

PLYMOUTH COUNTY RETIREMENT
ASSOCIATION, Individually and on Behalf of All
Others Similarly Situated,

Plaintiff,

vs.

SPECTRUM BRANDS HOLDINGS, INC., DAVID M.
MAURA, JOSEPH S. STEINBERG, GEORGE C.
NICHOLSON, CURTIS GLOVIER, FRANK IANNA,
GERALD LUTERMAN, ANDREW A. MCKNIGHT,
ANDREW WHITTAKER and HRG GROUP, INC.,

Defendants.

Case No. 2019-CV-000982

Case Code: 30301 (Money Judgment)

Hon. Valerie L. Bailey-Rihn

PROOF OF CLAIM AND RELEASE

A. GENERAL INSTRUCTIONS

1. To recover as a member of the Settlement Class based on your claims in the action entitled *Plymouth County Retirement Association v. Spectrum Brands Holdings, Inc.*, Case No. 2019-CV-000982 (Wis. Cir. Ct. Dane Cty.) (the “Action”), you must complete and, on page 5 hereof, sign this Proof of Claim and Release form (“Claim Form”). If you fail to submit a timely and properly addressed (as set forth in paragraph 3 below) Claim Form, your claim may be rejected and you may not receive any recovery from the Net Settlement Fund created in connection with the proposed Settlement.

2. Submission of this Claim Form, however, does not ensure that you will share in the proceeds of the Settlement of the Action.

3. YOU MUST MAIL OR SUBMIT YOUR COMPLETED AND SIGNED CLAIM FORM ONLINE SO THAT IT IS POSTMARKED OR RECEIVED NO LATER THAN OCTOBER 2, 2020, ADDRESSED AS FOLLOWS:

Spectrum Brands Holdings Securities Litigation
c/o A.B. Data, Ltd.
P.O. Box 173104
Milwaukee, WI 53217
www.spectrumbrandssettlement.com

4. If you are NOT a member of the Settlement Class (as defined in the Notice of Pendency of Class Action, Proposed Settlement, and Motion for Attorneys’ Fees and Expenses (“Notice”) which accompanies this Claim Form), DO NOT submit a Claim Form.

5. If you are a member of the Settlement Class and you did not timely request exclusion in response to the Notice dated June 4, 2020, you are bound by the terms of any judgment entered in the Action, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A CLAIM FORM.

B. CLAIMANT IDENTIFICATION

6. If you purchased or otherwise acquired Spectrum common stock pursuant or traceable to the Registration Statement for the July 13, 2018 merger of Old Spectrum and HRG, you are a Settlement Class Member, unless you are excluded by definition.

7. If you purchased or otherwise acquired Spectrum common stock and held the stock in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased or acquired the common stock of Spectrum through a third party, such as a brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

8. Use Part I of this form entitled “Claimant Identification” to identify each beneficial purchaser or acquirer of Spectrum common stock that forms the basis of the Claim Form, as well as the purchaser or acquirer of record if different. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S).

9. All joint purchasers must sign the Claim Form. Executors, administrators, guardians, conservators, and trustees must complete and sign the Claim Form on behalf of persons represented by them and their authority must accompany the Claim Form and their titles or capacities must be stated. The Social Security (or Taxpayer Identification) Number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

C. IDENTIFICATION OF TRANSACTIONS

10. Use Part II of the Claim Form entitled “Schedule of Transactions in Spectrum Common Stock” to supply all required details of your transaction(s) in Spectrum common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

11. On the schedules, provide all of the requested information with respect to all of your purchases or acquisitions and all of your sales of Spectrum common stock, whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

12. The date of covering a “short sale” is deemed to be the date of purchase of Spectrum common stock. The date of a “short sale” is deemed to be the date of sale of Spectrum traded stock.

13. Copies of broker confirmations or other documentation of your transactions in Spectrum common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim. The Parties do not have information about your transactions in Spectrum common stock.

14. NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All claimants MUST submit a manually signed paper Claim Form whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at (800) 328-6074 to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

PART I – CLAIMANT INFORMATION

The Claims Administrator will use this information for all communications regarding this Claim Form. If this information changes, you MUST notify the Claims Administrator in writing at the address above. Complete names of all persons and entities must be provided.

Beneficial Owner's Name:

First Name

Last Name

Joint Beneficial Owner's Name (if applicable):

First Name

Last Name

If this claim is submitted for an IRA, and if you would like any check that you MAY be eligible to receive made payable to the IRA, please include "IRA" in the "Last Name" box above (e.g., Jones IRA).

Entity Name (if the Beneficial Owner is not an individual)

Name of Representative, if applicable (*executor, administrator, trustee, c/o, etc.*), if different from Beneficial Owner

Social Security Number or Taxpayer Identification Number

Street Address

City

State/Province

Zip Code

Foreign Postal Code (if applicable)

Foreign Country (if applicable)

Telephone Number (Day)

Telephone Number (Evening)

Email Address (e-mail address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with information relevant to this claim)

Type of Beneficial Owner (specify one of the following):

- | | | |
|--|---|---|
| <input type="checkbox"/> Individual(s) | <input type="checkbox"/> Corporation | <input type="checkbox"/> UGMA Custodian |
| <input type="checkbox"/> IRA | <input type="checkbox"/> Partnership | <input type="checkbox"/> Estate |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (describe) _____ | |

PART II – SCHEDULE OF TRANSACTIONS IN SPECTRUM COMMON STOCK

1. RECEIPT OF SPECTRUM STOCK IN EXCHANGE FOR OLD SPECTRUM STOCK. State the total number of shares of newly issued Spectrum common stock (CUSIP: 84790A105) you received on or about July 16, 2018 in exchange for Old Spectrum common stock (CUSIP: 84763R101) in connection with the merger of Old Spectrum and HRG, and the price per share. (Must be documented.) If none, write “zero” or “0.”

Number of Shares:

Price per Share: \$

2. PURCHASES AND ACQUISITIONS IN THE AFTERMARKET. Separately list each and every purchase or acquisition of Spectrum common stock on the open market from the opening of trading on July 16, 2018 through and including the close of trading on April 9, 2019. (Must be documented.)

Date of Purchase (List Chronologically) (MM/DD/YYYY)	Number of Shares Purchased	Purchase Price Per Share	Total Purchase Price (excluding taxes, commissions, and fees)
/ /		\$	\$
/ /		\$	\$
/ /		\$	\$
/ /		\$	\$
/ /		\$	\$

3. SALES IN THE AFTERMARKET. Separately list each and every sale/disposition of Spectrum common stock on the open market from the opening of trading on July 16, 2018 through and including the close of trading on April 9, 2019. (Must be documented.)

Date of Sale (List Chronologically) (MM/DD/YYYY)	Number of Shares Sold	Sale Price Per Share	Total Sale Price (excluding taxes, commissions, and fees)
/ /		\$	\$
/ /		\$	\$
/ /		\$	\$
/ /		\$	\$
/ /		\$	\$

4. HOLDINGS AS OF APRIL 9, 2019. State the total number of shares of Spectrum common stock held as of the close of trading on April 9, 2019. (Must be documented.) If none, write “0” or “Zero.”

**IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS
YOU MUST PHOTOCOPY THIS PAGE AND CHECK THIS BOX**

**YOU MUST READ AND SIGN THE RELEASE ON THE NEXT PAGE.
FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR
THE REJECTION OF YOUR CLAIM.**

PART III – ACKNOWLEDGMENTS AND RELEASE

A. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release under the terms of the Stipulation and Agreement of Settlement, dated as of May 1, 2020 (the “Settlement Agreement”), described in the Notice. I (We) also submit to the jurisdiction of the Circuit Court of the State of Wisconsin, Dane County with respect to my (our) claim as a Settlement Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Action. I (We) agree to furnish additional information to the Claims Administrator to support this claim (including transactions in other Spectrum securities) if requested to do so. I (We) have not submitted any other claim in the Action covering the same purchases or sales of Spectrum common stock during the Relevant Period and know of no other person having done so on my (our) behalf.

B. RELEASE AND ACKNOWLEDGMENT

1. Upon the occurrence of the Court’s approval of the Settlement, as detailed in the accompanying Notice, I (we) agree and acknowledge that my (our) signature(s) below shall effect and constitute a full and complete release and discharge by me (us) and my (our) “Releasers”¹ (or, if I am (we are) submitting this Proof of Claim and Release Form on behalf of one or more other Persons, by it, him, her, or them, and by its, his, her, or their “Releasers”), of each of the “Released Defendant Parties” of all “Released Claims,” as those terms are defined in the Settlement Agreement.

2. Upon the occurrence of the Court’s approval of the Settlement, as detailed in the accompanying Notice, I (we) agree and acknowledge that my (our) signature(s) below shall effect and constitute an agreement by me (us) and my (our) Releasers (or, if I am (we are) submitting this Proof of Claim and Release Form on behalf of one or more other Persons, by it, him, her, or them, and by its, his, her, or their Releasers), to permanently refrain from prosecuting or attempting to prosecute any Released Claims against any of the Released Defendant Parties.

3. I (We) acknowledge that the inclusion of “Unknown Claims” in the definition of “Released Claims” set forth in the Settlement Agreement was separately bargained for and is a material element of the Settlement of which this release is a part.

4. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

5. I (We) hereby warrant and represent that I (we) have included the information requested about all of my (our) transactions in Spectrum common stock which are the subject of this claim, as well as the opening and closing positions in such securities held by me (us) on the dates requested in this Claim Form.

6. I (We) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code. (Note: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the prior sentence.)

I declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Claim Form by the undersigned is true and correct.

Executed this _____ day of _____, in _____, _____
(Month / Year) (City) (State/Country)

Signature of Claimant

Signature of Joint Claimant, if any

Print Name of Claimant

Print Name of Joint Claimant, if any

(Capacity of person(s) signing, e.g., Beneficial Purchaser, Executor, or Administrator)

¹ “Releasers” means your present, former, and future direct and indirect parent entities, principals, general or limited partners or partnerships, and any entity which is or was affiliated with any of them or in which any of them has a controlling interest, and each of their or your successors, assigns, heirs, spouses, executors, trustees, administrators, legal representatives, attorneys, agents, officers, and directors, in their capacities as such.

REMINDER CHECKLIST

1. Please sign the above release and acknowledgment.
2. If this claim is being made on behalf of Joint Claimants, then both must sign.
3. Remember to attach copies of supporting documentation, if available.
4. **Do not send** originals of certificates.
5. Keep a copy of your Claim Form and all supporting documentation for your records.
6. The Claims Administrator will acknowledge receipt of your Claim Form within 60 days. Your claim is not deemed submitted until you receive an acknowledgment email or postcard. If you do not receive an acknowledgment email or postcard within 60 days, please call the Claims Administrator toll-free at (800) 328-6074.
7. If you move, please send your new address to:
Spectrum Brands Holdings Securities Litig.
c/o A.B. Data, Ltd.
P.O. Box 173104
Milwaukee, WI 53217
www.spectrumbrandssettlement.com
(800) 328-6074
8. **Do not use red pen or highlighter** on the Claim Form or supporting documentation.