Fiscal 2018 First Quarter Earnings Call

February 8, 2018

Agenda

• **Introduction**	Dave Prichard Vice President, Investor Relations
• **FY18 Q1 Highlights and Full Year Outlook**	Andreas Rouvé Chief Executive Officer
• **Financial and Business Unit Review**	Doug Martin Chief Financial Officer
• **Q&A**	Andreas Rouvé Doug Martin

Forward-Looking Statements

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

We also caution the reader that undue reliance should not be placed on any forward-looking statements, which speak only as of the date of this presentation. We undertake no duty or responsibility to update any of these forward-looking statements to reflect events or circumstances after the date of this presentation or to reflect actual outcomes. Additional factors that may affect future results and conditions are described in our filings with the SEC, which are available at the SEC's web site at www.sec.gov or at Spectrum Brands' website at www.spectrumbrands.com.

The information contained in this presentation is summary information that is intended to be considered in the context of our SEC filings, and other public announcements that we may make, by press release or otherwise, from time to time. In addition, information related to past performance, while helpful as an evaluative tool, is not necessarily indicative of future results, the achievement of which cannot be assured. You should not view our past performance, or information about the market, as indicative of our future results. Further, performance information respecting investment returns on portfolio transactions is not directly equivalent to returns on an investment in our common stock.

Reconciliation of Non-GAAP Financial Measurements

Management believes that certain non-GAAP financial measures may be useful in certain instances to provide additional meaningful comparisons between current results and results in prior operating periods. Within this presentation, including the tables that follow, reference is made to organic net sales, adjusted diluted earnings per share (EPS), adjusted earnings before interest, taxes, depreciation and amortization (EBITDA), adjusted EBITDA margin, and adjusted free cash flow.

Management believes that organic net sales provide for a more complete understanding of underlying business trends of regional and segment performance by excluding the impact of currency exchange fluctuations and the impact of acquisitions (when applicable) when there is no comparable sales in the prior period. Organic growth is calculated by comparing organic net sales to net sales in the prior year. The effect of changes in currency exchange rates is determined by translating the period's net sales using the currency exchange rates that were in effect during the prior comparative period. Management uses adjusted diluted EPS as a useful measure for providing further insight into our operating performance because it eliminates the effects of certain items that are not comparable from one period to the next. An income tax adjustment is included in adjusted diluted EPS to exclude the impact of the valuation allowance against deferred taxes and other tax-related items in order to reflect a normalized ongoing effective tax rate. For the three-month period ended December 31, 2017, the normalized ongoing effective tax rate was updated to 24.5% to reflect a lower effective tax rate from 35% in the three-month period ended January 1, 2017 due to changes in the enacted corporate tax rate in the U.S. Adjusted EBITDA is a metric used by management to evaluate segment performance and frequently used by the financial community which provides insight into an organization's operating trends and facilitates comparisons between peer companies, because interest, taxes, depreciation and amortization can differ greatly between organizations as a result of differing capital structures and tax strategies. Adjusted EBITDA can also be a useful measure for determining Spectrum Brands' debt covenant compliance. Adjusted EBITDA excludes certain items that are unusual in nature or not comparable from period to period. Adjusted EBITDA margin reflects adjusted EBITDA as a percentage of net sales. Adjusted free cash flow is useful to both management and investors in their analysis of Spectrum Brands' ability to service and repay its debt and meet its working capital requirements. In addition, the calculation of adjusted free cash flow does not reflect cash used to service debt and therefore, does not reflect funds available for investment or discretionary uses.

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

All GAAP reconciliations are available at www.spectrumbrands.com

FY18 Q1 Highlights and Full Year Outlook

Andreas Rouvé

Chief Executive Officer

FY18 Q1 Highlights

- Q1 results have a different look with Global Batteries & Appliances segment now classified as discontinued operations
- Solid Q1 reported sales growth from continuing operations of 7% and organic sales increase of 2%, net of acquisitions and favorable currency impact
  - Hardware & Home Improvement led the way with double-digit growth and a record Q1
  - Regional growth driven by core U.S. business
  - Pet sales reduced from expected and planned exit of European dog and cat food tolling agreement which impacted Q1 by $8.4 million, or 1.4%; full year impact expected to be about $24 million
  - Pet revenues also impacted in U.S. from soft pet specialty channel demand and some supply challenges in our Latin American facilities after our rawhide product recall
  - Home & Garden and Auto Care sales down slightly as retailers delayed order intake and reduced inventories in the low season
  - Q1 e-commerce again a bright spot, with growth from continuing operations of more than 54% in our core U.S. market
- Q1 reported adjusted EBITDA from continuing operations improved 0.5%
  - Solid PetMatrix and GloFish acquisition contributions offset by rising commodity costs and a negative currency impact on our input costs
  - Some unfavorable price mix impact as HHI gained a major private label contract and GAC had strong holiday season Armor All promotions while retailers delayed the intake of our seasonal AC recharge products
- Q1 for our continuing businesses is by far our smallest quarter of the year; in FY17 we generated only 16% of annual adjusted EBITDA in Q1

FY18 Q1 Highlights and Full Year Outlook

- Major progress achieved in our key strategic initiatives
  - GAC U.S. footprint consolidation in Dayton, Ohio now complete which is important heading into peak spring and summer period
  - HHI distribution center consolidation in Kansas moving toward completion; West Coast distribution center exited in November and East Coast distribution center to be closed in February
  - European Pet distribution center consolidation in Coevorden, Netherlands facility will be completed in early April
- Shipment delays and lower efficiencies caused by these projects during the transition and start-up phase will give way to the benefits of cost savings, lower working capital and improved service levels later this year and beyond
- Focus on organic growth acceleration supported by Project Alpha initiative to make higher investments in new product development and digital marketing to launch more innovative products and expand into adjacent categories
  - Armor All and Nature's Miracle adjacent category and channel expansions and major IAMS and Eukanuba relaunch in Europe are early examples
- Complementary initiative in early stages of implementation is Project Ignite which aims to redirect our resources and spending to our best growth opportunities
- Project Ignite expected to partially fund higher Project Alpha investments in FY18 as we will start to see benefits in the second half of the year
- Expect stronger performances in our continuing operations in the out quarters of FY18
- Reaffirmed FY18 adjusted free cash flow guidance of $620-$640 million which includes our discontinued GBA segment

Recent Transformational Developments

- January was a month of transformational developments for Spectrum Brands
- Definitive agreement announced on January 16 to sell our Global Battery and Lighting business to Energizer Holdings for $2 billion in cash in a transaction expected to close before the end of calendar 2018
- This was a significant step in our announced strategy to reshape Spectrum Brands into a faster-growing, higher-margin and more focused consumer brands company
- We are in the early stages of marketing our Personal Care and Small Appliances businesses as the other key component of our intention to divest our Global Batteries & Appliances segment in 2018 and are in active discussions with interested parties
- Net proceeds from these divestitures to be used to reduce debt and repurchase shares but also to increase our investment in organic growth initiatives as well as bolt-on acquisitions in our remaining businesses of Hardware & Home Improvement, Global Auto Care, Pet and Home & Garden
- We believe refocusing in this way will strengthen our business and drive long-term growth and shareholder value

Financial and Business Unit Review

Doug Martin

Chief Financial Officer

Financial Review *(1/2)*

- Q1 reported net sales from continuing operations increased 7.3%
- Organic net sales grew 2%, excluding favorable Fx of $7.5 million and acquisition sales of $24.8 million, and also including the planned negative impact of the European pet food tolling agreement exit of $8.4 million, or 1.4%
  - HHI delivered a record Q1 top-line performance partially driven by reducing the backlog associated with the continued ramp-up of the new Kansas distribution center
- Reported gross margin of 37.3% decreased 240 basis points from 39.7% last year primarily due to unfavorable mix, input cost pressure, the negative impact of the Pet U.S. rawhide safety recall, and operating start-up inefficiencies primarily in HHI's U.S. distribution center consolidation project
- Reported SG&A expense of $176.1 million, or 27.2% of sales, compared to $166.6 million, or 27.7% of sales, last year primarily due to acquisitions and increased marketing investments to support new product launches
- Reported operating margin of 5.3% fell 490 basis points versus 10.2% last year largely driven by increases in marketing investments, distribution costs and restructuring charges
- Reported diluted EPS from continuing operations of $2.07 increased compared to $0.21 last year primarily due to lower interest expense and a net income tax benefit in Q1 attributable to recently enacted U.S. tax reform
- Adjusted EPS from continuing operations of $0.38 improved 8.6% compared to $0.35 last year primarily due to the change in the normalized effective tax rate to a blended annual rate of 24.5% from 35% last year due to changes in the U.S. corporate tax rate; we will use a 24.5% blended rate for the balance of FY18
- Q1 reflects a large reported tax benefit compared to a rate of 34.6% last year primarily related to the new tax law

Financial Review *(2/2)*

- Q1 reported interest expense from continuing operations of $38.6 million decreased $4.4 million from $43.0 million last year

- Cash interest payments of $57.5 million in Q1 were $13 million higher than last year driven by the timing of payments on the Euro-denominated notes

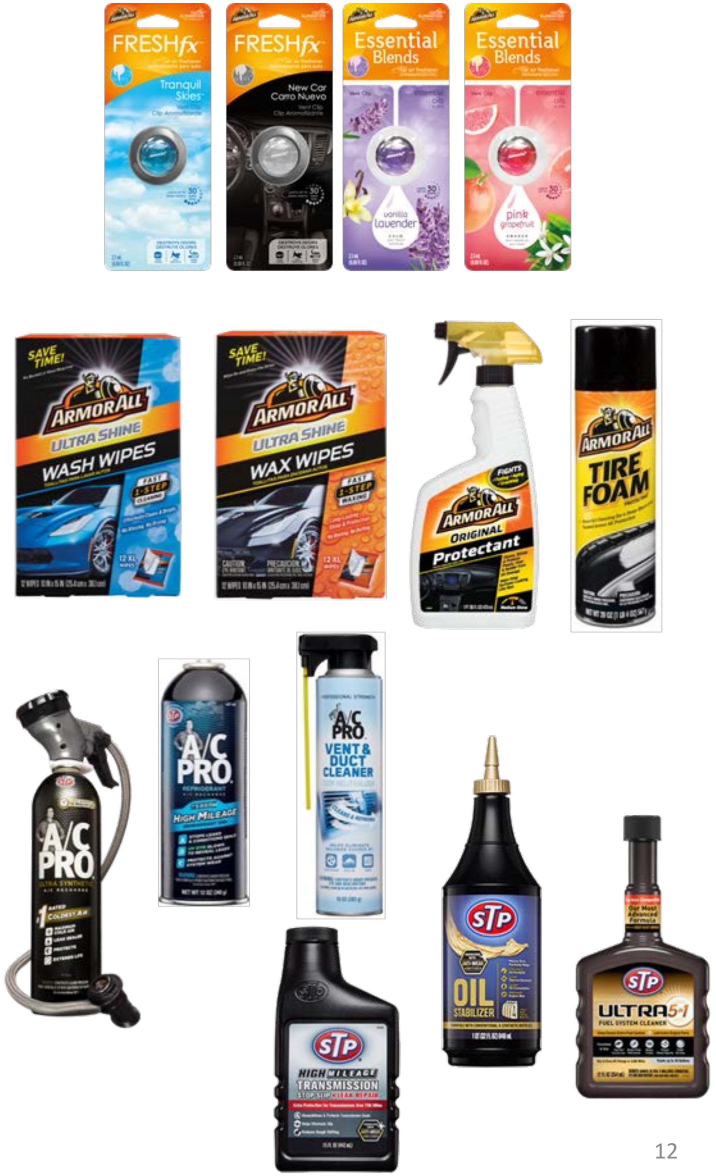
- Cash taxes of $10.0 million were comparable to 2017; during Q1 we recorded a net tax benefit of $127.9 million related to recently enacted U.S. tax law changes

- Depreciation, amortization and share-based compensation from continuing operations were $38.9 million, essentially flat to last year

- Q1 cash payments for acquisition & integration and restructuring & related charges were $7 million and $25 million, respectively, versus $4 million and $3 million, respectively, last year
  - Restructuring charge increases were primarily the result of operating inefficiencies in the HHI distribution center consolidation project and the continuing impact of the U.S. Pet rawhide recall initiated last June

Global Auto Care

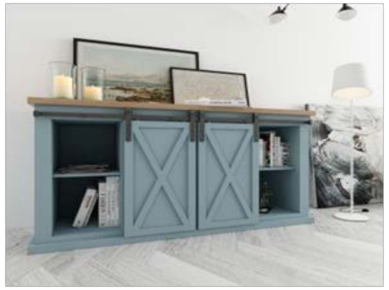
- Q1 reported net sales fell 0.9% and 1.7% organically excluding favorable Fx of $0.6 million
  - International growth, especially in Europe, was more than offset by lower U.S. revenues primarily due to the timing of refrigerant shipments
- Reported adjusted EBITDA decreased 25.3% with a margin decline of 700 basis points to 21.5%, driven by lower volumes, unfavorable product mix and operating inefficiencies
- Q1 is typically 15% or less of GAC's full year and not a meaningful indicator of performance for the balance of the fiscal year
- Focus is on accelerating organic growth by share gains, adjacency expansions in the U.S., an improved vitality rate with larger investments behind new product launches, and faster international growth as we saw in Q1
- Second year of benefits expected from the successful FY17 launch of Armor All Ultra Shine Wash and Wax Wipes
- FY18 introduction of full line of Armor All automotive air fresheners in the U.S.
- Dayton consolidation now complete in time for large spring and summer demand season; expected to deliver both cost savings and improved working capital



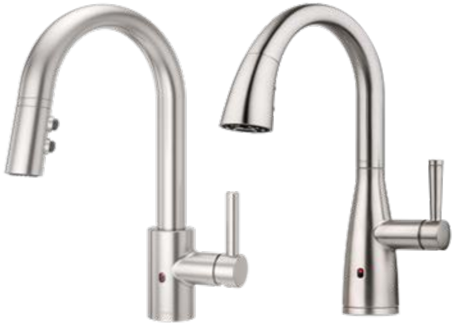
Hardware & Home Improvement

- Record Q1 reported net sales grew 12.8% driven again by strong growth in residential security and plumbing in the U.S. and Canada; organic net sales increased 12.1% excluding favorable Fx of $2.1 million
- Reported adjusted EBITDA growth was 1.4% due to higher volumes, while margins fell 210 basis points to 18.4%
- Q1 profitability impacted by product mix, higher commodity costs and Fx; starting this quarter HHI is pricing to help offset inflation
- Profitability also impacted by operating start-up cost inefficiencies associated with HHI's U.S. distribution center consolidation in Kansas; higher than normal customer order backlog beginning to ease
- Kansas consolidation will result in a more streamlined footprint and lower inventory levels later in 2018 and beyond
- HHI's multi-year new product roadmap is delivering steady innovation, including a new line of smart locks recently unveiled at two major industry trade shows; this confirms HHI's innovation leadership in the rapidly growing U.S. residential smart lock market
- Encouraging initial sales for two Kwikset smart locks that are part of Amazon Key secure In-Home delivery for Prime members

Interior Sliding Door Mini Kits

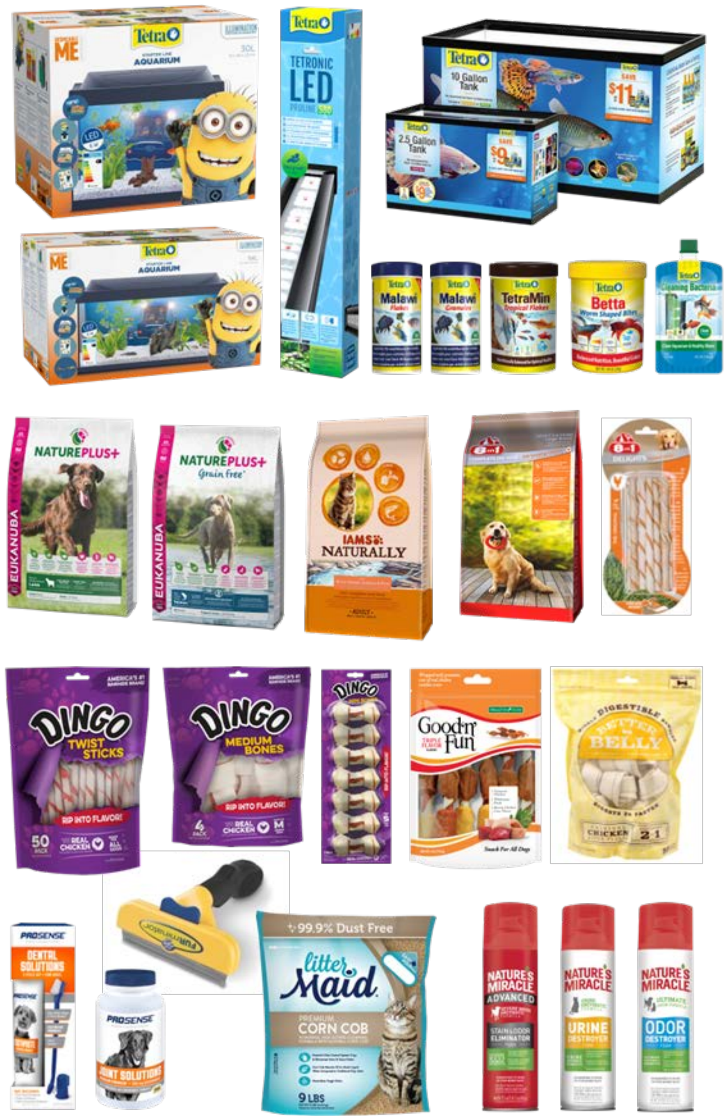


E-Stellan
E - Raya



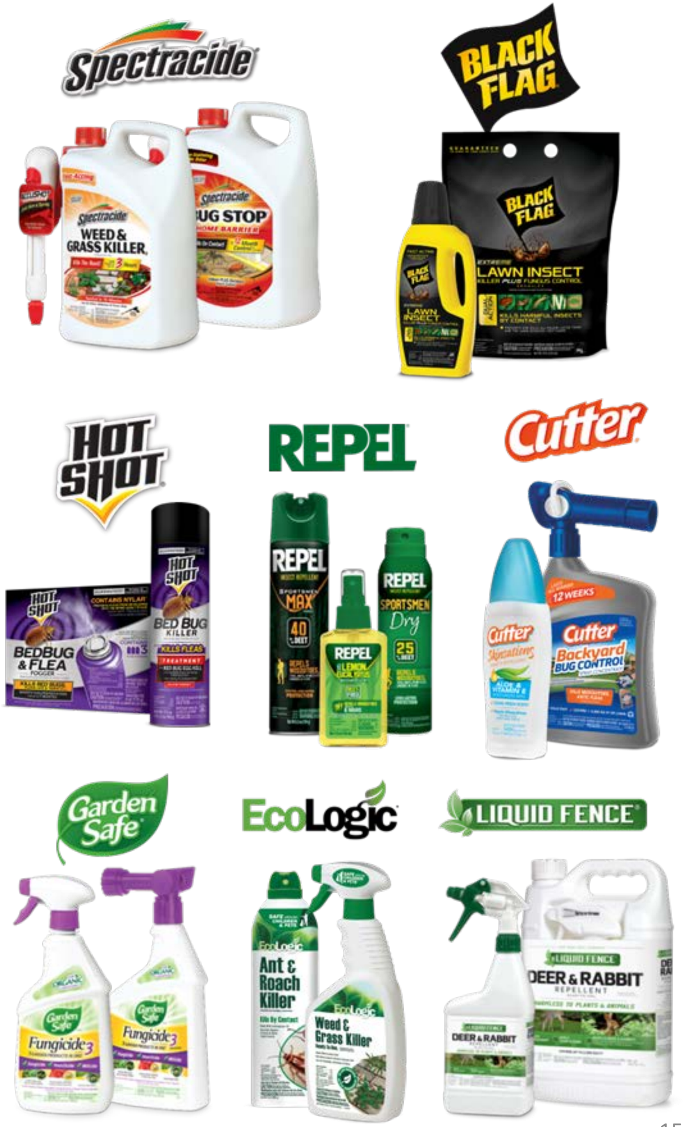
Global Pet Supplies

- Q1 reported net sales grew 4.2% due to PetMatrix and GloFish acquisition sales of $24.8 million; organic net sales fell 11% excluding acquisition revenues and favorable Fx of $4.8 million
  - Sales negatively impacted by a decline in European pet food sales of $8.4 million, or 4.3%, from the planned exit of a customer tolling agreement
- Reported adjusted EBITDA improved 11.1% from the acquisitions with a 100 basis point reported margin expansion, while organic adjusted EBITDA decreased 18.6% excluding the acquisitions and favorable Fx of $0.4 million
- Organic net sales declined in both the U.S. and Europe
  - U.S. companion animal sales adversely impacted by the rawhide product recall, continued sluggish store traffic and inventory adjustments in certain channels
- FY18 results will continue to be helped by full-year impact of acquisitions; innovation is being introduced across grooming, health aids, rawhide chews and further expansion of Nature's Miracle into non-pet channels
- Negative impact of European pet food customer tolling agreement exit estimated at $24 million in FY18
- Pet recall impacts expected to lessen as the 3 affected South American plants return to full production levels



Home and Garden

- Q1 reported net sales fell 1% and adjusted EBITDA decreased 5.3% with a margin decline of 40 basis points to 11% primarily due to reduced volumes; slightly lower sales were timing related
- Q1 is Home and Garden's seasonally smallest quarter, typically comprising approximately 10% of full year results
- Home and Garden continues to plan for above category growth in FY18, with quarterly phasing reverting to more traditional historical pacing based upon expectations for a normal spring and summer weather pattern
- Growth also expected to be driven by innovation in spraying, several new Hot Shot products, and a new Cutter backwoods high deet aerosol repellent



Financial Review

- Strong liquidity position at the end of Q1 FY18
- More than $454 million available on our $700 million Cash Flow Revolver, a cash balance of $138 million and debt outstanding of $4 billion
- Q1 capital expenditures including discontinued operations were $25 million compared to $28 million last year

FY18 Guidance

- Reported net sales from continuing operations expected to grow above category rates for most categories, including the anticipated modest positive impacts from Fx based on current rates
- Expect to deliver record adjusted free cash flow between $620-$640 million; the following estimated ranges include discontinued operations:
  - Full-year interest expense expected to be between $210-$220 million, including approximately $15 million of non-cash items with cash interest payments expected to be between $185-$195 million
  - D&A expected to be between $245-$255 million, including approximately $50 million for amortization of stock-based compensation
  - FY18 effective tax rate expected to be between 25%-30% prior to the impact of U.S. tax changes and any sale of the GBA segment; 24.5% blended rate now used for adjusted earnings versus 35% in prior years
  - Cash taxes expected to be approximately $60-$70 million without the impact of any dispositions; we do not anticipate being a significant U.S. federal cash taxpayer during FY18 as net operating loss carryforwards continue to be used
  - Cash payments for acquisition & integration and restructuring & related charges expected to be between $50-$70 million
  - Capital expenditures expected to be between $110-$120 million

Spectrum Brands

Pfister
PROSENSE
litter Maid
TAT INSECTICIDES
8in1
FORTIS PURO DESIGN ITALIANO
LIQUID FENCE
HOT SHOT
Spectracide
BLACK FLAG
REPEL
Tetra
Kwikset
Garden Safe
NATURE'S MIRACLE
WEISER
MARINELAND
Instant Ocean
STANLEY
GloFish Experience the Glo!
FURminator
A/C PRO
Wild Harvest
EZSET
DINGO
Cutter
Jungle
Perfect Coat Every Dog Has Its Perfect Style
IAMS
Excel
BALDWIN
SmartBones
DreamBone
Tell Manufacturing, Inc.
STP
Digesteeze
ARMORALL
EUKANUBA
FreshResults
Balanced-By-Nature eCOTRITION
National Hardware
FANAL
Healthy Hide
BIRDOLA PRODUCTS Wildlife feeding specialists

Appendix

SPECTRUM BRANDS HOLDINGS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (unaudited)

	Three Month Period Ended	
(in millions, except per share amounts)	**December 31, 2017**	**January 1, 2017**
Net sales	$ 646.5	$ 602.3
Cost of goods sold	403.8	362.1
Restructuring and related charges	1.8	1.1
Gross profit	240.9	239.1
Selling	113.3	106.6
General and administrative	62.8	60.0
Research and development	7.0	6.6
Acquisition and integration related charges	5.2	3.3
Restructuring and related charges	18.6	1.1
Total operating expenses	206.9	177.6
Operating income	34.0	61.5
Interest expense	38.6	43.0
Other non-operating expense (income), net	1.3	(1.0)
(Loss) income from operations before income taxes	(5.9)	19.5
Income tax (benefit) expense	(126.0)	6.7
Net income from continuing operations	120.1	12.8
Income from discontinued operations, net of tax	40.9	52.4
Net income	161.0	65.2
Net income attributable to non-controlling interest	0.9	—
Net income attributable to controlling interest	$ 160.1	$ 65.2
Amounts attributable to controlling interest		
Net income from continuing operations attributable to controlling interest	$ 119.3	$ 12.7
Net Income from discontinued operations attributable to controlling interest	40.8	52.5
Net Income attributable to controlling interest	$ 160.1	$ 65.2
Earnings Per Share		
Basic earnings per share from continuing operations	$ 2.07	$ 0.21
Basic earnings per share from discontinued operations	0.70	0.89
Basic earnings per share	$ 2.77	$ 1.10
Diluted earnings per share from continuing operations	$ 2.07	$ 0.21
Diluted earnings per share from discontinued operations	0.70	0.89
Diluted earnings per share	$ 2.77	$ 1.10
Dividends per share	$ 0.42	$ 0.38
Weighted Average Shares Outstanding		
Basic	57.7	59.3
Diluted	57.7	59.5

SPECTRUM BRANDS HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW (unaudited)

	Three Month Period Ended	
(in millions)	December 31, 2017	January 1, 2017
Cash flows from operating activities		
Net income	$ 161.0	$ 65.2
Income from discontinued operations, net of tax	40.9	52.4
Net income from continuing operations	120.1	12.8
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	33.0	30.0
Share based compensation	3.8	7.2
Amortization of debt issuance costs	2.1	1.8
Purchase accounting inventory adjustment	0.8	—
Non-cash restructuring	(1.5)	0.7
Pet safety recall inventory write-off	1.6	—
Write-off of debt issuance costs	—	1.9
Non-cash debt accretion	0.4	0.2
Deferred tax benefit	(127.1)	19.6
Net changes in operating assets and liabilities	(170.9)	(134.1)
Net cash used by operating activities from continuing operations	(137.7)	(59.9)
Net cash (used) provided by operating activities from discontinued operations	(15.3)	65.7
Net cash (used) provided by operating activities	(153.0)	5.8
Cash flows from investing activities		
Purchases of property, plant and equipment	(17.9)	(21.1)
Proceeds from sales of property, plant and equipment	0.6	—
Other investing activities	—	(0.8)
Net cash used by investing activities from continuing operations	(17.3)	(21.9)
Net cash used by investing activities from discontinued operations	(6.9)	(6.8)
Net cash used by investing activities	(24.2)	(28.7)
Cash flows from financing activities		
Proceeds from issuance of debt	226.1	168.5
Payment of debt	(29.8)	(133.9)
Payment of debt issuance costs	(0.1)	(0.5)
Payment of cash dividends	(24.2)	(22.6)
Treasury stock purchases	(7.9)	(97.6)
Share based tax withholding payments, net of proceeds upon vesting	(22.2)	(23.2)
Net cash provided (used) by financing activities from continuing operations	141.9	(109.3)
Net cash provided by financing activities from discontinued operations	5.2	6.6
Net cash provided (used) by financing activities	147.1	(102.7)
Effect of exchange rate changes on cash and cash equivalents	(0.2)	(6.4)
Net change in cash and cash equivalents	(30.3)	(132.0)
Cash and cash equivalents, beginning of period	168.2	275.3
Cash and cash equivalents, end of period	$ 137.9	$ 143.3

SPECTRUM BRANDS HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (unaudited)

(in millions)	December 31, 2017	January 1, 2017
Assets		
Cash and cash equivalents	$ 137.9	$ 168.2
Trade receivables, net	278.4	266.0
Other receivables	18.8	19.4
Inventories	580.7	496.3
Prepaid expenses and other current assets	56.2	54.2
Current assets of business held for sale	1,990.6	603.0
Total current assets	3,062.6	1,607.1
Property, plant and equipment, net	506.0	503.6
Deferred charges and other	61.2	43.5
Goodwill	2,276.4	2,277.1
Intangible assets, net	1,598.6	1,612.0
Noncurrent assets of business held for sale	—	1,376.4
Total assets	$ 7,504.8	$ 7,419.7
Liabilities and Shareholders' Equity		
Current portion of long-term debt	$ 20.1	$ 19.4
Accounts payable	320.7	371.6
Accrued wages and salaries	27.9	50.6
Accrued interest	40.7	48.5
Other current liabilities	118.1	123.4
Current liabilities of business held for sale	608.2	499.9
Total current liabilities	1,135.7	1,113.4
Long-term debt, net of current portion	3,959.2	3,752.6
Deferred income taxes	298.2	493.2
Other long-term liabilities	137.2	58.0
Noncurrent liabilities of business held for sale	—	155.8
Total liabilities	5,530.3	5,573.0
Shareholders' equity	1,964.7	1,837.9
Noncontrolling interest	9.8	8.8
Total equity	1,974.5	1,846.7
Total liabilities and equity	$ 7,504.8	$ 7,419.7

SPECTRUM BRANDS HOLDINGS, INC.
RECONCILIATION OF GAAP DILUTED EARNINGS PER SHARE TO ADJUSTED DILUTED EARNINGS PER SHARE

	Three Month Period Ended December 31, 2017			Three Month Period Ended January 1, 2017		
	Continuing Ops	Discontinued Ops	Total	Continuing Ops	Discontinued Ops	Total
Diluted earnings per share, as reported	$ 2.07	$ 0.70	$ 2.77	$ 0.21	$ 0.89	$ 1.10
Adjustments:						
Acquisition and integration related charges	0.09	0.05	0.14	0.06	0.01	0.07
Restructuring and related charges	0.36	0.01	0.37	0.04	0.02	0.06
Debt refinancing costs	—	—	—	0.12	—	0.12
Purchase accounting inventory adjustment	0.01	—	0.01	—	—	—
Pet safety recall	0.13	—	0.13	—	—	—
Other adjustments	0.04	—	0.04	—	—	—
Income tax adjustment	(2.32)	—	(2.32)	(0.08)	(0.06)	(0.14)
Total Adjustments	(1.69)	0.06	(1.63)	0.14	(0.03)	0.11
Diluted earnings per share, as adjusted	$ 0.38	$ 0.76	$ 1.14	$ 0.35	$ 0.86	$ 1.21

SPECTRUM BRANDS HOLDINGS, INC.
ACQUISITION AND INTEGRATION RELATED CHARGES

	Three Month Period Ended December 31, 2017			Three Month Period Ended January 1, 2017		
(in millions)	Continuing Ops	Discontinued Ops	Total	Continuing Ops	Discontinued Ops	Total
HHI Business	$ 2.7	$ —	$ 2.7	$ 1.9	$ —	$ 1.9
PetMatrix	1.6	—	1.6	—	—	—
Glofish	0.4	—	0.4	—	—	—
Armored AutoGroup	0.2	—	0.2	1.3	0.4	1.7
Other	0.3	2.8	3.1	0.1	0.4	0.5
Total acquisition and integration related charges	$ 5.2	$ 2.8	$ 8.0	$ 3.3	$ 0.8	$ 4.1

SPECTRUM BRANDS HOLDINGS, INC.
RESTRUCTURING AND RELATED CHARGES

	Three Month Period Ended December 31, 2017			Three Month Period Ended January 1, 2017		
(in millions)	Continuing Ops	Discontinued Ops	Total	Continuing Ops	Discontinued Ops	Total
HHI distribution center consolidation	$ 15.2	$ —	$ 15.2	$ —	$ —	$ —
GAC business rationalization initiative	4.0	—	4.0	1.5	—	1.5
PET rightsizing initiative	0.6	—	0.6	—	—	—
Other restructuring initiatives	0.6	0.7	1.3	0.7	1.0	1.7
Total restructuring and related charges	$ 20.4	$ 0.7	$ 21.1	$ 2.2	$ 1.0	$ 3.2

SPECTRUM BRANDS HOLDINGS, INC.
NET SALES SUMMARY

(in millions, except %)	Three Month Period Ended December 31, 2017	Three Month Period Ended January 1, 2017	Variance	
Hardware & Home Improvement	325.9	288.8	37.1	12.8%
Global Pet Supplies	202.4	194.2	8.2	4.2%
Home and Garden	49.3	49.8	(0.5)	(1.0%)
Global Auto Care	68.9	69.5	(0.6)	(0.9%)
Total	$ 646.5	$ 602.3	44.2	7.3%

SPECTRUM BRANDS HOLDINGS, INC.
RECONCILIATION OF GAAP NET SALES TO ORGANIC NET SALES

Three month period ended (in millions, except %)	December 31, 2017 Net Sales	Effect of Changes in Currency	Net Sales Excluding Effect of Changes in Currency	Effect of Acquisitions	Organic Net Sales	Net Sales January 1, 2017	Variance	
Hardware & Home Improvement	325.9	(2.1)	323.8	—	323.8	288.8	35.0	12.1%
Global Pet Supplies	202.4	(4.8)	197.6	(24.8)	172.8	194.2	(21.4)	(11.0%)
Home and Garden	49.3	—	49.3	—	49.3	49.8	(0.5)	(1.0%)
Global Auto Care	68.9	(0.6)	68.3	—	68.3	69.5	(1.2)	(1.7%)
Total	$ 646.5	$ (7.5)	$ 639.0	$ (24.8)	$ 614.2	$ 602.3	11.9	2.0%

SPECTRUM BRANDS HOLDINGS, INC.

RECONCILIATION OF GAAP NET INCOME TO ADJUSTED EBITDA, ADJUSTED EBITDA MARGIN, ORGANIC ADJUSTED EBITDA

Three Month Period Ended December 31, 2017 (in millions)	HHI	PET	H&G	GAC	Corporate	Consolidated
Net income (loss) from continuing operations	$ 31.1	$ 12.9	$ 0.7	$ 6.7	$ 68.7	$ 120.1
Income tax expense	—	—	—	—	(126.0)	(126.0)
Interest expense	—	—	—	—	38.6	38.6
Depreciation and amortization	11.0	10.4	4.7	3.9	3.0	33.0
EBITDA	42.1	23.3	5.4	10.6	(15.7)	65.7
Share based compensation	—	—	—	—	3.8	3.8
Acquisition and integration related charges	2.7	2.1	—	0.2	0.2	5.2
Restructuring and related charges	15.2	0.6	—	4.0	0.6	20.4
Inventory acquisition step-up	—	0.8	—	—	—	0.8
Pet safety recall	—	7.3	—	—	—	7.3
Other	—	—	—	—	2.5	2.5
Adjusted EBITDA	$ 60.0	$ 34.1	$ 5.4	$ 14.8	$ (8.6)	$ 105.7
Net Sales	325.9	202.4	49.3	68.9	—	646.5
Adjusted EBITDA Margin	18.4%	16.8%	11.0%	21.5%	—	16.3%

Three Month Period Ended January 1, 2017 (in millions)	HHI	PET	H&G	GAC	Corporate	Consolidated
Net income (loss) from continuing operations	$ 48.4	$ 19.4	$ 1.6	$ 13.1	$ (69.7)	$ 12.8
Income tax expense	—	—	—	—	6.7	6.7
Interest expense	—	—	—	—	43.0	43.0
Depreciation and amortization	8.9	10.6	4.1	3.9	2.5	30.0
EBITDA	57.3	30.0	5.7	17.0	(17.5)	92.5
Share based compensation	—	—	—	—	7.2	7.2
Acquisition and integration related charges	1.8	0.1	—	1.3	0.1	3.3
Restructuring and related charges	0.1	0.6	—	1.5	—	2.2
Adjusted EBITDA	$ 59.2	$ 30.7	$ 5.7	$ 19.8	$ (10.2)	$ 105.2
Net Sales	288.8	194.2	49.8	69.5	—	602.3
Adjusted EBITDA Margin	20.5%	15.8%	11.4%	28.5%	—	17.5%

Organic Adjusted EBITDA (in millions, except %)	HHI	PET	H&G	GAC	Corporate	Consolidated
Adjusted EBITDA - three month period ended December 31, 2017	$ 60.0	$ 34.1	$ 5.4	$ 14.8	$ (8.6)	$ 105.7
Effect of change in foreign currency	1.4	(0.4)	—	0.3	0.3	1.6
Net EBITDA Excluding Effect of Changes in Currency	61.4	33.7	5.4	15.1	(8.3)	107.3
Effect of acquisitions	—	(8.7)	—	—	—	(8.7)
Organic Adjusted EBITDA	61.4	25.0	5.4	15.1	(8.3)	98.6
Adjusted EBITDA - three month period ended January 1, 2017	59.2	30.7	5.7	19.8	(10.2)	105.2
Increase (Decrease) in Adjusted EBITDA	$ 2.2	$ (5.7)	$ (0.3)	$ (4.7)	$ 1.9	$ (6.6)
Increase (Decrease) in Adjusted EBITDA (%)	3.7%	(18.6%)	(5.3%)	(23.7%)	18.6%	(6.3%)

SPECTRUM BRANDS HOLDINGS, INC.

RECONCILIATION OF GAAP CASH FLOW FROM OPERATING ACTIVITIES TO ADJUSTED FREE CASH FLOW

(in millions)	September 30, 2018		September 30, 2017	
Net cash flow from operating activities	$	740 - 750	$	665
Cash interest charges related to refinancing		—		5
Stanley settlement payment		—		23
Rawhide recall		—		9
Purchases of property, plant and equipment		(110) - (120)		(115)
Adjusted free cash flow	$	620 - 640	$	587