Employment Agreement, for Fiscal 2025, Mr. Smeltser continued to be paid his existing base salary, received the payout for the Fiscal 2025 annual MIP cash incentive based on actual performance and received the time-based and performance equity awards that vested in Fiscal 2025. In addition, consistent with the Smeltser Employment Agreement, subject to continued compliance with his post-employment restrictive covenants, Mr. Smeltser is eligible to receive the following: (i) cash severance, in an amount equal to the sum of (x) 18-months' base salary and (y) his Fiscal 2025 target MIP cash incentive, in each case payable over an 18-month period, (ii) a pro-rata portion of his Fiscal 2026 MIP cash incentive based on the number of weeks worked during such fiscal year prior to the Separation Date, (iii) health insurance benefits during the 18-month period following the Separation Date and other benefits, including the leased car program and financial and tax planning program maintained by the Company for its Executive Vice Presidents, through the Separation Date and (iv) pro rata vesting of the unvested time-based portion of his Fiscal 2024 and Fiscal 2025 LTIP awards and the second tranche of his Fiscal 2024 supplemental award based on days served as an employee during the vesting period of the applicable award.

Other than as set forth above, Mr. Smeltser is not entitled to any other compensation or benefits in connection with his separation. Mr. Smeltser forfeited unvested equity awards (consisting of 27,487 unvested PSUs and 12,837 unvested RSUs) and did not participate in the Company's Fiscal 2026 LTIP program.

For more information regarding the amounts payable to Mr. Smeltser under the Smeltser Separation Agreement, see "Amounts Payable upon Termination or Change in Control - Jeremy Smeltser" below.

Termination and Change in Control Provisions

Awards under the Company Equity Plan

For purposes of the Company's equity incentive plans, "change in control" generally means the occurrence of any of the events listed below and "Applicable Company" means the Company or SPB Legacy with respect to the former equity plan of SPB Legacy which was assumed by the Company:

- i. the acquisition, by any individual, entity or group of beneficial ownership of more than 50% of the combined voting power of the Applicable Company's then outstanding securities;
- ii. individuals who constituted our Board at the effective time of the plan and directors who are nominated and elected as their successors from time to time cease for any reason to constitute at least a majority of our Board;

- iii. consummation of a merger or consolidation of the Applicable Company or any direct or indirect subsidiary of the Applicable Company with any other entity, other than (A) a merger or consolidation which results in the voting securities of the Applicable Company outstanding immediately prior to such merger or consolidation continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or any parent thereof) more than 50% of the combined voting power of the voting securities of the Applicable Company or such surviving entity or any parent thereof outstanding immediately after such merger or consolidation, (B) a merger or consolidation effected to implement a recapitalization of the Applicable Company (or similar transaction) in which no individual, entity or group is or becomes the beneficial owner, directly or indirectly, of voting securities of the Applicable Company (not including in the securities beneficially owned by such individual, entity or group any securities acquired directly from the Applicable Company or any of its direct or indirect subsidiaries) representing 50% or more of the combined voting power of the Applicable Company's then outstanding voting securities or (C) a merger or consolidation affecting the Applicable Company as a result of which a Designated Holder (as defined below) owns after such transaction more than 50% of the combined voting power of the voting securities of the Applicable Company or such surviving entity or any parent thereof outstanding immediately after such merger or consolidation; or
- iv. approval by the stockholders of the Applicable Company of either a complete liquidation or dissolution of the Applicable Company or the sale or other disposition of all or substantially all of the assets of the Applicable Company, other than a sale or disposition by the Applicable Company of all or substantially all of the assets of the Applicable Company to an entity, more than 50% of the combined voting power of the voting securities of which are owned by stockholders of the Applicable Company in substantially the same proportions as their ownership of the Applicable Company immediately prior to such sale; provided that, in each case, it shall not be a change in control if, immediately following the occurrence of the event described above (i) the record holders of the common stock of the Applicable Company immediately prior to the event continue to have substantially the same proportionate ownership in an entity which owns all or substantially all of the assets of the Company immediately following the event or (ii) the Harbinger Master Fund, the Harbinger Special Situations Fund, HRG and their respective affiliates and subsidiaries (the "Designated Holders") beneficially own, directly or indirectly, more than 50% of the combined voting power of the Applicable Company or any successor.

Amounts Payable upon Termination or Change in Control

The following tables set forth the amounts that would have been payable September 30, 2025 to each of our NEOs who were employed by the Company as NEOs on the last day of Fiscal 2025 under the various scenarios for termination of employment or a change in control of the Company had such scenarios occurred on September 30, 2025.

David Maura

Component	Termination Scenarios (Assumes Termination on 9/30/2025)			Change in Control & Termination (\$)
	Without Good Reason or For Cause (\$)	With Good Reason or Without Cause (\$)	Upon Death or Disability (\$)	
Cash Severance¹	—	2,425,000	2,425,000	2,425,000
Annual MIP Cash Incentive²	—	907,200	907,200	907,200
Equity Awards (Intrinsic Value)³				
Unvested Restricted Stock ^{4,5}	—	4,493,417	4,493,417	14,978,142
Other Benefits				
Health and Welfare ⁶	—	12,713	12,713	12,713
Car Allowance ⁷	—	24,000	24,000	24,000
Accrued, Unused Vacation ⁸	—	—	—	—
Total	—	7,862,330	7,862,330	18,347,055

- Reflects cash severance payment, under the applicable termination scenarios, of \$500,000 for termination of the role of CEO, plus 1.5x Executive Chairman base salary and 1.0x the Fiscal 2025 Executive Chairman target MIP cash incentive. Payments are to be made in monthly installments over 12 or 18 months (for the CEO and Executive Chairman payments, respectively) subject to the requirements of Section 409A of the Internal Revenue Code.
- Reflects annual MIP cash incentive for Fiscal 2025 payable at 80.64% of target. Payment is subject to Section 409A of the Internal Revenue Code.
- Reflects value of accelerated vesting of equity awards, if any, using a stock price of \$52.53 which was the Company's closing price on September 30, 2025.
- Upon a termination without "cause" or due to death or disability or for resignation with good reason, all time-based RSUs would fully vest.
- Upon a termination in connection with a change in control that occurs between 60 days prior to the change in control and the one-year anniversary of the change in control, all RSUs and PSUs would be subject to accelerated vesting at target.
- Reflects 18 months of insurance and other benefits continuation for the Executive and any dependents.
- Reflects 12 months of car allowance continuation, which Mr. Maura elected not to receive in Fiscal 2025.
- Represents compensation for 0.0 hours of unused vacation time in Fiscal 2025.

Faisal Qadir

Termination Scenarios (Assumes Termination on 9/30/2025)

Component	Without Good Reason or For Cause (\$)	With Good Reason or Without Cause (\$)	Upon Death or Disability (\$)	Change in Control & Termination (\$)
Cash Severance ¹	—	310,825	310,825	310,825
Annual MIP Cash Incentive ²	—	—	—	—
Equity Awards (Intrinsic Value) ³				
Unvested Restricted Stock ⁴	—	—	—	—
Other Benefits				
Health and Welfare ⁵	—	563	563	563
Car Allowance ⁶	—	—	—	—
Accrued, Unused Vacation ⁷	7,502	7,502	7,502	7,502
Total	7,502	318,890	318,890	318,890

1. Reflects cash severance payment, under the applicable termination scenarios, of 52 weeks of salary continuation. Payments are to be made in bi-weekly installments over 12 months subject to the requirements of Section 409A of the Internal Revenue Code.
2. Not eligible for annual MIP cash incentive for Fiscal 2025.
3. Not eligible for accelerated vesting of equity awards.
4. Upon a termination for any reason, all outstanding RSUs and PSUs will be forfeited.
5. Reflects 12 months of insurance and other benefits continuation for the Executive and any dependents.
6. Not eligible for car allowance continuation.
7. Represents compensation for 50.2 hours of unused vacation time in Fiscal 2025. Under California law, earned and accrued vacation must be paid out whenever the employment relationship ends for any termination reason.

Ehsan Zargar

Termination Scenarios (Assumes Termination on 9/30/2025)

Component	Without Good Reason or For Cause (\$)	With Good Reason or Without Cause (\$)	Upon Death or Disability (\$)	Change in Control & Termination (\$)
Cash Severance ¹	—	1,556,000	1,556,000	1,556,000
Annual MIP Cash Incentive ²	—	193,536	193,536	193,536
Equity Awards (Intrinsic Value)³				
Unvested Restricted Stock ⁴	—	5,154,454	5,154,454	5,154,454
Other Benefits				
Health and Welfare ⁵	—	4,252	4,252	4,252
Car Allowance ⁶	—	34,109	34,109	34,109
Accrued, Unused Vacation ⁷	—	12,135	12,135	12,135
Total	—	6,954,486	6,954,486	6,954,486

- Reflects cash severance payment, under the applicable termination scenarios, of 2.99x base salary and 1.5x the Fiscal 2025 target MIP cash incentive. Payments are to be made in monthly installments over 18 months subject to the requirements of Section 409A of the Internal Revenue Code.
- Reflects annual MIP cash incentive for Fiscal 2025 payable at 80.64% of target. Payment is subject to Section 409A of the Internal Revenue Code.
- Reflects value of accelerated vesting of equity awards, if any, using a stock price of \$52.53 which was the Company's closing price on September 30, 2025.
- Upon a termination without "cause" or in connection with a change in control or for resignation with good reason or for death or disability, all RSUs and PSUs, including the one-time, stock-based retention award granted in Fiscal 2024, would be subject to accelerated vesting at target.
- Reflects 18 months of insurance and other benefits continuation for the Executive and any dependents.
- Reflects 12 months of car allowance continuation.
- Represents compensation for 63.1 hours of unused vacation time in Fiscal 2025.

Jeremy Smeltser

Component	Termination Scenario (Termination) ¹
	With Good Reason or Without Cause (\$)
Cash Severance ²	1,410,000
Equity Awards (Intrinsic Value)	
Unvested Restricted Stock ³	1,249,636
Other Benefits	
Health and Welfare ⁴	12,713
Car Allowance ⁵	30,080
Accrued, Unused Vacation ⁶	—
Total⁷	2,702,429

- Reflects termination as CFO on September 3, 2025 and as an employee of the Company on December 31, 2025 pursuant to the Smeltser Separation Agreement. The compensation and benefits received reflect only those to which he was entitled under the Smeltser Employment Agreement in connection with a termination without "cause."
- Reflects cash severance payment of 1.5x base salary and 1.0x the Fiscal 2025 target MIP cash incentive. Payments are to be made in monthly installments over 18 months subject to the requirements of Section 409A of the Internal Revenue Code.
- Reflects forfeiture of all PSUs and pro rata vesting of RSUs based on days served as an employee during the following vesting periods: (i) November 25, 2022 through December 5, 2025 for the 2023 LTIP RSUs, (ii) November 24, 2023 through December 4, 2026 for the 2024 LTIP RSUs and for the one-time retention award granted in Fiscal 2024, and (iii) November 19, 2024 through December 3, 2027 for the 2025 LTIP RSUs.
- Reflects 18 months of health insurance continuation for Mr. Smeltser and any dependents.
- Reflects 12 months of car allowance continuation.
- Represents compensation for 0.0 hours of unused vacation time in Fiscal 2025.
- Excludes pro rata portion of the annual MIP cash incentive for Fiscal 2026, to the extent any such MIP cash incentive is paid.

COMPENSATION COMMITTEE REPORT

Our Compensation Committee has reviewed and discussed the section of this Proxy Statement entitled "Compensation Discussion and Analysis" with management. Based on this review and discussion, the Committee has recommended to our Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

Compensation Committee

Terry L. Polistina (Chair)
 Sherianne James
 Gautam Patel

FISCAL 2025 CEO PAY RATIO

Under rules adopted by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), we are required to determine and disclose the ratio of the annual total compensation of our CEO to that of our global median employee.

To determine the median employee, we made a determination from our global employee population. We established a consistently applied compensation measure of annualized base pay, converted to U.S. dollars based on applicable exchange rates as of September 30, 2025. Our population was evaluated as of September 30, 2025 and reflects paid compensation for the entire fiscal year. Where allowed under the rule, we have annualized compensation for employees newly hired during Fiscal 2025.

Based on the above determination, the total compensation (using the same methodology as we use for our NEOs as set forth in the Summary Compensation Table in this Proxy Statement) for the median employee is \$82,121. Using the CEO’s total compensation of \$8,757,036 under the same methodology, the resulting ratio is 107:1. The pay ratio reported here is a reasonable estimate calculated in a manner consistent with SEC rules based on our payroll and employment records and the methodology described above.

PAY VERSUS PERFORMANCE

As required by SEC disclosure rules, we are providing the following information regarding the relationship between executive compensation and our financial performance for each of the fiscal years set forth in the table below. In determining the “compensation actually paid” (“CAP”) to our NEOs, we are required to make various adjustments to amounts that have been previously reported in the Summary Compensation Table in previous years, as the SEC’s valuation methods for this section differ from those required in the Summary Compensation Table. For a discussion of how our Compensation Committee assessed Company performance and our named executive officers’ compensation, see “*Compensation Discussion and Analysis*” on page 32 of this Proxy Statement.

Fiscal Year	Summary Compensation Total for PEO(\$) ¹	Compensation Actually Paid to PEO(\$) ²	Average Summary Compensation Table Total for Non-PEO NEOs(\$) ³	Average Compensation Actually Paid to Non-PEO NEOs(\$) ⁴	Value of Initial Fixed \$100 Investment Based On:			
					Total Shareholder Return(\$) ⁵	Peer Group Total Shareholder Return(\$) ⁵	Net Income(\$) ⁶	Adjusted EBITDA(\$) ⁷
2025	8,757,036	(1,839,996)	1,968,706	(448,622)	103.06	117.42	100.4	289.1
2024	10,577,798	14,719,467	4,323,328	5,902,248	181.59	132.76	124.8	371.8
2023	7,418,786	15,184,023	1,517,541	2,536,142	146.55	106.13	1,801.9	275.1
2022	6,815,682	(9,871,558)	1,989,920	(2,094,300)	71.13	91.57	72.7	283.1
2021	8,606,325	21,852,381	2,465,198	5,141,570	170.99	99.86	189.6	391.8

1. The dollar amounts reported in this column are the amounts of total compensation reported for our Principal Executive Officer (“PEO”) for each corresponding year in the “Total” column of the Summary Compensation Table, which for each year in the table was David Maura.

2. The dollar amounts reported in this column represent the amount of “compensation actually paid” to our PEO for the applicable fiscal year, as computed in accordance with Item 402(v) of Regulation S-K. The dollar amounts do not reflect the actual amount of compensation earned by or paid to such executive during the applicable year. In accordance with the requirements of Item 402(v) of Regulation S-K, the adjustments set forth below were made to the total compensation for each year to determine the compensation actually paid. Adjusted fair values have been determined using, as applicable, updated stock price and assumptions (i.e., term, volatility, dividend yield, risk free rates) as of the measurement date.

Fiscal Year	2021(\$)	2022(\$)	2023(\$)	2024(\$)	2025(\$)
Total from Summary Compensation Table	8,606,325	6,815,682	7,418,786	10,577,798	8,757,036
- Amount reported in the Summary Compensation Table for Stock Awards and Option Awards	(5,399,980)	(5,114,755)	(5,400,013)	(6,749,963)	(6,750,004)
+ Fair Value at Fiscal Year-End of Outstanding and Unvested Option Awards and Stock Awards Granted in Fiscal Year	8,861,580	617,338	8,495,804	9,696,384	3,928,404
+/- Change in Fair Value of Outstanding and Unvested Option Awards and Stock Awards Granted in Prior Fiscal Years (Including Modifications)	9,146,349	(12,656,942)	2,551,834	1,516,743	(7,771,320)
- Fair Value at Prior Fiscal Year-End of Stock and Option Awards Forfeited during the Covered Year	0	0	0	0	0
+/- Change in Fair Value as of Vesting Date of Option Awards and Stock Awards Granted in Prior Fiscal Years For Which Applicable Vesting Conditions Were Satisfied During Fiscal Year	638,107	467,119	2,117,612	(321,495)	(4,112)
Compensation Actually Paid	21,852,381	(9,871,558)	15,184,023	14,719,467	(1,839,996)

3. The dollar amounts reported in this column represent the average of the amounts reported for the Company’s non-PEO named executive officers (“*Non-PEO NEOs*”) as a group in the “Total” column of the Summary Compensation Table in each applicable year. For purposes of calculating the average amounts in each applicable year, the names of each of the Non-PEO NEOs for fiscal years 2021, 2022, and 2023 are as follows: Jeremy Smeltser, Ehsan Zargar, Randal Lewis and Rebeckah Long. For Fiscal 2024, the names of the Non-PEO NEOs are Jeremy Smeltser and Ehsan Zargar. For Fiscal 2025, the names of the Non-PEO NEOs are Faisal Qadir, Jeremy Smeltser and Ehsan Zargar.

4. The dollar amounts reported in this column represent the average amount of “compensation actually paid” to the Non-PEO NEOs as a group in the applicable year as computed in accordance with Item 402(v) of Regulation S-K. The dollar amounts do not reflect the actual average amount of compensation earned by or paid to the Non-PEO NEOs as a group during the applicable year. In accordance with the requirements of Item 402(v) of Regulation S-K, the adjustments set forth below were made to the average total compensation for the Non-PEO NEOs as a group for each year to determine the compensation actually paid, using the same methodology described in Note 2 above.

Fiscal Year	2021(\$)	2022(\$)	2023(\$)	2024(\$)	2025(\$)
Total from Summary Compensation Table	2,465,198	1,989,920	1,517,541	4,323,328	1,968,706
- Amount reported in the Summary Compensation Table for Stock Awards and Option Awards	(1,287,499)	(1,295,253)	(694,996)	(2,900,047)	(1,183,369)
+ Fair Value at Fiscal Year-End of Outstanding and Unvested Option Awards and Stock Awards Granted in Fiscal Year	2,112,841	156,335	1,093,433	4,165,943	688,703
+ Change in Fair Value of Outstanding and Unvested Option Awards and Stock Awards Granted in Prior Fiscal Years (Including Modifications)	1,730,537	(3,017,765)	312,348	390,420	(1,921,795)
- Fair Value at Prior Fiscal Year-End of Stock and Option Awards Forfeited during the Covered Year	0	0	(235,142)	0	0
+ Change in Fair Value as of Vesting Date of Option Awards and Stock Awards Granted in Prior Fiscal Years For Which Applicable Vesting Conditions Were Satisfied During Fiscal Year	120,493	72,463	542,958	(77,396)	(867)
Compensation Actually Paid	5,141,570	(2,094,300)	2,536,142	5,902,248	(448,622)

5. Cumulative TSR is determined over the applicable period shown in the table assuming that \$100 was invested from September 30, 2020 until September 30, 2025, and assumes the reinvestment of all dividends, if any. The stockholder return is not necessarily indicative of future performance and will not make or endorse any predictions as to future stockholder returns. Peer group TSR was based on the peer group we use for purposes of Item 201(e)(1)(ii) of Regulation S-K, which was the S&P 500 Household Products Index (the “Peer Group”).
6. Net Income includes Net Income From Discontinued Operations, Net of Tax.
7. “Adjusted EBITDA” means net income from continuing operations before income tax expense, interest expense, depreciation expense and amortization expense (from intangible assets); and further excludes non-cash adjustments including share-based compensation; impairment charges on property plant and equipment, right of use lease assets and goodwill and other intangible assets, gain or loss from early extinguishment of debt through repurchase or early redemption of debt; purchase accounting adjustments recognized in income subsequent to an acquisition attributable to the step-up in value on asset acquired; and other one-time charges including, but not limited to, incremental costs associated with strategic transactions, restructuring, and optimization initiatives such as 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. For purposes of determining performance under the MIP and LTIP, the result of the formula in the preceding sentence is then adjusted by the Compensation Committee in good faith, after consultation with the Chief Executive Officer, so as to negate the effects of any dispositions; provided, however, that Adjusted EBITDA resulting from businesses or products lines acquired (in Board approved transactions) during the applicable timeframe will, to the extent reasonably and in good faith determined by the Compensation Committee to be appropriate (after consultation with the Chief Executive Officer), be included in the calculation from the date of acquisition.

Performance Measures

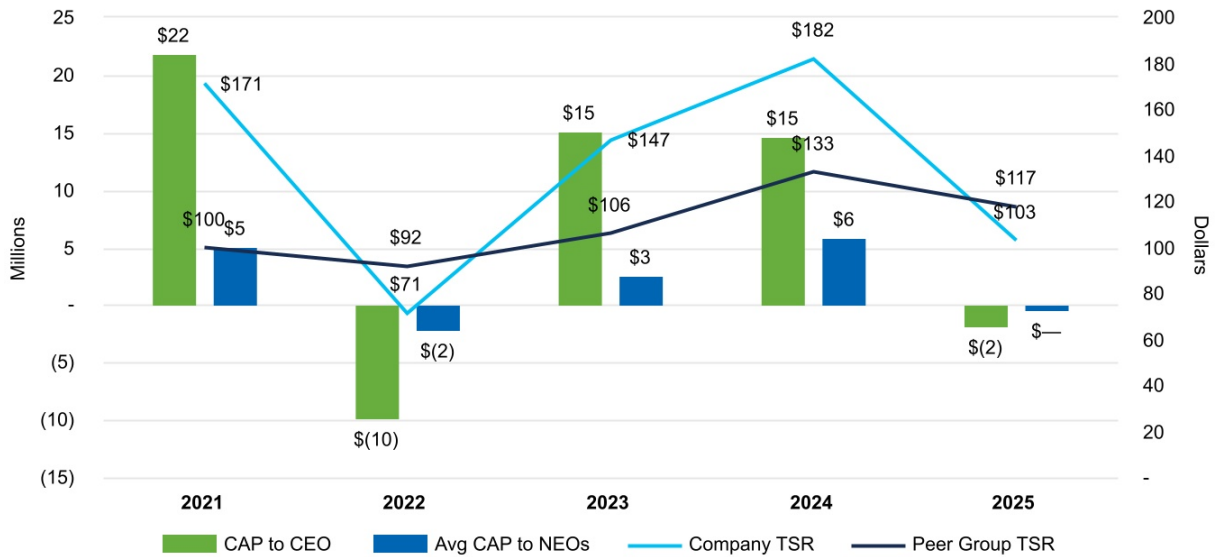
Listed below are the financial and non-financial performance measures which in our assessment represent the most important financial performance measures we use to link compensation actually paid to our named executive officers, for 2025, to Company performance.

Measure	How We Used the Measure
Adjusted EBITDA	Metric in MIP and LTIP
Adjusted Average Inventory Turns	Metric in MIP
Net Sales	Metric in MIP
Adjusted Return on Average Equity	Metric in LTIP
Adjusted Free Cash Flow	Metric in LTIP

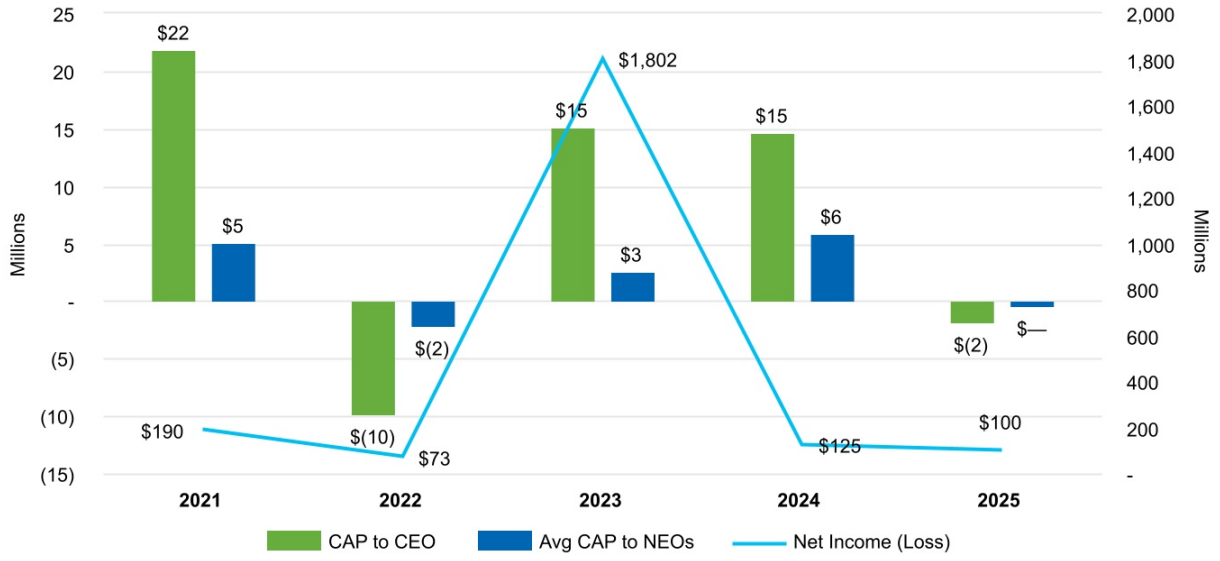
Relationship Between Pay and Performance.

See the graphs below for further information on the relationship between CAP and performance.

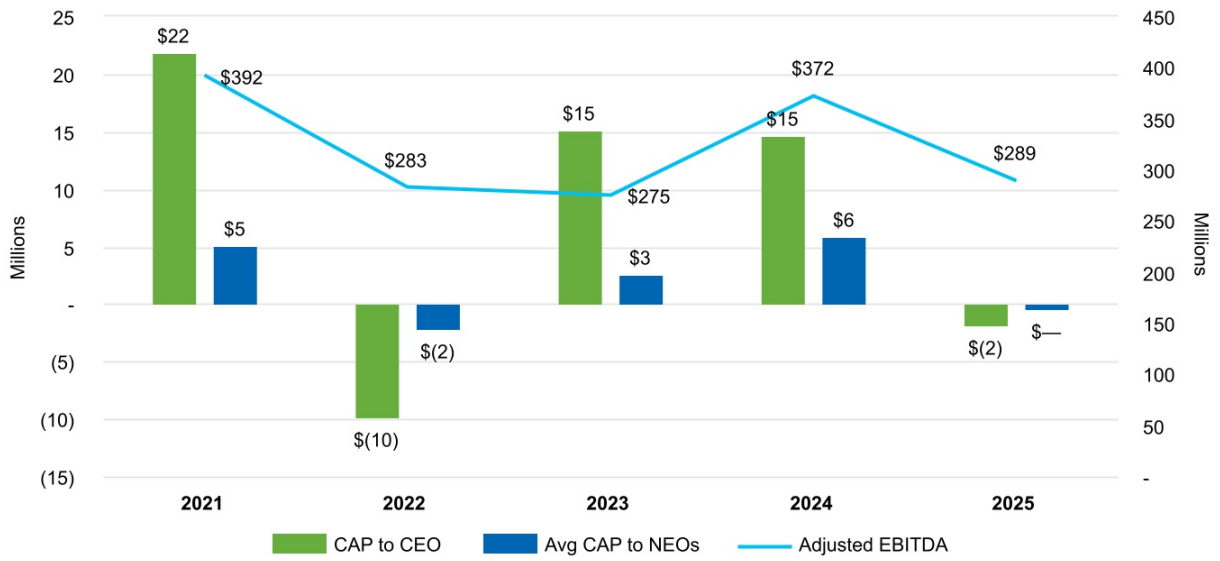
Compensation Actually Paid and TSR



Compensation Actually Paid and Net Income



Compensation Actually Paid and Adjusted EBITDA



Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

BENEFICIAL OWNERSHIP TABLE

The following table sets forth information regarding beneficial ownership of our common stock as of June 12, 2026 (the Record Date), by:

- Each person who is known by us to beneficially own more than 5% of the outstanding shares of our common stock (each, a “5% Stockholder”);
- Our NEOs for Fiscal 2025;
- Each of our directors; and
- All directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC. Determinations as to the identity of 5% Stockholders is based upon filings with the SEC and other publicly available information. Except as otherwise indicated, we believe, based on the information furnished or otherwise available to us, that each person or entity named in the table has sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to applicable community property laws. The percentage of beneficial ownership set forth below is based upon 22,995,596 shares of common stock issued and outstanding as of the close of business on June 12, 2026. In computing the number of shares of common stock beneficially owned by a person and the percentage ownership of that person, shares of common stock that are subject to vested options, as well as options and RSUs held by that person that are currently expected to vest within 60 days of June 12, 2026, are all deemed outstanding. These shares are not, however, deemed outstanding for the purpose of computing the percentage ownership of any other person. Unless otherwise noted below, the address of each beneficial owner listed in the table is c/o Spectrum Brands Holdings, Inc., 3001 Deming Way, Middleton, WI 53562.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percent of Outstanding Shares
5% Stockholders		
Pzena Investment Management LLC ¹	2,459,485	10.7%
Callodine Capital Management, LP ²	2,065,216	9.0 %
BlackRock, Inc. ³	1,903,311	8.3 %
American Century Investment Management, Inc. ⁴	1,688,793	7.3%
Vanguard Portfolio Management LLC ⁵	1,476,160	6.4%
Vanguard Capital Management LLC ⁶	1,184,981	5.2%
Our Directors and Named Executive Officers		
Leslie L. Campbell	11,771	*
Sherianne James	21,329	*
David M. Maura ⁷	748,828	3.3%
Gautam Patel	17,539	*
Terry L. Polistina	50,740	*
Faisal Qadir	7,241	*
Hugh R. Rovit	48,332	*
Jeremy Smeltser	45,474	*
Ehsan Zargar	120,183	*
All Directors and Executive Officers as a Group	1,025,963	4.5%

1. Based solely on a Schedule 13G/A, filed with the SEC on October 3, 2025. The address of Pzena Investment Management, LLC is 320 Park Avenue, 8th Floor, New York, NY 10022.
2. Based solely on a Schedule 13G/A, filed with the SEC on February 17, 2026. The address of Callodine Capital Management, LP is Two International Place, Suite 1830, Boston, MA 02110.
3. Based solely on a Schedule 13G, filed with the SEC on July 17, 2025. The address of BlackRock, Inc. is 50 Hudson Yards, New York, NY 10001.
4. Based solely on a Schedule 13G/A, filed with the SEC on May 1, 2026. The address of American Century Investment Management, Inc. is 4500 Main Street, 9th Floor, Kansas City, Missouri 64111.
5. Based solely on a Schedule 13G, filed with the SEC on April 29, 2026. The address of Vanguard Portfolio Management LLC is 100 Vanguard Blvd, Malvern, Pennsylvania, 19355.
6. Based solely on a Schedule 13G, filed with the SEC on April 30, 2026. The address of Vanguard Capital Management LLC is 100 Vanguard Blvd, Malvern, Pennsylvania, 19355.
7. Includes 51,309 shares of common stock underlying options that have vested for Mr. Maura.

Equity Compensation Plan Information

The following table sets forth information with respect to our compensation plans under which common stock is authorized for issuance as of September 30, 2025.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a) ¹	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights ²	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) ³
Equity compensation plans approved by security holders	920,707	\$95.32	2,103,965
Equity compensation plans not approved by security holders	—	—	—
Total	920,707	\$95.32	2,103,965

1. The number of securities to be issued upon exercise of outstanding options, warrants and rights shown above, as of September 30, 2025, includes 361,431 restricted stock units and 507,346 performance-based stock units at target which have been granted under the terms of the Spectrum Brands Holdings, Inc. Amended & Restated 2011 Omnibus Equity Award Plan and the Spectrum Brands Holdings, Inc. Amended & Restated 2020 Omnibus Equity Plan and 51,930 stock option awards which have been granted under the terms of the Spectrum Brands Holdings, Inc. Amended & Restated 2011 Omnibus Equity Plan.
2. The weighted average exercise price does not take into account securities which will be issued upon conversion of outstanding restricted stock units and performance-based stock units, which do not have an exercise price.
3. Includes securities that remain available for grant under our equity compensation plans as follows: 344,433 shares under the Spectrum Brands Holdings, Inc. Amended & Restated 2011 Omnibus Equity Award Plan and 1,759,532 shares under the Spectrum Brands Holdings, Inc. Amended & Restated 2020 Omnibus Equity Plan.

Certain Relationships and Related Transactions

POLICIES ON TRANSACTIONS WITH RELATED PERSONS

All of the Company's executive officers, directors and employees are required to disclose to the Company's General Counsel all transactions which involve any actual, potential or suspected activity or personal interest that creates or appears to create a conflict between the interests of the Company and the interests of their executive officers, directors or employees. In cases involving executive officers, directors or senior-level management, the Company's General Counsel will investigate the proposed transaction for potential conflicts of interest and then refer the matter to the Company's Audit Committee to make a full review and determination. In cases involving other employees, the Company's General Counsel, in conjunction with the employee's regional supervisor and the Company's Director of Internal Audit, will review the proposed transaction. If they determine that no conflict of interest will result from engaging in the proposed transaction, then they will refer the matter to the Company's CEO for final approval. Also, see discussion on director independence on page 20.

The Company's legal department and financial accounting department monitor transactions for an evaluation and determination of potential related-person transactions that would need to be disclosed in the Company's periodic reports or proxy materials under generally accepted accounting principles and applicable SEC rules and regulations.

In addition, under our Corporate Governance Guidelines, our directors are prohibited from taking for themselves opportunities related to the Company's business that are presented to them in their capacity as a director for the Company's benefit, from using our property, information or position for personal gain or from competing with the Company for business opportunities if such opportunities were presented to them in their capacity as a director for the Company's benefit. If the Company's disinterested Board members determine that the Company will not pursue an opportunity that relates to our business and consent to a director then personally pursuing the opportunity, then the director may do so. The Company has declined, and in the future, may decline, such opportunities and our directors may pursue such opportunities.

For more information on the Company's policies and procedures for review and approval of related-person transactions, please see the Company's Code of Ethics for the Principal Executive Officer and Senior Financial Officers and the Spectrum Brands Code of Business Conduct and Ethics, each of which is posted on the Company's website at www.spectrumbrands.com under "*Investor Relations-Corporate Governance Documents*."

Transactions with Related Persons

None

Other Transactions

None

Principal Accounting Fees and Services

The following table summarizes the fees KPMG LLP, our independent registered public accounting firm, billed to the Company.

(in millions)	2025	2024
Audit Fees	\$6.1	\$5.8
Audit-Related Fees	—	\$2.8
Tax Fees	—	—
All Other Fees	—	\$0.1
Total	\$6.1	\$8.7

In the above table, in accordance with the SEC’s definition and rules, “Audit Fees” are fees paid to KPMG LLP for professional services for the audit of the Company, and our consolidated financial statements included in our Form 10-K and the review of our financial statements included in Form 10-Q, or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements, such as issuance of comfort letters and statutory audits required for certain of our foreign subsidiaries. “Audit-Related Fees” are fees for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements, including the due diligence activities relating to mergers and acquisitions, including the audit of standalone carve-out financial statements used as part of our divestiture of the Global Batteries and Lighting and Global Auto Care divisions. “Tax Fees” are fees for tax compliance, tax advice, and tax planning. Such fees were attributable to services for tax compliance assistance and tax advice. “All Other Fees” are fees, if any, for any services not included in the first three categories.

PRE-APPROVAL OF INDEPENDENT AUDITORS SERVICES AND FEES

The Audit Committee pre-approved the audit services engagement performed by KPMG LLP for the year ended September 30, 2025. In accordance with the Audit Committee’s Pre-Approval Policy, the Audit Committee has pre-approved other specified audit, or audit-related services, provided that the fees incurred by KPMG LLP in connection with any individual engagement do not exceed \$200,000 in any 12-month period. The Audit Committee must approve on an engagement-by-engagement basis any individual non-audit or tax engagement in any 12-month period. The Audit Committee has delegated to its Chairman the authority to pre-approve any other specific audit or specific non-audit service which was not previously pre-approved by the Audit Committee, provided that any decision of the Chairman to pre-approve other audit or non-audit services shall be presented to the Audit Committee at its next scheduled meeting.

PROPOSAL 1

Election of Directors

In accordance with our By-Laws and Charter, our Board currently consists of six members. Our NCG Committee, composed entirely of independent directors under the NYSE Rules, proposes nominees to our Board, and such nominees are reviewed and approved by the entirety of our Board. Our NCG Committee and our Board recommend that each nominee for director be elected at the Annual Meeting. The nominees for election at the Annual Meeting are Sherianne James, Leslie L. Campbell, Hugh R. Rovit, Gautam Patel, David M. Maura and Terry L. Polistina. The nominees have consented to continue to serve as directors if elected. In accordance with our Charter, our Board may at any time increase the size of our Board by fixing the number of directors that constitute our whole Board. In addition, if a nominee becomes unavailable for any reason or should a vacancy occur before the election, which we do not anticipate, the proxies will be voted for the election, as director, of such other person as our Board may recommend. Proxies cannot be voted for a greater number of persons than are included in the slate for re-election – this year that number is six.

VOTE REQUIRED

Each director nominee will be elected by the affirmative vote of a majority of the votes cast in person or by proxy. For purposes of this proposal, the affirmative vote of a majority of votes cast means the number of votes cast “for” a director’s election exceeds the number of votes cast “against” such director’s election. Abstentions and broker non-votes will not be counted as votes “for” or “against” this proposal and will have no effect on the vote.

Our majority voting policy provides that in the event an incumbent director nominee receives a greater number of votes “against” than votes “for” his or her election, he or she must (within five business days following the final certification of the related election results) offer to tender his or her written resignation from our Board to our NCG Committee. Our NCG Committee will review such offer of resignation and will consider 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 our Board concerning the acceptance or rejection of such tendered offer of resignation. The decision of our Board will be promptly publicly disclosed.

Our Board Recommends a Vote “FOR” the Election of Each of the Nominees for Director.

PROPOSAL 2

Ratification of Appointment of Independent Registered Public Accounting Firm

Our Audit Committee has approved the engagement of KPMG LLP as the Company's independent registered public accounting firm to audit our consolidated financial statements for Fiscal 2026. KPMG LLP has served as the Company's independent registered public accounting firm since January 2011. Our Audit Committee considers KPMG LLP to be well qualified.

Although stockholder ratification of the appointment of KPMG LLP as our independent registered public accounting firm is not required by any applicable law or regulation, stockholder views are being solicited and will be considered by our Audit Committee. This proposal will be ratified if the number of votes cast in favor of the action represents a majority of the votes represented at the Annual Meeting in person or by proxy. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the fiscal year if it is determined that such a change would be in the best interests of the Company and its stockholders. We expect that a representative of KPMG LLP will be present at the Annual Meeting, with the opportunity to make a statement if he or she so desires and to be available to answer appropriate questions.

For information about the professional services rendered by KPMG LLP to us for Fiscal 2025, please see the section of this Proxy Statement captioned "Principal Accountant Fees and Services."

VOTE REQUIRED

The affirmative vote of the holders of a majority of the votes represented at the Annual Meeting in person or by proxy is required to ratify our appointment of KPMG LLP as our independent registered public accounting firm for Fiscal 2026. Abstentions will be counted as a vote against this proposal. We do not expect any broker non-votes, as this proposal is considered routine under applicable rules, permitting broker and other nominees to vote without specific instruction.

Our Board Recommends a Vote "FOR" the Ratification of the Appointment of KPMG LLP as Our Independent Registered Public Accounting Firm for Fiscal 2026.

PROPOSAL 3

Advisory Vote on Executive Compensation

In accordance with the Dodd-Frank Act and the related rules of the SEC, we are including in this Proxy Statement a separate resolution to enable our stockholders to approve, on an advisory and non-binding basis, the compensation of our named executive officers.

This proposal, commonly known as a “say-on-pay” proposal, gives our stockholders the opportunity to express their views on our named executive officers’ compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies, and practices described in this Proxy Statement. Accordingly, stockholders will be asked to vote on the following resolution at the Annual Meeting:

“Resolved, that the stockholders approve, on an advisory basis, the compensation of the Company’s named executive officers as disclosed in the Compensation Discussion and Analysis, the accompanying compensation tables, and the related narrative disclosure in the proxy statement for this meeting.”

This vote is advisory, and therefore nonbinding. In considering their vote, stockholders are encouraged to read the Compensation Discussion and Analysis, the accompanying compensation tables, and the related narrative disclosure included in this Proxy Statement. Our Board and our Compensation Committee expect to consider the outcome of the vote when considering future executive compensation decisions to the extent they can determine the cause or causes of any significant negative voting results.

VOTE REQUIRED

The affirmative vote of the holders of a majority of the votes represented at the Annual Meeting in person or by proxy and entitled to vote on the matter is required to approve, on an advisory basis, the compensation of our named executive officers. Abstentions will be treated as votes cast against this proposal and broker non-votes will not be counted and therefore will have no effect on the vote.

Our Board Recommends a Vote “FOR” the Approval, on an Advisory Basis, of the Compensation of Our Named Executive Officers.

Other Business

As of the date hereof, the Board knows of no other matters to be brought before the meeting. The persons named on the proxy are authorized to vote in their discretion upon such other business as may properly come before the Annual Meeting.

Communications With Our Board

We believe that communications between the Board, our stockholders and other interested parties are an important part of our corporate governance. Stockholders and other interested parties may communicate with our Board, our Audit Committee, our Compensation Committee, our NCG Committee, any individual director, or all non-management directors as a group, by mailing such communications to the following address: c/o Executive Vice President, General Counsel, and Corporate Secretary at Spectrum Brands Holdings, Inc., 3001 Deming Way, Middleton, WI 53562.

If the letter is from a stockholder, the letter should state that the sender is a stockholder. Under a process approved by our Board and defined in the Corporate Governance Guidelines, depending on the subject matter, management will:

- Forward the letter to the director or directors to whom it is addressed;
- Attempt to handle the matter directly (as where information about the Company or its stock is requested); or
- Not forward the letter if it is primarily commercial in nature or relates to an improper or irrelevant topic.

A summary of all relevant communications that are received after the last meeting of the full Board, or of non-management directors, and which are not forwarded will be presented at each Board meeting along with any specific communication requested by a director.

Stockholders and other interested parties who have concerns or complaints relating to accounting, internal accounting controls or other matters may contact the Audit Committee by writing to the following address:

Spectrum Brands Holdings, Inc.
Attention: Audit Committee Chair
3001 Deming Way
Middleton, WI 53562

All communications will be handled in a confidential manner, to the extent practicable and permitted by law. Communications may be made on an anonymous basis; however, in these cases the reporting individual must provide sufficient details for the matter to be reviewed and resolved. The Company will not tolerate any retaliation against an employee who makes a good faith report.

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, such as, without limitation, statements or expectations regarding our business and M&A strategy, future free cash flows, tariff impact and 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, and information concerning expected actions of third parties are forward-looking statements. When used in this Proxy Statement, the words future, anticipate, seek, intend, plan, envision, estimate, believe, belief, expect, 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, civil unrest, terrorist attacks, acts of war, natural disasters, or other public health concerns in the U.S. or the international markets that impact our business, customers, employees (including our ability to retain and attract key personnel), manufacturing facilities, suppliers, capital markets or financial condition and results of operations, which may amplify the other risks and uncertainties we face;
- 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 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 interest rate fluctuations or 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, the tariff refunds announced in 2026 and any further changes 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;
- 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;
- our ability to respond to unusual weather activity, natural disasters and pandemics;
- 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 fully separate our HPC business on expected terms, and within the anticipated time period, or at all, and to realize the potential benefits of such disposition;
- our ability to create a pure play consumer products company composed of our GPC and H&G businesses on expected terms, and within the anticipated time period, or at all, and to realize the potential benefits of such business;

- our ability to successfully implement and realize the benefits of acquisitions or dispositions and the impact of any such transactions on our financial performance;
- 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, as applicable. You should assume the information appearing in this Proxy Statement is accurate only as of the end of the period covered by this Proxy Statement, 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 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.

SPECTRUM BRANDS HOLDINGS, INC.
 3001 DEMING WAY
 P.O. BOX 6292
 MIDDLETON, WI 53562-0992



**SCAN TO
 VIEW MATERIALS & VOTE**



VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above
 Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on August 4, 2026. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
 If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
 Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on August 4, 2026. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
 Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

T01423-P54875

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

SPECTRUM BRANDS HOLDINGS, INC.

The Board of Directors recommends you vote "FOR" all the nominees listed in Proposal 1 and "FOR" Proposals 2 and 3.

1. Election of Directors:

Nominees:

For Against Abstain

- 1a. Leslie L. Campbell
- 1b. Sherianne James
- 1c. David M. Maura
- 1d. Gautam Patel
- 1e. Terry L. Polistina
- 1f. Hugh R. Rovit

- 2. Ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2026.
- 3. To approve, on an advisory basis, the compensation of the Company's named executive officers.

Please sign exactly as your name(s) appear(s) on this Proxy Card, and date it. When shares are held jointly, each holder should sign. When signing as attorney, executor, guardian, administrator, trustee, officer of corporation or other entity or in another representative capacity, please give the full title under the signature.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

**Important Notice Regarding the Availability of Proxy Materials for the Annual Stockholder Meeting
to Be Held on August 5, 2026.**

The Proxy Statement and Annual Report for this meeting are available at:
www.spectrumbrands.com

T01424-P54875

**SPECTRUM BRANDS HOLDINGS, INC.
ANNUAL MEETING OF STOCKHOLDERS
AUGUST 5, 2026 9:30 AM CENTRAL TIME
THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS**

The undersigned hereby constitutes and appoints David M. Maura, Faisal Qadir and Ehsan Zargar, and each or any of them, as proxies, with full power of substitution and revocation, the true and lawful attorneys and proxies of the undersigned at the Annual Meeting of Stockholders of Spectrum Brands Holdings, Inc. (the "Company") to be held at the Middleton, WI office of the Company, 3001 Deming Way, Middleton, WI 53562 on August 5, 2026, beginning at 9:30 a.m. Central Time, and at any postponement or adjournment thereof, with respect to all shares of Common Stock, par value \$0.01 per share, of the Company, standing in the name of the undersigned or with respect to which the undersigned is entitled to vote or act, with all the powers that the undersigned would possess if personally present and acting, as indicated on the reverse. They are also given authority to transact such other business as may properly come before the meeting and any postponement or adjournment thereof.

The undersigned acknowledges receipt of the Notice of Annual Meeting of Stockholders and the Proxy Statement.

This Proxy, when properly executed, will be voted in the manner directed on the reverse side. If no direction is made, this Proxy will be voted as the Board of Directors recommends.

PLEASE MARK, SIGN, DATE ON THE REVERSE SIDE AND RETURN THE PROXY CARD USING THE ENCLOSED ENVELOPE.