

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF SPECTRUM BRANDS HOLDINGS, INC.**

I. PURPOSE OF THE COMMITTEE

The purposes of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Spectrum Brands Holdings, Inc. (the “Corporation”) shall be (i) to oversee the Corporation’s compensation and employee benefit plans and practices, including its executive compensation plans, and its incentive-compensation and equity-based plans; (ii) to review and discuss with management the Corporation’s compensation discussion and analysis (“CD&A”) to be included in the Corporation’s annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission (“SEC”); and (iii) to prepare the Compensation Committee Report as required by the rules of the SEC.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of such number of directors as determined from time to time by the Board based upon the recommendations of the Nominating and Corporate Governance Committee. At least two (2) of the Members of the Committee shall qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated thereunder, including Treasury Regulations section 1.162-27. The members of the Committee shall not be required to meet the independence requirements of the New York Stock Exchange (the “NYSE”) during any period in which the Corporation is a “controlled company” within the meaning of the NYSE’s listing standards, unless the Board otherwise determines (pursuant to a validly adopted resolution of the Board) not to rely on the NYSE’s “controlled company” exemption. If the Corporation ceases to be a “controlled company” or the Board determines not to rely on the NYSE’s controlled company exemption, the members of the Committee shall meet the independence requirements of the NYSE within the periods required by the NYSE’s phase-in rules applicable to companies who cease to be “controlled companies.” Each member of the Committee shall otherwise be qualified to serve on the Committee pursuant to requirements that the Board deems appropriate.

The chairperson of the Committee shall be designated by the Board; provided, that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board based upon the recommendation of the Nominating and Corporate Governance Committee. No member of the Committee shall be removed except by majority vote of the Board; provided, however, that if removing a member or members of the Committee would cause the Committee to have fewer than two qualified members, then the Board must, based upon the recommendation of the Nominating and Corporate Governance Committee, at the same time appoint enough additional members to the Committee so that the Committee will have at least two qualified members.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than four times annually, unless the Committee determines that fewer meetings are required in a particular year. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The vote of a majority of the members of the Committee present at any meeting at which there is a quorum shall be the act of the Committee. Unless otherwise restricted by the By-Laws, any action required or permitted to be taken at any meeting may be taken without a meeting if all members of the Committee consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Committee.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

A. Executive Compensation

The Committee shall have the following duties and responsibilities with respect to the Corporation's executive compensation plans:

To review at least annually the goals and objectives of the Corporation's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

To review at least annually the Corporation's executive compensation plans in light of the Corporation's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans.

To evaluate annually the performance of the Executive Chairman and Chief Executive Officer in light of the goals and objectives of the Corporation's executive compensation plans, and, determine and approve the Executive Chairman and Chief Executive Officer's compensation level based on this evaluation. In determining the long-term incentive component of the Executive Chairman and Chief Executive Officer's compensation, the Committee shall consider all relevant factors, including the Corporation's performance and relative stockholder return, the value of similar awards to chief executive officers of comparable companies and to other executive officers of the Corporation, and the awards given to the Executive Chairman and Chief Executive Officer of the Corporation in past years. The Committee may discuss the Executive Chairman and Chief Executive Officer's compensation with the Board if it chooses to do so. The Executive Chairman and Chief Executive Officer shall not be present during voting or deliberations relating to the Executive Chairman and Chief Executive Officer's compensation.

To evaluate annually the performance of the other executive officers of the Corporation in light of the goals and objectives of the Corporation's executive compensation plans, and make recommendations to the Board with respect to the compensation of such executive officers. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including certain of the factors applicable with respect to the Executive Chairman and Chief Executive Officer.

The Committee shall have the sole authority to retain and terminate any compensation consultant to be used by the Committee to assist it in the evaluation of the performance of the Executive Chairman and Chief Executive Officer and other executive officers in light of the goals and objective of the Corporation's executive compensation plans. The Committee shall have the sole authority to approve the consultant's fees and other retention terms with respect to such service to the Committee. The Committee shall periodically review the performance of any compensation consultant that it retains. Any compensation consultant retained by the Committee shall periodically report to the Committee the scope of services that the consultant provides directly to the Corporation and its subsidiaries, along with the fees it receives for such services.

To evaluate annually the appropriate level of compensation for Board and Committee service by non-employee directors.

To review and approve any severance or termination arrangements to be made with any executive officer of the Corporation.

To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any executive compensation plan.

To review perquisites or other personal benefits to the Corporation's executive officers and directors and recommend any changes to the Board.

To review and discuss with management the Corporation's CD&A, and based on that review and discussion, to recommend to the Board that the CD&A be included in the Corporation's annual proxy statement or annual report on Form 10-K.

To prepare the Compensation Committee Report in accordance with the rules and regulations of the SEC for inclusion in the Corporation's annual proxy statement or annual report on Form 10-K.

To review the description of the Committee's processes and procedures for the consideration and determination of executive and director compensation to be included in the Corporation's annual proxy statement.

B. General Compensation and Employee Benefit Plans

The Committee shall have the following duties and responsibilities with respect to the Corporation's general compensation and employee benefit plans, including incentive-compensation and equity-based plans:

To review at least annually the goals and objectives of the Corporation's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

To review at least annually the Corporation's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate.

To review all equity-compensation plans to be submitted for stockholder approval.

To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any compensation or other employee benefit plan, including any incentive-compensation or equity-based plan.

V. ROLE OF EXECUTIVE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Executive Chairman and Chief Executive Officer shall make, and the Committee may consider, recommendations to the Committee regarding the Corporation's compensation and employee benefit plans and practices, including its executive compensation plans, its incentive-compensation and equity-based plans with respect to executive officers other than the Executive Chairman and Chief Executive Officer and the Corporation's director compensation arrangements.

VI. DELEGATION OF AUTHORITY

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided, further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. Any such subcommittee must have a published Committee Charter.

VII. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this charter (this "Charter") appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Corporation's or the Board's policies or procedures.

VIII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Corporation's expense, such independent counsel or other consultants or advisers as it deems necessary or appropriate, including compensation consultants to advise the Committee with respect to amounts or forms of executive and director compensation. The Committee shall have the sole authority to retain or terminate any compensation consultant to assist the Committee in carrying out its responsibilities, including sole authority to approve the consultant's fees and other retention terms, such fees to be borne by the Corporation.

The foregoing responsibilities and duties set forth in this Charter should serve as a guide only, with the express understanding that the Committee may carry out additional responsibilities and duties and adopt additional policies and procedures as may be necessary in light of any changing business, legislative, regulatory, legal or other conditions.

Adopted November 14, 2016