Energizer Holdings, Inc.

2019

Proxy Statement & Annual Report




PURPOSE

We’re leading the charge connecting

brands, people and products to the world better than anyone else

MISSION

Achieve industry leadership

as a diversified, global household leader company in Batteries, Lights, and Auto Care

CULTURE

We have a passion for winning…

We love what we do, are results-focused, care about each other, and we continuously improve

FINANCIAL OBJECTIVES

Maximize Free Cash Flow

Solid Financial Foundation

Create Long-term Value

BUSINESS STRATEGIES

Lead with Innovation

Operate with Excellence

Drive Productivity

Letter to our Shareholders from
Our Independent Chairman and Our Chief Executive Officer

December 17, 2019

Dear Fellow Shareholders,

Thank you for your continued support of Energizer Holdings, Inc. ("Energizer" and "Company"), as we took bold steps to transform from a single category company, to one with a mission to achieve industry leadership as a diversified, global household products company in the batteries, lights and auto care categories. We closed and are integrating two transformational acquisitions, while continuing to achieve our financial objectives for the legacy battery business. Through our ownership of the acquired battery and auto care businesses we expect to drive future growth and unlock tremendous value for our customers and shareholders.

Business Highlights

Our management team and colleagues did a terrific job in fiscal 2019 meeting the needs of our customers while making progress executing a complex acquisition integration plan to realize our vision for the Company.

- Fourth consecutive year of organic growth[1]; Consolidated net sales were $2.495 billion, up 38.8% from fiscal year 2018
- Adjusted free cash flow of $256 million[1],
- Delivery of $18 million in synergy savings ahead of our outlook of $7.5 million for the year. We continue to expect to achieve over $100 million in synergies by the end of 2021.

Governance Practices

Our success is rooted in good governance. Members of our Board of Directors (the "Board") are committed to the success of the Company, offer diverse experiences and skills, and provide valuable feedback and guidance that position us for success. The Board draws on the depth of experience of long-time members, while welcoming unique skills and insights from new members. We have a Board refreshment process that added two new Board members since the Company spun from its former parent company in July 2015 and nominated two other director candidates for your approval at this year's Annual Shareholders' Meeting. Our Board is actively engaged in the Company's strategy and embraces good corporate governance.

Our former Chairman, J. Patrick Mulcahy, and W. Patrick McGinnis will retire from the Board, effective as of the 2020 Annual Shareholders' Meeting. We thank them for their many years of valuable guidance and exemplary service.

Effective Executive Leadership

Today, we are better positioned to compete and win than we have ever been before. We are embracing change across the Company and within the executive leadership team to match current needs. Mark S. LaVigne has been promoted to President and Chief Operating Officer, John J. Drabik has been promoted to SVP, Corporate Controller, and Hannah H. Kim has been promoted to Chief Legal Officer and Corporate Secretary. All bring exceptional qualifications to their important roles and value to an already strong executive leadership team that will drive growth in the years ahead.

Future Growth

We have a winning playbook to drive future value for our customers, consumers and shareholders. Our focus since the spin-off of the Company from its former parent company in July 2015 ("Spin-off") has been to maximize free cash flow and it continues today. The strong results since Spin-Off reflect the talent, capabilities, and expertise of our team and coupled with our new colleagues joining us through the acquisitions we have the resources necessary to be successful with our expanded battery portfolio and in the branded auto care business. We have a plan to deliver organic growth and realize the potential of the transformative acquisitions. Our long-term outlook is to deliver adjusted EBITDA in excess of $700 million and adjusted free cash flow greater than $400 million in fiscal year 2022.

Corporate Responsibility

For Energizer, corporate responsibility boils down to "Do the Right Thing". Our approach provides a tremendous opportunity to make a positive impact on the well-being of our communities, environment and shareholders.

Meeting Information

We hope you can join us at our upcoming Annual Shareholders' Meeting. The meeting will be held at Energizer's global headquarters on Monday, January 27, 2020 at 8:00 am, Central Time.

In closing, you have our commitment that in 2020 our Board and management team are focused on leveraging the strong platform for our businesses and delivering our financial commitments. We appreciate the opportunity to serve Energizer on your behalf, and we thank you for your continued investment in Energizer.

Sincerely,

Patrick J. Moore
Independent Chairman

Alan R. Hoskins
Chief Executive Officer

(1) See "Non-GAAP Financial Measures" in Appendix A.

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FREQUENTLY ACCESSED INFORMATION

ACRONYMS

2015 Plan	2015 Energizer Holdings, Inc. Equity Incentive Plan
ASC	Accounting Standards Codification
Executive Risk Committee	Executive Compliance and Risk Committee
FASB	Financial Accounting Standards Board
NEOs	Named Executive Officers
NYSE	New York Stock Exchange
PCAOB	Public Company Accounting Oversight Board
PEP	Pension Equity Plan
PPMA	PensionPlus Match Account
PSU	Performance Share Units
PwC	PricewaterhouseCoopers LLP
Risk Committee	Compliance and Risk Subcommittee
RSU	Restricted Stock Units
SEC	Securities and Exchange Commission
SG&A	Selling, General and Administrative Expenses
Spin-Off	Spin-off of Energizer from its former parent company in July 2015

Energizer Holdings, Inc.

NOTICE OF 2020 ANNUAL SHAREHOLDERS' MEETING

DATE AND TIME	LOCATION	RECORD DATE
MONDAY, JANUARY 27, 2020 8:00 A.M. CENTRAL TIME	533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MISSOURI 63141	NOVEMBER 29, 2019

How to Vote

Please act as soon as possible to vote your shares, even if you plan to attend the Annual Shareholders' Meeting. If you are a beneficial shareholder, your broker will NOT be able to vote your shares with respect to the election of directors and most of the other matters presented during the meeting unless you have given your broker specific instructions to do so. We strongly encourage you to vote. You may vote via the Internet, by telephone, or, if you have received a printed version of these proxy materials, by mail. For more information, see "*Voting Procedures*" of this Proxy Statement.

ONLINE. Vote online at *www. proxyvote.com.*
BY PHONE. Vote by phone by calling (800) 690-6903
BY MAIL. If you have received a printed version of these proxy materials, you may vote by mail.
IN PERSON. Attend our annual shareholders' meeting and vote by ballot

MATTERS TO BE VOTED UPON		VOTING RECOMMENDATION OF THE BOARD
Election of the 11 director nominees named in this Proxy Statement	✓	FOR EACH NOMINEE
Ratification of selection of our independent registered public accounting firm for fiscal 2020	✓	FOR
Advisory vote to approve executive compensation of our named executive officers	✓	FOR
Approval of the Omnibus Incentive Plan	✓	FOR

Important notice regarding the availability of proxy materials for the 2020 Annual Shareholders' Meeting to be held on January 27, 2020: Our Proxy Statement and 2019 Annual Report to shareholders are available at http://investors.energizerholdings.com. We commenced mailing and are making available this Proxy Statement on December 17, 2019.

PROXY STATEMENT SUMMARY

This summary includes certain financial, operational, governance and executive compensation highlights. This summary does not contain all of the information that you should consider, and you should read the entire Proxy Statement carefully before voting.

Strategic Objectives

Foundational core strategies set the tone, direction, and success today and into the future

Our Strategies are Focused, Purposeful and Disciplined to Deliver Long-Term Value to our Shareholders, Customers and Consumers

Leading with Innovation is Key to Success

- Iconic brands consumers love
- Customer-centric model
- Shopper-based solutions
- Innovation across the company

Effectively Executing Category Fundamentals with Excellence

- Successful Integration
- Category Expertise
- Supply Chain Excellence
- eCommerce Expertise
- Strong Revenue Management

Continuous Improvements Drive Productivity Gains

- Efficiency in all we do
- Simplify, standardize and elevate
- Continuous improvement

Fiscal 2019 Business Updates

In January 2019, we closed two strategic acquisitions (“Acquisitions”) of the global battery and auto care businesses previously owned by Spectrum Brands Holdings, Inc. (“Spectrum”). The Acquisitions provide us with significant commercial, financial and strategic benefits, including:

- Scale in important markets;
- Expansion of our portfolio, with a set of brands that make our core battery business even stronger and solidifies our #1 position [(1)]; and
- State-of-the-art, domestic manufacturing and additional international capacity, providing us with opportunities for substantial cost savings and operational effectiveness.

(1) Source: Nielsen Global Track Complete 12 Months Ending August 2019, NPD Total US RTS+RTSx 52 Weeks Ending 8.31.19

AQUIRED BATTERY/LIGHTS | RAYOVAC

Grew global category leadership and unlocked operational efficiencies

- Strengthened position in battery category
- Extensive synergy opportunities
- Expanded manufacturing footprint
- Enhanced innovation capabilities

ACQUIRED AUTO CARE | ARMOR ALL | A/C PRO | STP

Established #1 U.S. share (1) in attractive, growing category

- Acquired #1 or #2 brands in sub-categories including iconic Armor All®
- Awarded category captaincies
- Expanded growth opportunities in the U.S. and abroad
- Acquired state of the art manufacturing

(1) Source: Nielsen Global Track Complete 12 Months Ending August 2019, NPD Total US RTS+RTSx 52 Weeks Ending 8.31.19

Fiscal 2019 Achievements

Net Sales were **~ $2.5B**	Organic Net Sales increased **4.1%** (1)	Synergies of **$18M**	SG&A of **20.7%** of net sales Adjusted SG&A of **17.4%** (1) of net sales

(1) See "Non-GAAP Financial Measures" in Appendix A.

Director Nominees

Directors are elected annually by a majority of votes cast. Mr. Abrams-Rivera and Ms. Frankiewicz are new board nominees that will stand for election at the 2020 Annual Shareholders' Meeting. Your Board recommends that you vote "FOR" the election of each of the eleven nominees.

Patrick J. Moore
Independent Chairman
Age: 65
Director Since: 2015

Carlos Abrams-Rivera
Executive Vice President–Campbell Soup Company and President, Campbell Snacks
Age: 52

Bill G. Armstrong
Retired Executive Vice President and Chief Operating Officer, Cargill Animal Nutrition
Age: 71
Director Since: 2015
Committees: Audit, Human Capital

Cynthia J. Brinkley
Retired Chief Administrative and Markets Officer, Centene Corporation
Age: 60
Director Since: 2015
Committees: Human Capital (Chair), Nominating and Governance

Rebecca Frankiewicz
President, ManpowerGroup North America
Age: 48

Alan R. Hoskins
Chief Executive Officer, Energizer Holdings, Inc.
Age: 58
Director Since: 2015
Committee: Finance and Oversight

Kevin J. Hunt
Retired Chief Executive Officer and President, Ralcorp Holdings, Inc.
Age: 68
Director Since: 2015
Committees: Finance and Oversight (Chair), Human Capital

James C. Johnson
Retired General Counsel, Loop Capital Markets LLC
Age: 67
Director Since: 2015
Committee: Nominating and Governance (Chair)

John E. Klein
Retired President, Randolph College
Age: 74
Director Since: 2015
Committees: Audit, Finance and Oversight

Nneka L. Rimmer
Senior Vice President, Business Transformation, McCormick & Company, Inc.
Age: 48
Director Since: 2018
Committees: Audit, Human Capital

Robert V. Vitale
President and Chief Executive Officer, Post Holdings, Inc.
Age: 53
Director Since: 2017
Committees: Audit (Chair), Finance and Oversight

SKILLS AND EXPERIENCES

Board experience and skills particularly valuable for effective oversight of Energizer at this time

- Consumer Packaged Goods Industry
- International
- Human Capital Management
- Innovation
- Strategy

AGE

Average Age
60.8
as of 12-17-2019

40-49 years old:	2 nominees
50-59 years old:	3 nominees
60-64 years old:	1 nominees
65 – 69 years old:	3 nominees
70+ years old:	2 nominees

27%
Women

27%
Ethnically Diverse

2019 Corporate Governance Highlights

Nominating and Governance Committee	• Our Board Committees play a critical role in the oversight of our governance and strategy. To enhance the effectiveness of the Board's oversight function, the Board separated the Human Capital Committee into a Nominating and Governance Committee, which oversees corporate governance and director nominations, and a Human Capital Committee which has responsibility for oversight of compensation, culture and human capital management
Risk Oversight	• **ESG**: The Board codified its oversight over all environmental, social and governance issues in our charter for the Nominating and Governance Committee • **Cybersecurity**: Our Board reviews and discusses cybersecurity and information security risk quarterly, and in line with best practices our Board has amended its Audit Committee Charter to make explicit the Audit Committee's responsibility for oversight of cybersecurity risk
Board Evaluation Process	• The Nominating and Governance Committee enhanced the annual evaluation process for the Board and its Committees
Independence	• 10 of 11 director nominees are independent; our Chief Executive Officer is the only management director • Our Audit, Human Capital and Nominating and Governance Committees are comprised solely of independent directors
Independent Chairman	• We have an Independent Chairman, selected by the independent directors • The Independent Chairman serves as liaison between management and the other independent directors
Executive Sessions	• Executive sessions of independent directors are scheduled at the end of each Board and Committee meeting
Board Practices	• Added two new directors to the Board in the past two years • Nominated two additional new director candidates for the 2020 Annual Shareholders' Meeting • Majority voting standard for all directors • Beginning in 2020, annual election of all directors • Active Board engagement in succession planning of executive officers • Commitment to Board refreshment and director succession
Ethics and Compliance	• From manufacturing quality products to meeting our customers' needs, we work hard to be the best and play by the rules, while valuing every colleague and partner that makes up our team

Compensation Highlights

Our primary compensation strategy is "Pay for Performance" which drives a mindset of accountability and productivity. Our compensation guiding principles are to structure executive compensation that is simple, aligned and balanced. We believe our guiding principles are strongly aligned with our corporate strategic priorities and our vision for shareholder value creation.

We plan to adopt ***double-trigger equity vesting*** upon a change of control for all future awards on the approval of our Omnibus Incentive Plan (see Proposal 4).

Aggregate Pay Package	• Our aggregate pay packages are targeted at the 50th percentile for our peer group
Annual Cash Bonus Program	• 25% related to each of adjusted free cash flow; adjusted net sales; adjusted SG&A as % of net sales; and adjusted operating profit
Equity Awards	In fiscal 2019, we awarded restricted stock equivalents with a three-year vesting period. • 70% of the award is performance-based and vests based only upon achievement of cumulative adjusted earnings per share and cumulative adjusted free cash flow as a percentage of adjusted net sales metrics • 30% vests on the third anniversary of the grant if the recipient remains employed with the Company
Director Compensation	• In November 2019, the Board approved the elimination of the one-time grant of $200,000 to newly appointed directors and the per meeting fee of $1,500 for meetings in excess of six meetings/year and increased the annual restricted stock equivalent award grant to $145,000

Corporate Governance

BOARD LEADERSHIP STRUCTURE

Our Board regularly considers the appropriate leadership structure for the Company and has concluded that the Company and its shareholders are best served by not having a formal policy on whether the same individual should serve as both Chief Executive Officer and Chairman of the Board. This flexibility allows the Board to utilize its considerable experience and knowledge to elect the most qualified director as Chairman of the Board, while maintaining the ability to separate the Chairman and Chief Executive Officer roles when appropriate. Currently, we have an Independent Chairman of the Board who is appointed annually by the independent directors. The roles of Chairman and Chief Executive Officer have been separate since 2015. Our Chief Executive Officer has primary responsibility for the operational leadership and strategic direction of the Company, while our Independent Chairman facilitates our Board's independent oversight of management.

Independent Chairman Duties

Mr. Moore currently serves as Independent Chairman of the Board. Key responsibilities include:

- Calling meetings of the Board and independent directors
- Chairing executive sessions of the independent directors
- Establishing Board culture
- Setting the Board meeting agendas in consultation with the other directors, the Chief Executive Officer and the Corporate Secretary
- Acting as an advisor to the Chief Executive Officer
- Leading the annual self-assessment of the Board

COMMITTEE COMPOSITION

As of the date of this Proxy Statement, our Board has the following four Board Committees: (1) Audit, (2) Human Capital, (3) Finance and Oversight, and (4) Nominating and Governance. The current membership and the function of each of the Board Committees are described below. Each of the Committees operates under a written charter adopted by the Board. During fiscal 2019, our Board held seven meetings.

Audit Committee

Members:
Bill G. Armstrong
John E. Klein
Nneka L. Rimmer
Robert V. Vitale (Chair)

Meetings in Fiscal 2019: 7

The Board has determined that each member of the Audit Committee is independent within the meaning of Energizer's independence standards and applicable New York Stock Exchange ("NYSE") and Securities and Exchange Commission ("SEC") rules and regulations, and Mr. Moore, who served on the Audit Committee until November 2018, and Mr. Vitale are audit committee financial experts.

- Reviews internal auditing, accounting, financial reporting, internal control and risk management functions
- Responsible for engaging and supervising our independent accountants, resolving differences between management and our independent accountants regarding financial reporting, pre-approving all audit and non-audit services provided by our independent accountants, and establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters
- Reviews (i) management's programs to identify, assess, manage, and mitigate significant enterprise risks of the Company, including both strategic and operational risks, and (ii) the Company's risk management structures and practices, including cyber risk
- Exercises oversight of the Company's compliance program and internal audit, with direct access to the Company's Chief Compliance Officer and VP, Internal Audit

Human Capital Committee

Members:
Bill G. Armstrong
Cynthia J. Brinkley (Chair)
Kevin J. Hunt
Nneka L. Rimmer

Meetings in Fiscal 2019: 6

The Board has determined that each member of the Human Capital Committee is independent within the meaning of Energizer's independence standards and applicable NYSE and SEC rules and regulations.

Compensation Committee Interlocks and Insider Participation

No member of the Human Capital Committee is or has been an officer or employee of the Company or any of its subsidiaries. In addition, no member of the Human Capital Committee had any relationships with the Company or any other entity that require disclosure under the proxy rules and regulations promulgated by the SEC.

- Oversight of the Company's culture
- Reviews and approves the Company's executive compensation philosophy and its programs, policies and practices
- Reviews and approves corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluates the Chief Executive Officer's performance in light of those goals and objectives and determines and approves the Chief Executive Officer's compensation
- Administers our 2015 Plan and grants equity-based awards, including performance-based awards, under the plan
- Administers and approves performance-based awards under our executive officer bonus plan
- Establishes performance criteria for performance-based awards and certifies as to their achievement
- Oversees the development of succession plans for the Chief Executive Officer and other executive officers
- Monitors management compensation and benefit programs and reviews principal employee relations policies
- Assists the Board in reviewing the results of any shareholder advisory votes, or responding to other shareholder communications, that relate to executive officer compensation, and considers whether to make or recommend adjustments to the Company's policies and practices as a result of such votes or communications
- Reviews a report from management regarding potential material risks, if any, created by the Company's compensation policies and practices

Nominating and Governance Committee

Members:
Cynthia J. Brinkley
James C. Johnson (Chair)
W. Patrick McGinnis
J. Patrick Mulcahy

Meetings in Fiscal 2019: 0

The Nominating and Governance Committee was created in Fiscal 2019 and had its first meeting in Fiscal 2020.

The Board has determined that each member of the Nominating and Governance Committee is independent within the meaning of Energizer's independence standards and applicable NYSE and SEC rules and regulations.

- Oversight over environmental, social and governance risks
- Subject to the terms of the Company's governance documents, reviews, approves and recommends for Board consideration director candidates based on the director selection guidelines then in effect, and advises the Board with regard to the nomination or appointment of such director candidates
- Periodically reviews and makes recommendations to the Board regarding the appropriate size, role and function of the Board
- Develops and oversees a process for an annual evaluation of the Board and its committees
- Recommends to the Board, as appropriate, the number, type, functions, and structure of committees of the Board, and the Chair of each such committee
- Develops, updates as necessary and recommends to the Board corporate governance principles and policies
- Administers our stock ownership guidelines
- Conducts the annual self-assessment process of the Board and its committees

Finance and Oversight Committee

Members:
Alan R. Hoskins
Kevin J. Hunt (Chair)
John E. Klein
W. Patrick McGinnis
J. Patrick Mulcahy
Robert V. Vitale

Meetings in Fiscal 2019: 6

- Reviews our financial condition, objectives and strategies, and acquisitions and other major transactions, including capitalization and debt and equity offerings, and capital expenditures
- Reviews our annual business plan
- Makes recommendations to the Board concerning financing requirements, our share repurchase program and dividend policy, foreign currency management and pension fund performance
- Reviews casualty and liability insurance programs and requirements
- Reviews performance of defined benefit plan investment managers and trustees and the investment objectives

The Company's Corporate Governance Principles and all of the Board Committee charters are available on the Company's website, www.energizerholdings.com if you click on "Investors," then "Corporate Governance", then "Overview". Information on our website does not constitute part of this document.

MANAGEMENT SUCCESSION PLANNING

One of the Board's primary responsibilities is to oversee the development of executive-level talent to successfully execute the Company's strategy. Management succession is regularly discussed by the independent directors in executive session and with the Chief Executive Officer. The Board reviews candidates for all senior executive positions to confirm that qualified successor-candidates are available for all positions and that development plans are being utilized to strengthen the skills and qualifications of successor-candidates.

Our Independent Chairman oversees the process for the Chief Executive Officer succession and leads, at least annually, the Board's discussion of Chief Executive Officer succession planning. Our Chief Executive Officer reviews with the Board development plans for successors of the other executive officer roles. Directors engage with potential Chief Executive Officer and executive officer talent at Board and Committee meetings and in less formal settings to enable directors to personally assess candidates. The Board reviews management succession in the ordinary course of business as well as contingency planning.

Interaction with executive officers at Board and Board Committee meetings and other Board events, including annual strategy planning meeting	Thorough succession planning meeting with the Human Capital Committee at least annually
Human Capital Committee monitors career development of executive officers	The Chief Executive Officer reviews performance of executive officers with the Human Capital Committee

BOARD AND COMMITTEE ASSESSMENT

The Board and each Committee conducts an annual self-evaluation to assess effectiveness and consider opportunities for improvement. The self-evaluation process is managed by the Nominating and Governance Committee. The Independent Chairman of the Board as well as each Committee Chair leads the Board and Committee in a robust assessment on an annual basis.

1

Questionnaires

Questionnaires are reviewed and updated by the Nominating and Governance Chair. The questionnaires focus on:

- The effectiveness of the Board's leadership and Committee structure
- Quality of Board materials and agendas
- Engagement of and preparation by Board and Committee members
- Board and Committee skills, composition and diversity and Board succession planning
- Board and Committee culture and dynamics, including the effectiveness of discussion and debate at Board and Committee meetings

2

Nominating and Governance Committee Review

The Nominating and Governance Committee Chair and Independent Chairman review the directors' responses to the Board and Committee questionnaires, and each Committee Chair reviews the directors' responses to the Committee questionnaires.

3

Board Summary and Feedback

The Nominating and Governance Committee Chair and Independent Chairman lead a discussion with the Board and provide a summary of the directors' responses to the Board and Committee questionnaires.

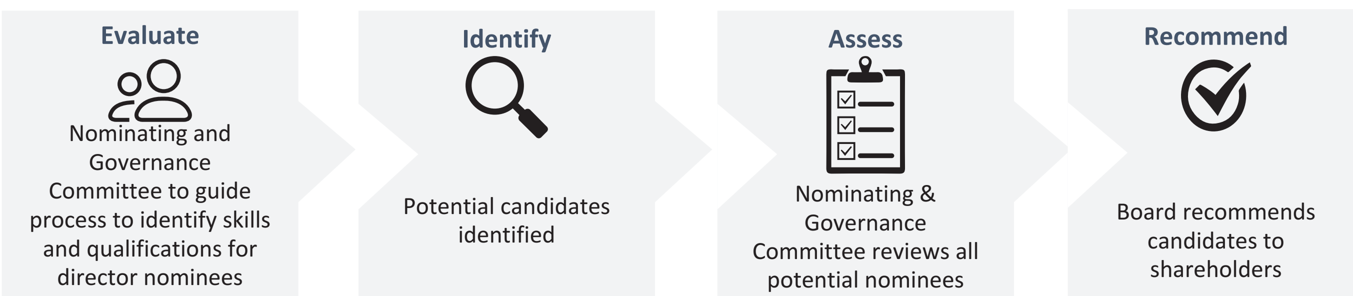
Each Committee Chair also leads a discussion with each Committee and provides a summary of the Committee members' responses to the Committee questionnaires.

In connection with the feedback received from the Board at the fiscal 2018 Board and Committee evaluation, the Board made the following enhancements in fiscal 2019:

- Enhancements to the Board and Committee assessments process
- Streamlining meeting materials to better highlight important information
- Eliminating redundancy among Board Committees
- Identifying a focused Board skills matrix from which to identify director candidates
- Providing directors opportunities to engage with colleagues throughout the Company, to become better acquainted with top talent and senior leaders below our executive officer level
- Allowing sufficient time during Board and committee meetings for discussion, debate, in-depth reviews, and executive sessions

DIRECTOR SUCCESSION PLANNING PROCESS

The Nominating and Governance Committee regularly reviews the composition of the Board, including the qualifications, expertise and characteristics that are represented in the current Board as well as the criteria it considers needed to support Energizer's long-term strategy. After an in-depth review of the candidates, the Nominating and Governance Committee recommends candidates to the Board in accordance with our Articles of Incorporation, Bylaws, our Corporate Governance Principles and the criteria adopted by the Board regarding director candidate qualifications. After careful review and consideration, the Board will nominate candidates for election, or re-election, at our Annual Shareholders' Meeting. The Board may appoint a director to the Board during the course of the year to serve until the Annual Shareholders' Meeting.



The Nominating and Governance Committee identifies potential candidates for first-time nominations as directors through various sources, including recommendations it receives from the following:

- Current and former Board members,
- Third-party search firms, and
- Shareholders and other stakeholders.

The Nominating and Governance Committee has the authority to engage a third party search firm to identify and provide information on potential candidates. A key objective of the Nominating and Governance Committee in connection with its identification of potential director candidates is to use multiple sources and actively seek out qualified women and ethnically diverse candidates in order to have a diverse candidate pool for each search the Board undertakes.

SHAREHOLDER ENGAGEMENT

We conduct shareholder engagement throughout the year and provide shareholders with an opportunity to cast an annual, advisory Say on Pay vote. Our historical Say on Pay results influenced our decision to maintain a consistent approach to our executive compensation program for fiscal 2019. Last year, our shareholders overwhelmingly approved our executive compensation. The Human Capital Committee will continue to consider shareholder feedback and the outcome of Say on Pay vote results for future compensation decisions.

We have a robust shareholder and stakeholder engagement program. Our integrated outreach team engages proactively with our shareholders and stakeholders, monitors developments in corporate governance and social responsibility, and, in consultation with our Board, thoughtfully adopts and applies developing practices in a manner that best supports our business and our culture. We actively engage with our shareholders and stakeholders in a number of forums on a year-round basis.

Total Fiscal 2019 Shareholder Outreach

>65% of Shares Outstanding

Broad Range of Business and Governance Topics	
Business Strategy	Executive Officer Succession
Operations	Board Refreshment
Corporate Governance Practices	Human Capital Management
Sustainability	Risk Management

In response to the feedback, we have made several enhancements, including the plan to adopt double-trigger equity vesting upon a change of control for all future awards on the approval of our Omnibus Incentive Plan.

BOARD OVERSIGHT OF STRATEGY

The Board is responsible for providing governance and oversight regarding the strategy, operations and management of the Company. Acting as a full Board and through the Board's four standing committees, the Board is involved in the Company's strategic planning process. Each year, the Board holds a strategy planning meeting during which members of senior leadership present the Company's overall corporate strategy and seek input from the Board. At subsequent meetings, the Board continues to review the Company's progress against its strategic plan. In addition, throughout the year, the Board will review specific strategic initiatives where the Board will provide additional oversight. The Board is continuously engaged in providing oversight and independent business judgment on the strategic issues that are most important to the Company.

BOARD OVERSIGHT OF RISK

Our Board is responsible for, and committed to, the oversight of the business and affairs of our Company. In carrying out this responsibility, our Board advises our senior management to help drive long-term value creation for our shareholders, and oversees management's efforts to ensure that our expectations are appropriately communicated and embraced throughout the Company. Our Board discusses and receives regular updates on a wide variety of matters affecting our Company.

The Board, acting both directly and through its Committees, is actively involved in oversight of the significant risks affecting our business. The Board and its Committees' risk oversight activities are informed by our management's risk assessment and risk management processes. In particular, our Board and each Committee focuses on overseeing the following risks:

Board of Directors

Board	Audit Committee	Human Capital Committee	Finance and Oversight Committee	Nominating and Governance Committee
• Strategic risks • Independence of the Company's risk management functions	• Cybersecurity • Internal and external fraud • Financial reporting risk • Expense risk • Oversight of internal audit and compliance functions • Oversight of the Company's risk management structures and practices	• Culture • Compensation and benefits risk • Talent risk • CEO and Executive Officer management performance and succession planning	• Market risk • Insurance risk • Liquidity risk • Credit risk	• Board governance and practices • Environmental, social and governance risks

The Board's role in risk oversight is consistent with the Company's leadership structure, with management having day-to-day responsibility for assessing and managing the Company's risk exposure and the Board, directly and through its Committees, providing oversight in connection with those efforts, with particular focus on the most significant risks facing the Company. Management meets regularly to discuss our business strategies, challenges, risks and opportunities and reviews those items with the Board at regularly scheduled meetings.

The risk oversight responsibility of the Board and its Committees is enabled by management evaluation and reporting processes that are designed to provide visibility to the Board about the identification, assessment and management of critical risks and management's risk mitigation strategies which includes compliance risks. Management of day-to-day operational, financial and legal risks and compliance issues is the responsibility of operational and executive leadership of the Company.

The Company has established a comprehensive risk management process that is primarily managed by two risk committees, the Executive Compliance and Risk Committee (the "Executive Risk Committee") and the Compliance and Risk Subcommittee (the "Risk Subcommittee"). Each committee is sponsored by our Chief Financial Officer and co-led by our Chief Compliance Officer and our Vice President, Internal Audit.

	Senior Management
Executive Risk Committee	The Executive Risk Committee is made up of members of the executive management team and sets the tone and direction for the risk management program. The Executive Risk Committee provides oversight to the risk management process, ensures adequate focus on high priority risks, reviews Risk Subcommittee reports, and receives updates on significant compliance investigations worldwide. Annually, the Executive Risk Committee meets with the Risk Sub-committee to discuss the most significant identified risks and ensure appropriate mitigation actions are being taken. The Executive Risk Committee reports directly to the Audit Committee and advises the Audit Committee on a quarterly basis regarding the Company's risk management structure and practices, as well as management's programs to identify, assess, manage, and mitigate significant enterprise risks of the Company. The Audit Committee, in turn, reports to our Board. The Executive Risk Committee also presents directly to the Board with regard to these matters on an annual basis.
Risk Subcommittee	The Risk Subcommittee is made up of a cross functional team of emerging leaders that are one to three organizational levels below our senior executives who can provide a perspective on the practical implementation of our compliance and risk management programs. The purpose of the Risk Subcommittee is to: • establish the risk management process; • identify and evaluate risks based on both their perceived impact on our Company and likelihood of occurrence, which include, among others, economic, industry, enterprise, operational, compliance and financial risks; • identify and verify actions that would reasonably mitigate risks; • verify the results of the risk analysis and mitigation efforts with the appropriate levels of management; and • ensure regulatory and compliance issues are being addressed. The Risk Subcommittee reports directly to and provides quarterly reports to the Executive Risk Committee.

CODE OF CONDUCT

At Energizer, our values are the foundation for all that we do, and we work hard to be the best and play by the rules, while valuing every colleague and partner that makes up our team. Our Code of Conduct is based on one of our Company values — integrity — that serves as the foundation for our individual actions and decisions as colleagues. Our Code of Conduct is periodically reviewed and amended by the Board. We require all colleagues, including our directors, senior management and colleagues to read and to adhere to the Code of Conduct in discharging their work-related responsibilities and acknowledge compliance on an annual basis. Our Compliance program, under the direction of our Chief Compliance Officer, administers training on and enforces the Code of Conduct. We provide additional live and web-based training on specific aspects of the Code of Conduct and specific compliance risk areas. Colleagues are expected to report any conduct they believe in good faith to be a violation of the Code of Conduct. The Code of Conduct is posted on our website at https://investors.energizerholdings.com/corporate-governance. We will disclose on our website any future amendments of the Code of Conduct or any waivers granted to our executive officers from any provision of the Code of Conduct.

Our commitment to our values will help us continue to lead in the markets where we work and make our brand globally known and respected.

We also have a Supplier Code of Conduct which sets forth our Company's basic expectations for environmental, labor, supplier working conditions and ethical practices that suppliers are expected to meet in order to do business with our Company. We hold our suppliers to a high standard and use a risk-based approach to audit suppliers for ongoing compliance.

CORPORATE RESPONSIBILITY

To us, corporate responsibility boils down to "***Do the right thing***" – this provides a tremendous opportunity to make a positive impact on the well-being of our communities, environment and shareholders

Reducing the impact of our Company and products on the environment

- Long history of leading environmentally responsible standards – in the 1970s our wastewater effluent standards became the model for the U.S. EPA; led the industry in eliminating mercury and cadmium from household batteries in the 1990s
- By working with third-party recycling companies, we divert millions of pounds annually from landfills
- Sites in Asheboro, North Carolina are now approaching landfill-free
- Work to educate consumers on making smarter choices and maximizing efficiency

Safety – of our communities, colleagues and products – is important to us

- Involvement in programs like "change your clock, change your battery" and emergency preparation programs
- First to voluntarily develop coin lithium battery packaging that complies with child-resistant packaging standards
- Three of our North American worksites have been recognized by OSHA for safety programs, colleague engagement and low injury rates; these same programs are used globally

Our efforts support the financial health of the company and reduce risk

- Providing opportunities for colleagues to participate in colleague-led grassroots programs and volunteer efforts are part of our recruitment and retention program

COMMUNICATING CONCERNS TO THE BOARD

Shareholders may contact our Board, any director (including the Independent Chairman), or any Committee. Communications will be received and processed by management before being forwarded to the Board, a Committee or a director, as designated in your message.

Corporate Secretary
Energizer Holdings, Inc.
533 Maryville University
Drive
St. Louis, MO 63141

Concerns relating to our financial statements, accounting practices, internal controls or violations of our Code of Conduct should be addressed in accordance with the procedures outlined in our Code of Conduct, which is available on our website at http://investors.energizerholdings.com/corporate-governance.

Board of Directors

DIRECTOR NOMINATION

The Nominating and Governance Committee is responsible for recommending candidates for election to our Board of Directors, consistent with the requirements for membership set forth in our Corporate Governance Principles. Prior to the creation of the Nominating and Governance Committee, the Human Capital Committee held this responsibility.

We have eleven nominees for the Board of Directors, nine of whom serve on our current Board of Directors and two nominees who are standing to replace W. Patrick McGinnis and J. Patrick Mulcahy. Mr. McGinnis and Mr. Mulcahy have decided to not stand for re-election to the Board of Directors when their term expires at this year's Annual Meeting. We thank Mr. McGinnis and Mr. Mulcahy for their many years of service and substantial contributions to the Board, the Company and our shareholders.

In fiscal 2019, the Human Capital Committee continued to identify director candidates through the use of an external search firm. Ms. Frankiewicz and Mr. Abrams-Rivera were identified by an external search firm for inclusion as director candidates, following the Human Capital Committee's evaluation and nomination. The Nominating and Governance Committee also considers candidates proposed by directors, management, and our shareholders.

The Nominating and Governance Committee also considers shareholder recommendations for candidates for the Board of Directors using the same criteria described below. Additional information can be found in the section "*Shareholder Proposals for the 2021 Annual Shareholders' Meeting*".

At the 2017 Annual Shareholders' Meeting, the shareholders voted to amend and restate the Amended and Restated Articles of Incorporation of the Company that resulted in a phased-in elimination of the classified board. Beginning with the 2020 Annual Shareholders' Meeting, our shareholders will be electing all Board members on an annual basis.

DIRECTOR QUALIFICATIONS

The Nominating and Governance Committee works with our Board to determine the characteristics, skills, and experience for the Board with the objective of having a board with diverse backgrounds, skills, and experience.

For all directors, we require independence, integrity, energy, forthrightness, analytical skills and commitment to devote the necessary time and attention to the Company's affairs. In evaluating the suitability of individual director candidates, our Board considers many factors, including educational and professional background; personal accomplishments; industry experience; and diversity on the basis of race, color, national origin, gender, religion, disability and sexual orientation.

Directors should be able to devote sufficient time to the affairs of the Company and be diligent in fulfilling the responsibilities of a director and Board Committee member, including developing and maintaining sufficient knowledge of the Company and its industries; reviewing and analyzing reports and other information important to the Board and Committee responsibilities; preparing for, attending and participating in Board and Committee meetings; and satisfying appropriate orientation guidelines.

The Nominating and Governance Committee is also responsible for articulating and refining specific criteria for Board and Committee membership to supplement the more general criteria.

Mr. Klein, who is currently 74, has been a director on our Board since 2015. During Mr. Klein's service, he has continued to enhance the Board's oversight of management, given his extensive experience of the industry and the Company, and has provided an invaluable perspective for both the Board and management. Although Mr. Klein has reached the retirement age of 72 set forth within our Corporate Governance Principles, the Board has requested that Mr. Klein stand for nomination for re-election to our Board at our 2020 Annual Shareholders' Meeting.

DIRECTOR INDEPENDENCE

Having an independent board is a critical element of our corporate governance. Our Corporate Governance Principles provide that a majority of our directors be independent. Our Board has adopted director independence guidelines to assist in determining each director's independence. The guidelines either meet or exceed the independence requirements of the NYSE.

Each year and before a new director is appointed, the Board must affirmatively determine a director has no relationship that would interfere with the exercise of independent judgment in carrying out his or her responsibilities as a director. Annually, each director completes a detailed questionnaire that provides information about relationships that might affect the determination of independence. Management provides the Nominating and Governance Committee and Board with relevant known facts and circumstances of any relationship bearing on the independence of a director or nominee. The Nominating and Governance Committee then completes an assessment of each director and nominee, considering all known relevant facts and circumstances concerning any relationship bearing on the independence of a director or nominee. This process includes evaluating whether any identified relationship otherwise adversely affects a director's independence and affirmatively determining that the director has no material relationship with the Company, another director, or as a partner, shareholder, or officer of an organization that has a relationship with the Company.

Based on the review and recommendation by the Nominating and Governance Committee, the Board analyzed the independence of each nominee and determined that all nominees with the exception of Mr. Hoskins, our Chief Executive Officer, meet the standards of independence under our Corporate Governance Principles.

OUR DIRECTOR NOMINEES

Of our eleven (11) director nominees:

10	are **independent**
5	are current and former **Chief Executive Officers**
5	have **international experience**
6	have **served on another public company board** in the last five years
8	have **consumer packaged goods experience**
3	are **women**
3	are **ethnically diverse**

Our eleven (11) director nominees:

- represent diverse backgrounds and viewpoints;
- have served as senior leaders in the areas of operations, finance, corporate development, legal, technology and human capital;
- have proven leadership skills; and
- strengthen our Board's oversight capabilities by providing historical and new perspectives about our Company.

PROPOSAL 1

Resolution to Elect Directors

✓ The Board recommends a vote **FOR** this proposal.

Set forth in this section are each nominee's name, age as of our Annual Shareholders' Meeting, principal occupation, business experience, and other current and prior public company directorships held during the past five years. We also discuss the qualifications and skills that led our Board to nominate each person for election as a director. All of the nominees agreed to be named in this Proxy Statement and to serve if elected.

INFORMATION ABOUT NOMINEES

Carlos Abrams-Rivera

Executive Vice President – Campbell Soup Company and President, Campbell Snacks

Age: 52
Independent Director

Mr. Abrams-Rivera has served as Executive Vice President of Campbell Soup Company, a multi-national food company, since November 2019 and as President of Campbell Snacks, a $4 billion business since 2018. Mr. Abrams-Rivera joined Campbell Soup Company in 2015 as President of Pepperidge Farm where he led the turnaround of the business and the strategic work to develop the Company's snack strategy and the acquisition of Snyder's Lance, Inc. Mr. Abrams-Rivera previously spent 21 years in leadership roles with the business that is today known as Mondelēz International, which encompasses the former Kraft Foods global snack and food brands. His prior roles included President of Gum & Candy for Mondelēz Latin America and President of Mondelēz Mexico.

Skills and Experience:

- Business Operations
- Consumer Packaged Goods
- International
- M&A
- Marketing/Sales
- Strategy

Mr. Abrams-Rivera's rich international experience, strong consumer packaged goods background and expertise in launching new products, brand-building, marketing and partnership with customers across sales channels provides a perspective needed for long-term shareholder value.

Bill G. Armstrong
Retired Executive Vice President and Chief Operating Officer, Cargill Animal Nutrition

Age: 71
Independent Director
Energizer Committees:
Audit
Human Capital Committee

Director Since 2015
Mr. Armstrong is a private equity investor. From 2001 to 2004, Mr. Armstrong served as Executive Vice President and Chief Operating Officer at Cargill Animal Nutrition. Prior to his employment with Cargill, Mr. Armstrong served as Chief Operating Officer of Agribrands International, Inc., an international agricultural products business, and as Executive Vice President of Operations of the international agricultural products business of Ralston Purina Company. He also served as managing director of Ralston's Philippine operations, and during his tenure there, was a director of the American Chamber of Commerce.

Skills and Experience:
- Financial Literacy
- Public Company Experience
- Business Operations
- Consumer Packaged Goods
- International
- Marketing/Sales
- Consumer Packaged Goods Experience

As a result of Mr. Armstrong's international and operational background, as well as his extensive experience with corporate transactions, he provides a global perspective to the Board, which has become increasingly important as our international operations represent a significant portion of our annual sales.

Cynthia J. Brinkley
Retired Chief Administrative and Markets Officer, Centene Corporation

Age: 60
Independent Director
Energizer Committees:
Human Capital Committee (Chair)
Nominating and Governance Committee

Other Public Company Board:
- Ameren Corporation

Director Since 2015
Ms. Brinkley was Chief Administrative and Markets Officer for Centene Corporation, a government services managed care company from June 2018 until February 2019. Ms. Brinkley served as President and Chief Operating Officer of Centene from November 2017 until June 2018, Executive Vice President, Global Corporate Development of Centene from January 2016 until November 2017 and as Executive Vice President, International Operations and Business Integration of Centene from November 2014 until January 2016. At Centene, Ms. Brinkley had responsibility for overseeing global corporate development, integration and international operations. Prior to joining Centene in 2014, Ms. Brinkley was Vice President of Global Human Resources for General Motors from 2011 to 2013. Prior to GM, she was Senior Vice President of Talent Development and Chief Diversity Officer for AT&T from 2008 to 2011. Ms. Brinkley worked for SBC Communications from 1986 to 2008, lastly as President of SBC / AT&T Missouri, when SBC Communications acquired AT&T.

Skills and Experience:
- Executive Management
- Public Company Experience
- Business Operations
- M&A/Capital Markets
- Public Relations
- Human Capital Management

Ms. Brinkley brings significant experience in communications and human capital management as well as extensive experience as a senior executive at Fortune 10 and Fortune 200 companies to our Board of Directors and provides the Board with a unique perspective on high-profile issues facing our core businesses.

Rebecca Frankiewicz
President, ManpowerGroup North America

Age: 48
Independent Director

In 2017, Ms. Frankiewicz joined ManpowerGroup, a world leader in innovative workforce solutions, as the President of ManpowerGroup North America, a $3 billion segment comprised of 4,000 employees and 11,000 clients. Before joining ManpowerGroup, Ms. Frankiewicz held a variety of different roles, including leading Quaker Foods North America for PepsiCo. She held roles in innovation, strategy, marketing/sales and finance functions at PepsiCo from 2006 to 2017. Prior to PepsiCo, Ms. Frankiewicz served as a consultant at Deloitte Consulting and Andersen Consulting and began her career at Procter & Gamble Company.

Skills and Experience:
- Business Operations
- Consumer Packaged Goods
- Marketing/Sales
- Innovation
- Strategy
- Human Capital Management

Ms. Frankiewicz' extensive senior leadership experience advising international consumer goods companies on complex management and strategy matters provides unique perspective and expertise to the board's strategic planning process. Additionally, Ms. Frankiewicz' leadership role at one of the leading global workforce solutions companies provides the Board with insight on human capital management challenges, including recruitment, retention and inclusion and diversity.

Alan R. Hoskins
Chief Executive Officer, Energizer Holdings, Inc.

Age: 58
Energizer Committee:
Finance and Oversight Committee

Director Since 2015

Mr. Hoskins has been Chief Executive Officer of Energizer Holdings, Inc. since July 2015. Prior to his current position, he served as President and Chief Executive Officer, Energizer Household Products of our former parent company, a position he held since April 2012. Mr. Hoskins held several leadership positions including Vice President, Asia-Pacific, Africa and Middle East from 2008 to 2011, Vice President, North America Household Products Division from 2005 to 2008, Vice President, Sales and Trade Marketing from 1999 to 2005, and Director, Brand Marketing from 1996 to 1999. He started his career at Union Carbide in 1983 following several years in the retailer, wholesaler and broker industry.

Skills and Experience:
- Strategy
- Business Operations
- Consumer Packaged Goods
- Public Relations
- International
- Marketing/Sales
- Consumer Packaged Goods Experience
- Retail Industry
- Analytics

Mr. Hoskins is very knowledgeable about the dynamics of our business and the categories in which we compete. His experience with the complex financial and operational issues of consumer products businesses brings critical financial, operational and strategic expertise to our Board of Directors.

Kevin J. Hunt

Retired Chief Executive Officer and President, Ralcorp Holdings, Inc.

Age: 68

Energizer Committees:
Finance and Oversight Committee (Chair)
Human Capital Committee

Other Public Company Board:

- Clearwater Paper Company

Director Since 2015

Mr. Hunt served as President and Chief Executive Officer of Ralcorp Holdings, Inc., a private-brand food and food service products company, from January 2012 to January 2013 upon its acquisition by ConAgra Foods, Inc. Mr. Hunt previously served as Co-Chief Executive Officer and President of Ralcorp Holdings from 2003 to 2011 and Corporate Vice President from 1995 to 2003. Prior to joining Ralcorp Holdings, he was Director of Strategic Planning for Ralston Purina and before that he was employed in various roles in international and domestic markets and general management by American Home Products Corporation.

He currently serves as a Senior Advisor to C.H. Guenther & Son Inc. and previously served as a consultant to Treehouse Foods and on the advisory Board of the Vi-Jon Company, owned by Berkshire Partners. Mr. Hunt also serves on the Board of Directors of the American Youth Foundation.

Skills and Experience:

- Executive Management
- Business Operations
- Consumer Packaged Goods
- International
- M&A/Capital Markets
- Marketing/Sales
- Human Capital Management

As a former Chief Executive Officer and President of a NYSE-listed company, Mr. Hunt brings his considerable experience to our Board and the Committees thereof on which he serves.

James C. Johnson

Retired General Counsel, Loop Capital Markets LLC

Age: 67

Independent Director

Energizer Committee:
Nominating and Governance Committee (Chair)

Other Public Company Boards:

- Ameren Corporation
- Hanesbrands Inc.
- Former parent company, Edgewell Personal Care Company

Director Since 2015

Mr. Johnson served as General Counsel of Loop Capital Markets LLC, a financial services firm, from November 2010 until his retirement in January 2014. From 1998 to 2009, Mr. Johnson served in a number of positions at The Boeing Company, an aerospace and defense firm, including Vice President, Corporate Secretary and Assistant General Counsel from 2003 until 2007, and Vice President and Assistant General Counsel, Commercial Airplanes from 2007 to his retirement in March 2009. In February 2018, Mr. Johnson completed the NACD Cyber-Risk Oversight Program and earned the CERT Certificate in Cybersecurity Oversight, demonstrating his commitment to board-level cyber-risk oversight.

Skills and Experience:

- Public Company Experience
- M&A/Capital Markets
- Corporate Governance
- Human Capital Management
- Legal/Regulatory
- Risk Management/Compliance

As a former General Counsel of a financial services firm and a former Vice President, Corporate Secretary and Assistant General Counsel of an aerospace and defense firm, Mr. Johnson provides our board with extensive executive management and leadership experience, as well as strong legal, compliance, risk management, corporate governance and compensation skills.

John E. Klein
Retired President, Randolph College

Age: 74

Independent Director

Energizer Committees:
Audit Committee
Finance and Oversight Committee

Past Public Company Boards:
- Embrex, Inc.
- Former parent company, Edgewell Personal Care Company

Director Since 2015

Mr. Klein served as President of Randolph College from 2007 to 2013. Previously, Mr. Klein served as Executive Vice Chancellor for Administration, Washington University in St. Louis from 2004 to 2007. From 1985 to 2003, Mr. Klein served as President and Chief Executive Officer, Bunge North America, Inc. Prior to his appointment as Chief Executive Officer, he served in various senior executive positions for Bunge North America, and earlier in his career, in a variety of positions internationally for Bunge, Ltd.

Mr. Klein earned a law degree and practiced law in New York City for several years before joining Bunge Ltd. He is also a Trustee of the American University of Paris.

Skills and Experience:
- Financial Literacy
- Business Operations
- Corporate Governance
- Legal/Regulatory
- Human Capital Management
- Risk Management/Compliance

Mr. Klein has significant executive management and administrative experience in agribusiness and higher education and brings the benefits of his diverse legal, international, operational and administrative background and experience to our Board.

Patrick J. Moore
Independent Chairman, Energizer Holdings, Inc.

Age: 65

Other Public Company Board:
- Archer Daniels Midland Company

Past Public Company Boards:
- Exelis, Inc.
- Rentech, Inc.

Director Since 2015

Mr. Moore has served as the Company's Chairman since November 2018. He is also President and Chief Executive Officer of PJM Advisors, LLC, a private equity investment and advisory firm. Prior to PJM, Mr. Moore served as Chairman and Chief Executive Officer of Smurfit-Stone Container Corporation, a leader in integrated containerboard and corrugated package products and paper recycling, from 2002 to 2011 upon its acquisition by RockTenn Company.

During his 24-year tenure at Smurfit, Mr. Moore also served as Chief Financial Officer, Vice President—Treasurer and General Manager of the Company's Industrial Packaging division. Smurfit-Stone Container Corp voluntarily filed for Chapter 11 bankruptcy in January 2009 and emerged in June 2010. Mr. Moore previously held positions in corporate lending, international banking and corporate administration at Continental Bank in Chicago. He is on the board of Archer Daniels Midland Company and serves as Chairman of the North American Review Board of American Air Liquide Holdings, Inc.

Skills and Experience:
- Financial Expertise
- Business Operations
- M&A/Capital Markets
- Corporate Governance
- Public Relations
- Consumer Packaged Goods
- Risk Management/Compliance
- Strategy

Mr. Moore's experience and financial expertise contribute to the oversight of overall financial performance and reporting by our Board as well as operational and strategic oversight.

Nneka L. Rimmer
Senior Vice President, Business Transformation, McCormick & Company, Inc.

Age: 48
Independent Director
Energizer Committees:
Audit Committee
Human Capital Committee

Director Since 2018

Ms. Rimmer is Senior Vice President, Business Transformation at McCormick & Company, Inc., a global leader in flavor, seasonings and spices, where she is responsible for shaping overall corporate strategies and leading the delivery of strategic business enablers and value-producing business services across the company. Ms. Rimmer provides strategic direction for mergers and acquisitions and is responsible for shaping the corporate-wide portfolio strategy. In addition, she oversees McCormick's Global Enablement, Information Technology, Corporate Development and Corporate Strategy Teams.

Prior to joining McCormick in 2015, Ms. Rimmer was a Partner and Managing Director with the Boston Consulting Group. While at Boston Consulting Group for 13 years, she executed large-scale transformation initiatives working with large, global consumer goods corporations. Her areas of strategic expertise include trade, competition, international growth, go-to-market as well as organizational development. Ms. Rimmer also serves as a Trustee of the University of Baltimore Foundation.

Skills and Experience:
- M&A/Capital Markets
- Financial Literacy
- Information Technology
- Human Capital Management
- Consumer Packaged Goods
- Retail Industry
- E-Commerce
- Analytics
- Innovation

Ms. Rimmer brings to the Company significant brand-building expertise. Her current and prior executive leadership roles enable her to provide valuable contributions with respect to creativity and vision for long-term growth. Ms. Rimmer's extensive consumer products background allow her to contribute valuable insights regarding the Company's industry, operations, and strategy.

Robert V. Vitale
President and Chief Executive Officer, Post Holdings, Inc.

Age: 53
Independent Director
Energizer Committees:
Audit Committee (Chair)
Finance and Oversight Committee

Other Public Company Boards:
- Post Holdings, Inc.
- BellRing Brands, Inc.

Director Since 2017

Mr. Vitale has served as President and Chief Executive Officer of Post Holdings, Inc. since 2014. Post is a consumer packaged goods holding company operating in the center-of-the store, food service, food ingredient, refrigerated convenient nutrition and private brand food categories. Rob joined Post in 2011 as its Chief Financial Officer.

Prior to joining Post, Rob led AHM Financial Group, LLC (2006-2011), an insurance brokerage and wealth management firm, and was a partner in Westgate Equity Partners, LLC, a consumer products private equity firm (1996-2006). He managed Corporate Finance at Boatmen's Bancshares (1994-1996) and started his career at KPMG in 1987.

Skills and Experience:
- Executive Management
- Public Company Experience
- M&A/Capital Markets
- Financial Literacy / Expertise
- Consumer Packaged Goods
- International
- Corporate Governance

DIRECTOR ATTENDANCE

Our Board holds regularly scheduled quarterly meetings. Additionally, there is generally an annual strategy planning meeting which includes presentations and discussions with senior management about the Company's long-term strategy. During fiscal 2019, all directors attended 75% or more of the Board meetings and meetings of the Committees on which they served during their period of service. Under our Corporate Governance Principles, each director is encouraged to attend our Annual Shareholders' Meeting. All of our directors attended the 2019 Annual Shareholders' Meeting.

DIRECTOR COMPENSATION

We provided several elements of compensation to our non-employee directors for service on our Board during fiscal 2019. The Human Capital Committee, which makes recommendations to the full Board regarding director compensation, strives to set director compensation at the 50th percentile of the peer group. This peer group, which can be found under "*Executive Compensation Peer Group*," has been selected for purposes of evaluating our executive and director compensation based on market data provided by the Human Capital Committee's independent consultant, Mercer LLC.

Retainers and Meeting Fees

During fiscal 2019, all the directors, other than Mr. Hoskins, received the following compensation package for serving on the Board and its Committees. Mr. Hoskins, our Chief Executive Officer, receives no additional compensation for his service on the Board and the Finance and Oversight Committee.

Non-Employee Director Compensation	
Annual retainer	$100,000
Fee for each Board meeting in excess of six (6) meetings	$ 1,500
Fee for each Committee meeting in excess of six (6) meetings	$ 1,500

The Chairs of the Committees also received an additional annual retainer of $20,000 for their service, and the Independent Chairman of the Board received an additional annual retainer of $100,000 for his service as Chairman. In November 2019, the Board approved the elimination of a per meeting fee of $1,500 for meetings in excess of six (6) during the fiscal year.

Deferred Compensation Plan

Non-management directors are permitted to defer all or a portion of their retainers and fees under the terms of our deferred compensation plan. Deferrals may be made into (a) the Energizer common stock unit fund, which tracks the value of our common stock; or (b) the prime rate option under which deferrals are credited with interest at the prime rate quoted by The Wall Street Journal. Deferrals in the deferred compensation plan are currently paid out in a lump sum in cash or Energizer stock within 60 days following the director's termination of service on the Board.

Restricted Stock Equivalents

Initial Grant. New, non-management directors who were appointed or elected to the Board received a grant of restricted stock equivalents with a grant-date value of $200,000, which vest three years from the date of grant or upon certain other vesting events. Directors had the option to defer delivery of shares upon vesting of this award until retirement from the Board. In November 2019, the Board approved elimination of this one-time grant to newly appointed directors.

Annual Grant. On the first business day of January each year, each non-employee director is credited with a restricted stock equivalent award with a grant-date value of $110,000 under our 2015 Plan. This award vests one year from the date of grant or upon certain other vesting events. Directors have the option to defer the delivery of shares upon vesting of this award until retirement from the Board. In November 2019, the Board approved increasing the annual restricted stock equivalent award with a grant-date value of $145,000.

Director Share Ownership Requirements.

In order to help align the financial interests of our non-employee directors with those of our shareholders, our Corporate Governance Principles provide that our non-employee directors must maintain ownership of our common stock with a value of at least five times the directors' annual retainer. For purposes of this determination, stock ownership includes shares of our common stock which are owned directly or by family members residing with the director or by family trusts, as well as vested options, vested and deferred restricted stock equivalents, unvested restricted stock equivalents (other than stock equivalents subject to achievement of performance targets) and common stock equivalents credited to a director under the Company's deferred compensation plan. Newly appointed directors are required to retain at least fifty percent (50%) of vesting restricted stock until they become compliant and are given a period of five years to attain full compliance with the requirements. As of September 30, 2019, each of our directors was in compliance with the requirements.

DIRECTOR COMPENSATION TABLE

Name	Fees Earned or Paid in Cash (1)	Stock Awards (2)(3)	Option Awards (4)	Non-Equity Incentive Plan Compensation	Change in Pension Value and Non-Qualified Deferred Compensation Earnings	All Other Compensation (5)(6)	Total
B.G. Armstrong	$103,000	$110,011	$0	$0	$0	$0	$213,011
C.J. Brinkley	$104,833	$110,011	$0	$0	$0	$0	$214,844
K.J. Hunt	$101,500	$110,011	$0	$0	$0	$0	$211,511
J.C. Johnson	$121,500	$110,011	$0	$0	$0	$0	$231,511
J.E. Klein	$103,000	$110,011	$0	$0	$0	$0	$213,011
W.P. McGinnis	$121,500	$110,011	$0	$0	$0	$0	$231,511
P.J. Moore	$191,500	$110,011	$0	$0	$0	$0	$301,511
J.P. Mulcahy	$114,000	$110,011	$0	$0	$0	$0	$224,011
N.L. Rimmer	$103,000	$110,011	$0	$0	$0	$0	$213,011
R.V. Vitale	$120,500	$110,011	$0	$0	$0	$0	$230,511

(1) This column reflects retainers and meeting fees earned during fiscal 2019.

(2) For all directors this column reflects the aggregate grant date fair value, in accordance with Financial Accounting Standards Board ("FASB"), Accounting Standards Codification ("ASC") Topic 718, of the restricted stock equivalent award on January 2, 2019 under our 2015 Plan valued at approximately $110,000 as described in the narrative above. The award was valued based on the grant date fair value of $44.72.

(3) The number of vested but deferred stock equivalents held by a director as of September 30, 2019 is as follows: Ms. Brinkley, 5,589; Mr. Johnson, 16,341; Mr. Klein, 22,941; Mr. Moore, 13,449; Mr. Mulcahy, 20,508 and Mr. Vitale, 3,259.

(4) No options were granted to directors in fiscal year 2019. There were no outstanding shares of underlying stock options held by any director as of September 30, 2019.

(5) Directors may also, from time to time during the fiscal year, be provided with samples of our products, with an incremental cost of less than $50.

(6) The following items are not considered perquisites and are not included within the above disclosure of director compensation:

  (i) The directors are covered under the terms of our general directors' and officers' liability insurance policies, the premiums for which are a general expense of the Company—we do not obtain a specific policy for each director, or for the directors as a group.

  (ii) We provide transportation and lodging for out-of-town directors attending Board and Committee meetings at our headquarters.

  (iii) The directors may make requests for matching contributions to charitable organizations from the Energizer charitable foundation, which we have funded from time to time, and the directors of that foundation, all of whom are colleagues of the Company, have determined to honor such requests which are in accordance with the charitable purpose of the foundation, and which do not exceed $5,000 in any year. All contributions are made out of the funds of the foundation and are not made in the name of the requesting director.

Audit Committee Matters

Our Audit Committee, in accordance with authority granted in its charter by the Board, appointed PricewaterhouseCoopers LLP ("PwC") as independent auditor for the current fiscal year. PwC has served as our independent auditor since our Spin-Off from Edgewell Personal Care Company ("Edgewell") and served as Edgewell's independent auditor for every fiscal year since 2000. PwC has begun certain work related to the fiscal 2020 audit, as approved by the Audit Committee. Information on independent auditor fees for the last two fiscal years is set forth below. The Board and the Audit Committee believe that the retention of PwC to serve as independent auditor is in the best interests of the Company and its shareholders. In making this determination, the Board and the Audit Committee considered a number of factors, including:

- Audit Committee members' assessment of PwC's performance
- Management's assessment of PwC's performance
- PwC's independence and integrity
- PwC's fees and the quality of services provided to the Company
- PwC's global capabilities and knowledge of our global operations

A representative of PwC is expected to be present at the 2020 Annual Shareholders' Meeting and will have an opportunity to make a statement, if desired, as well as to respond to appropriate questions. Although NYSE listing standards require that the Audit Committee be directly responsible for selecting and retaining the independent auditor, we are providing shareholders with the means to express their views on this issue. Although this vote will not be binding, in the event the shareholders fail to ratify the appointment of PwC, the Audit Committee will reconsider its appointment. Even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent auditing firm at any time during the year if the Audit Committee determines that such a change would be in the best interests of the Company and its shareholders.

PROPOSAL 2

Ratification of Selection of our Independent Registered Public Accounting Firm for Fiscal 2020

✓ The Board recommends a vote **FOR** this proposal.

PwC's aggregate fees for professional services rendered for fiscal 2018 and 2019, as applicable, were:

Fees Paid to PwC (in thousands)	FY18	FY19
Audit Fees	$ 3,605	$ 6,696
Audit-Related Fees	$ 28	$ 13
Tax Fees:		
Tax Compliance / Preparation	$ 2	$ 3
Other Tax Services	$ 184	$ 226
Total Tax Fees	$ 186	$ 229
All Other Fees	$ 0	$ 0
TOTAL FEES	**$ 3,819**	**$ 6,938**

Services Provided by PwC

The table above discloses fees paid to PwC during the last fiscal year for the following professional services:

- **Audit Fees**: These are fees for professional services performed by PwC for the audit of our annual financial statements and review of financial statements included in our Form 10-Q filings, and services that are normally provided in connection with statutory and regulatory filings or engagements. Our audit Fees for fiscal 2019 increased significantly in connection with the audit services performed in connection with the Acquisitions.
- **Audit-Related Fees**: These are fees for assurance and related services performed by PwC that are reasonably related to the performance of the audit or review of our financial statements.
- **Tax Fees**: These are fees for professional services performed by PwC with respect to tax compliance, tax advice and tax planning. This includes preparation of original and amended tax returns for the Company and our consolidated subsidiaries; refund claims; payment planning; and tax audit assistance.

AUDIT COMMITTEE PRE-APPROVAL POLICY

The Audit Committee has a formal policy concerning approval of all services to be provided by our independent auditor, including audit, audit-related, tax and other services. The policy requires that all services the auditor may provide to us must be pre-approved by the Audit Committee. The Chair of the Audit Committee has the authority to pre-approve permitted services that require action between regular Audit Committee meetings; provided, he reports to the Audit Committee at the next regular meeting. Early in each fiscal year, the Audit Committee approves the list of planned audit and non-audit services to be provided by the auditor during that year, as well as a budget estimating spending for such services for the fiscal year. Any proposed services exceeding the maximum fee levels set forth in that budget must receive specific pre-approval by the Audit Committee. As applicable, the Audit Committee pre-approved all fees and services paid by Energizer for fiscal 2019 and fiscal 2020, to date.

AUDIT COMMITTEE REPORT

The Audit Committee of the Company's Board of Directors consists entirely of non-employee directors that are independent, as defined in Section 303A.02 of the NYSE Listed Company Manual.

The Audit Committee is responsible for the duties set forth in its charter, but is not responsible for preparing the financial statements, implementing or assessing internal controls or auditing the financial statements. Management is responsible for the Company's internal controls and the financial reporting process. The independent accountants are responsible for performing an independent audit of the Company's consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) (the "PCAOB") and issuing a report thereon. The Committee's responsibility is to monitor and oversee these processes.

As part of its oversight of the Company's financial statements, the Committee reviews and discusses with both management and the Company's independent registered public accountants, PricewaterhouseCoopers LLP ("PwC"), all annual and quarterly financial statements prior to their issuance. With respect to the Company's audited financial statements for the Company's fiscal year ended September 30, 2019, management of the Company has represented to the Committee that the financial statements were prepared in accordance with generally accepted accounting principles. The Committee has reviewed and discussed those financial statements with management and PwC, including a discussion of critical accounting policies, the quality, not just the acceptability, of the accounting principles followed, the reasonableness of significant judgments reflected in such financial statements and clarity of disclosures in the financial statements. The Audit Committee has also discussed with PwC the matters required to be discussed by the applicable requirements of the PCAOB and the SEC.

In fulfilling its oversight responsibilities for reviewing the services performed by Energizer's independent registered public accountants, the Audit Committee retains sole authority to select, evaluate and replace the outside auditors, discuss with the independent registered public accountants the overall scope of the annual audit and the proposed audit fees, and annually evaluates the qualifications, performance and independence of the independent registered public accountants and its lead audit partner. Annually the Audit Committee oversees a process to assess the performance of the auditor and utilizes the results of that assessment when considering their reappointment. The Committee also annually discusses PwC's internal quality review process and the PCAOB's inspection report on PwC, as well as the results of any internal quality reviews or PCAOB inspections of key engagement team members. In accordance with SEC rules, lead audit partners are subject to rotation requirements to limit the number of consecutive years an individual partner may provide service to the Company. For lead and concurring partners, the maximum number of consecutive years of service is five years. The process for selection of the Company's lead audit partner pursuant to this rotation policy involves a meeting between the Chair of the Audit Committee and the candidate for the role, as well as discussion by the full Committee and with management.

The Audit Committee has received the written disclosures from PwC required by PCAOB Rule 3526 (Communication with Audit Committees Concerning Independence), as modified or supplemented, and has discussed the independence of PwC with members of that firm. In doing so, the Committee considered whether the non-audit services provided by PwC were compatible with its independence. In fiscal 2019, the Audit Committee met seven times with the internal auditors and PwC, with and without management present, to discuss the results of their examination, the evaluations of the Company's internal controls and the overall quality of the Company's financial reporting.

In addition, the Audit Committee reviewed key initiatives and programs aimed at maintaining the effectiveness of the Company's internal and disclosure control structure. As part of this process, the Committee continued to monitor the scope and adequacy of the Company's internal auditing program, reviewing internal audit department staffing levels and steps taken to maintain the effectiveness of internal procedures and controls.

Based on the review and discussions referred to above, the Audit Committee recommended to the Company's Board of Directors that the audited financial statements for the fiscal year ended September 30, 2019 be included in the Company's Annual Report on Form 10-K for that year and has selected PwC as the Company's independent registered public accountants for fiscal year 2020.

Submitted by the Audit Committee members of the Board:

Robert V. Vitale — Chair
Bill G. Armstrong
John E. Klein
Nneka L. Rimmer

PROPOSAL 3

Advisory Resolution to Approve Executive Compensation (Say on Pay)

✓ The Board recommends a vote **FOR** this proposal.

We are providing an advisory vote and seeking approval of our executive compensation for fiscal 2019. At our 2016 Annual Shareholders' Meeting, a majority of shareholders voted to have a Say on Pay vote each year. As a result, we will conduct an advisory vote on executive compensation annually at least until the next shareholder advisory vote on the frequency of such votes.

Although the Say on Pay vote is advisory and is not binding on our Board, our Human Capital Committee takes into consideration the outcome of the vote when making future executive compensation decisions. At the 2019 Annual Shareholders' Meeting, more than 97% of the votes cast favored our Say on Pay proposal. The Human Capital Committee considered this result and input from various stakeholders, and in light of the strong support, maintained a consistent overall approach for fiscal 2019.

Our Board believes that the compensation of our executive officers is aligned with performance and appropriately motivates and retains our executives and is a competitive advantage in attracting and retaining the talent necessary to drive our business forward and build sustainable value for our shareholders. We believe that our current executive compensation program properly aligns the interests of our executive officers with those of our shareholders.

Accordingly, the Board recommends a vote FOR the adoption of the following advisory resolution, which will be presented at the Annual Meeting:

RESOLVED, that the shareholders of the Company approve, on an advisory basis, the compensation of the named executive officers, as disclosed pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the compensation tables and the accompanying footnotes and narratives.

Executive Compensation

Compensation Discussion & Analysis

The following Compensation Discussion & Analysis describes the fiscal 2019 compensation program for our named executive officers (“NEOs”). For fiscal 2019, our NEOs were:

Alan R. Hoskins

Chief Executive Officer
Age: 58
Years at Energizer: 36

Mark S. LaVigne

President and Chief Operating Officer
Age: 48
Years at Energizer: 9

Timothy W. Gorman

Executive Vice President and Chief Financial Officer
Age: 59
Years at Energizer: 5

Gregory T. Kinder

Executive Vice President and Chief Supply Chain Officer
Age: 58
Years at Energizer: 6

Emily K. Boss

Former Vice President and General Counsel [(1)]
Age: 57
Years at Energizer: 6

(1) Ms. Boss announced her intention to retire from the Company on November 11, 2019.

BUSINESS, STRATEGIC AND FINANCIAL PERFORMANCE

We continued to use free cash flow to return cash to our shareholders

4
YEARS OF CONTINUED ORGANIC REVENUE GROWTH(1)

$300M
RETURNED TO SHAREHOLDERS THROUGH DIVIDEND PAYMENTS SINCE SPIN-OFF

$206M
RETURNED TO SHAREHOLDERS THROUGH SHARE REPURCHASES SINCE THE YEAR OF THE SPIN-OFF

1
Lead with Innovation

We aim to lead with innovation supported by smart brand-building investments to drive long-term growth and consumer connections to our products

2
Operate with Excellence

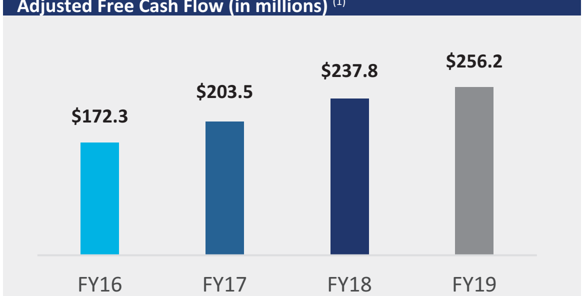
We aim to operate with excellence by focusing on and investing in core category fundamentals such as visibility, distribution and revenue management to drive growth in our brands and create value in our categories

3
Drive Productivity Gains

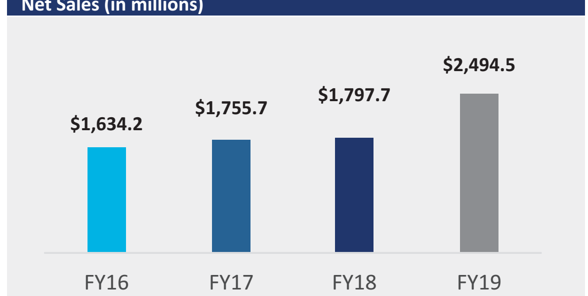
We aim to drive incremental growth through our global distribution footprint and productivity gains to reduce costs and maximize efficiency to ensure we have adequate reinvestment in our business to deliver future growth

Fiscal 2019 Pay for Performance Highlights

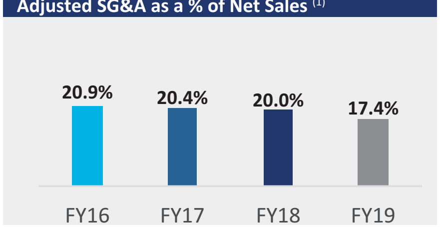
Adjusted Free Cash Flow (in millions) (1)



Net Sales (in millions)

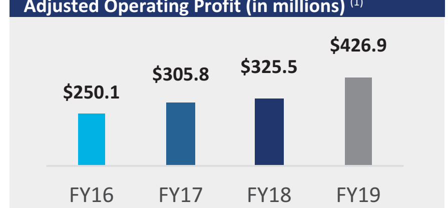


Adjusted SG&A as a % of Net Sales (1)



Adjusted EPS (1)

Adjusted Operating Profit (in millions) (1)



(1) Non-GAAP reconciliation can be found in Appendix A.

2019 EXECUTIVE COMPENSATION HIGHLIGHTS

Our compensation philosophy is to pay for performance over the long term, as well as on an annual basis. Our executive compensation program provides a mix of salary, incentives, and benefits paid over time to align executive officer and shareholder interests. We consider our executive pay program to be instrumental in helping us achieve our business objectives and effective in rewarding our executive officers for their role in achieving strong financial and operational performance. The Human Capital Committee has primary responsibility for approving our compensation strategy and philosophy and the compensation programs applicable to our executive officers.

Double-Trigger	We plan to adopt double-trigger equity vesting upon a change of control for all future awards on the approval of our Omnibus Incentive Plan (See Proposal 4).
Revised Metrics, Post-Acquisitions	In connection with our acquisitions, targets for fiscal 2019 short-term incentive awards and for two existing grants of long-term incentive awards were revised to reflect our operating plan and growth expectations. These aggressive profitability targets were expected to be achieved while continuing to make strategic investments in brand development, innovation and research and development.
Equity Issuances	In January 2019, we issued: • 5.3 million shares of common stock to Spectrum in connection with the acquisition of the global auto care business • 4.7 million shares of common stock in a public offering • 2.2 million shares of Series A Mandatory Convertible Preferred Stock that will convert automatically on the mandatory conversion date, which is expected to be January 15, 2022, into between 1.7892 and 2.1739 shares of common stock, per share of preferred stock, subject to certain anti-dilution and other adjustments The stock issuances had an impact on our Cumulative Adjusted Earnings per Share metric which is one of the metrics for our performance-based equity awards. Additional information on our equity issuances can be found in our filings with the SEC.

RESPONSIVENESS TO 2019 SAY ON PAY VOTE

We conduct shareholder engagement throughout the year and provide shareholders with an opportunity to cast an annual, advisory Say on Pay vote. Our historical Say on Pay results influenced our decision to maintain a consistent approach to our executive compensation program for fiscal 2019. Last year, our shareholders overwhelmingly approved our executive compensation. The Human Capital Committee will continue to consider shareholder feedback and the outcome of Say on Pay vote results in making future compensation decisions.

Shareholder feedback influenced the Human Capital Committee's decision to adopt double-trigger equity vesting upon a change of control for all future awards on the approval of our Omnibus Incentive Plan.

PAY FOR PERFORMANCE AND COMPENSATION PHILOSOPHY

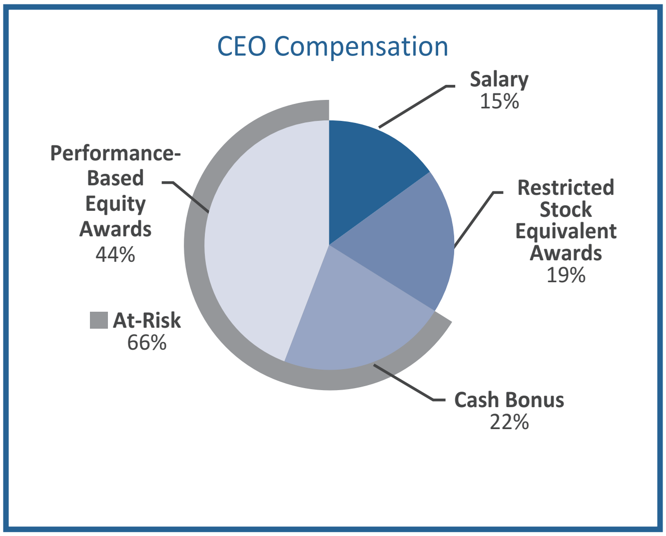
WHAT WE DO

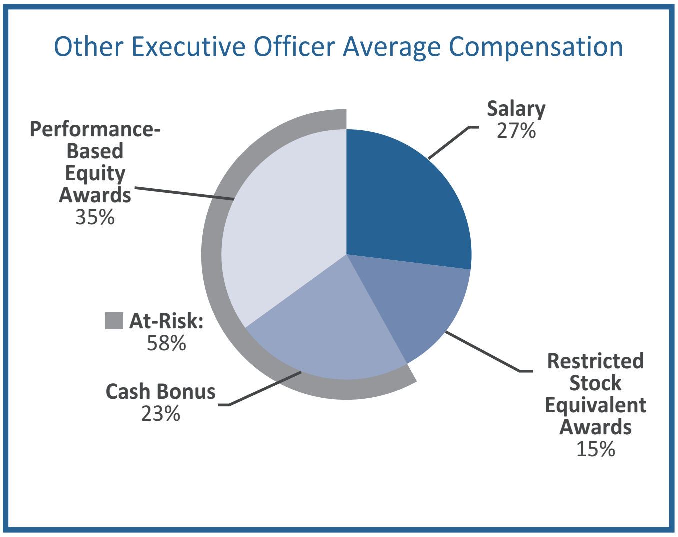
- ✓ **Pay for performance**, with approximately 60% of our executive officers' total compensation performance-based
- ✓ **Establish threshold, target and maximum awards** under our annual and long-term incentive programs
- ✓ **Use balanced performance metrics** for annual and long-term incentive programs
- ✓ **Use rigorous goal setting** aligned to our externally disclosed annual and multi-year targets
- ✓ **Have stock ownership requirements** for our executive officers
- ✓ **Limit perquisites** to items that serve a reasonable business purpose
- ✓ **Closely monitor risks** associated with our compensation programs and individual compensation decisions
- ✓ **Have a clawback policy** for all incentive compensation earned by our executive officers

WHAT WE DON'T DO

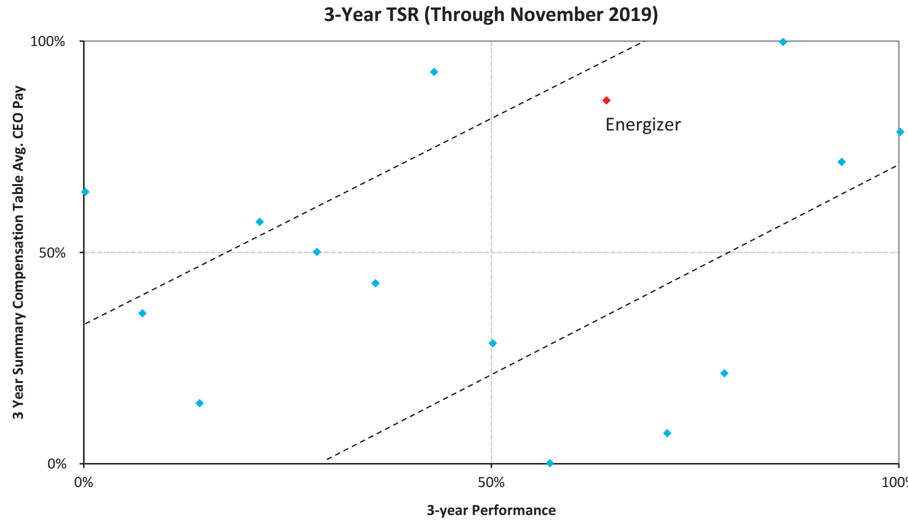
- ✘ **Pay tax gross-ups** on any compensation
- ✘ **Allow speculative trading, hedging or pledging transactions** by our colleagues
- ✘ **Enter into employment agreements** with our executive officers
- ✘ **Provide executive officer severance payments and benefits** exceeding 2x salary and annual incentive award
- ✘ **Guarantee salary increases**

The Human Capital Committee allocates pay in a manner designed to place performance at the forefront of our overall executive compensation program. Our focus on pay for performance is best demonstrated through the structure of our executive compensation program where the majority of executive pay is at risk and subject to annual and long-term performance requirements.





The following chart, prepared by our independent compensation consultant, shows the degree of alignment between the total realizable pay of our CEO and Energizer's total shareholder return relative to our compensation peer group over the three-year period. Peer group companies are indicated by the blue diamonds in the chart. Companies that fall within the diagonal alignment zone are generally viewed as having pay and performance alignment. As illustrated below, our CEO's realizable pay was aligned with Energizer's performance.



Compensation Philosophy

The philosophy underlying our executive compensation program is to pay compensation that is simple, aligned and balanced. Equally important, we view compensation practices as a means for communicating our goals and standards of conduct and performance, and for motivating and rewarding colleagues in relation to their achievements. Overall, the same principles that govern the compensation of all our salaried colleagues apply to the compensation of our executive officers. Within this framework, we observe the following, guiding principles:

	What We Believe	What We've Done
Simple	Compensation methods should be transparent, provide a clear link between performance metrics and Company strategy and minimize perquisites	• Used straightforward annual and long-term incentive plan metrics that are directly tied to business performance • Froze pension accruals • Limited the use of all perquisites (<.001% of total compensation for executive officers in fiscal 2019)
Aligned	The interests of our executive officers should be aligned with those of our shareholders	• Provided approximately 58% of our executive officers' total compensation as performance-based pay • Adopted a clawback policy, anti-hedging and pledging policy and stock ownership requirements
Balanced	Components of compensation should complement each other and offset risk of overemphasis on any one metric or time period	• Used a combination of pay elements that reward achievement of objectives across annual and long-term time periods • Balanced annual and long-term incentive plans to drive results in the short term without sacrificing long-term value creation

Fiscal 2019 Pay Components

Our fiscal 2019 pay components remained the same as fiscal 2018.

Description	Driving Shareholder Value	How it Pays
Base Salary		
Determined based on job scope, experience, market comparable positions and operating results	Provides fixed income to attract and retain top talent	Semi-monthly cash payment through fiscal 2019
Annual Incentive Program		
Provides short-term variable pay for performance	Motivates executives to achieve the Company's annual strategic and financial goals	Single cash payment in November 2019
Long-Term Incentive Program		
We use two programs to ensure a strong link between incentive compensation opportunities and longer-term objectives:		
Restricted stock awards that vest only on achievement of pre-determined performance targets with a three-year vesting period *Represents 70% of equity award*	Rewards achievement of long-term growth goals and creation of shareholder value	Vests upon the achievement of specific metrics over three-year performance period
Time-based stock awards that track stock price performance over a three-year vesting period *Represents 30% of equity award*	Promotes long-term retention and supports stock ownership and alignment with shareholders	Vests upon the three-year anniversary of grant date
Retirement and Other Benefit Plans		
Retirement and other benefit plans sponsored by the Company on the same terms and conditions applicable to all eligible colleagues	Provide retirement and other benefits to attract and retain top talent	In accordance with the terms of the plans

Annual Compensation-Related Risk Evaluation

We monitor the risks associated with our compensation program on an ongoing basis. Our compensation risk assessment occurs in two parts: a review of the Company's compensation programs and a review of compensation decisions and payments, with a focus on our executive officers. In October 2019, with input from the Human Capital Committee's independent compensation consultant, the Human Capital Committee conducted a review of our compensation programs, including the executive compensation program, to assess the risks arising from our compensation policies and practices. The Human Capital Committee agreed with the review's findings that these risks were within our ability to effectively monitor and manage and that these compensation programs do not encourage unnecessary or excessive risk-taking and do not create risks that are reasonably likely to have a material adverse effect on the Company. In particular, the Human Capital Committee determined that the following design features reduce the risk within our compensation policies and practices:

- Compensation program design provides a balanced mix of cash and equity, annual and longer-term incentives
- Maximum payout levels for bonuses and performance awards are capped
- Multiple performance metrics are used to determine payouts under the annual and long-term incentive programs
- Executive officers are subject to stock ownership and retention guidelines
- The Company has adopted anti-hedging and anti-pledging policies
- The Company has adopted a clawback policy related to incentive compensation earned by our executive officers

Share Ownership Requirements

Our stock ownership and retention requirements align executive officer and shareholder interests by linking the value realized from equity-based awards to sustainable Company performance. Beginning with awards granted in fiscal 2015, our Corporate Governance Principles require our NEOs to meet the following stock ownership requirements:

	Stock Ownership Requirements
Chief Executive Officer	5x base salary
All Other Executive Officers	3x base salary

Newly appointed executive officers are required to retain at least fifty percent (50%) of vesting restricted stock until they become compliant and are given a period of five years to attain full compliance with the requirements. For purposes of this determination, stock ownership includes shares of our common stock which are owned directly or by family members residing with the executive officer or by family trusts, as well as vested options, vested and deferred restricted stock equivalents and unvested restricted stock equivalents (other than stock equivalents subject to achievement of performance targets). As of September 30, 2019, each of our executive officers was in compliance with the requirements.

Hedging and Pledging Prohibition

Under our securities trading policy, directors, officers and colleagues or their designees are prohibited from engaging in speculative trading, hedging or pledging transactions in Energizer securities, including prohibitions on:

- investing or trading in market-traded options on Energizer securities—i.e., puts and calls;
- purchasing financial instruments (including prepaid variable forward contracts, equity swaps, collars, and exchange funds) that are designed to profit from, hedge or offset any change in the market value of equity securities (1) granted to the director, officer or colleague by Energizer as part of the compensation of the colleagues or member of the Board of Directors; or (2) held, directly or indirectly, by the director, officer or colleague;
- purchasing Energizer securities on margin, pledging Energizer securities, or holding Energizer securities in margin accounts;
- engaging in “short-sales” of Energizer securities—i.e., selling Energizer stock not owned at the time of the sale; and
- speculating on relatively short-term price movements of Energizer securities—i.e., engage in a purchase and sale of Energizer stock within a short period of time.

The policy prohibits the transfer of funds into or out of Energizer stock equivalent funds in Energizer’s benefit plans while in possession or aware of material non-public information, or engaging in any other transaction involving Energizer securities, including pledging, that suggests the misuse of information that is unavailable to the general public.

HOW WE DETERMINE COMPENSATION

Pay Evaluation and Decision Process

Each year, the Human Capital Committee, comprised entirely of independent directors, reviews our executive officers’ performance using a balanced and disciplined approach to determine their base salaries and variable compensation awards. The approach for fiscal 2019 included a full-year assessment of financial results and progress delivering on our three strategic priorities: Lead with Innovation, Operate with Excellence and Drive Productivity.

The Human Capital Committee considers various factors that collectively indicate successful management of our business, including:

- Company performance, including financial and non-financial measures
- The manner in which results are achieved, adherence to risk policies, and the quality of earnings
- Year-over-year performance
- Company performance relative to our executive compensation peer group

Role of Independent Compensation Consultant

To help determine executive pay, the Human Capital Committee retains an independent compensation consultant, Mercer LLC, for advice regarding the general competitive landscape and trends in executive compensation. While the Human Capital Committee meets with the consultant from time to time, the Chair of the Human Capital Committee also communicates directly with the consultant between Human Capital Committee meetings. The independent compensation consultant advises the Human Capital Committee on several matters, including (1) competitive analysis (including in relation to our peer group), (2) incentive plan design, (3) updates on trends in executive and director compensation, (4) peer group composition, and (5) other compensation-related matters as requested by the Human Capital Committee.

The Human Capital Committee annually reviews the independence of Mercer LLC in light of SEC rules and NYSE Listed Company Rules regarding compensation consultant independence and has affirmatively concluded that Mercer has no conflicts of interest relating to its engagement by the Human Capital Committee.

During fiscal 2019, the aggregate fees paid to Mercer LLC for services related to executive compensation were approximately $200,209. In fiscal 2019, Mercer LLC and its Marsh & McLennan affiliates were also retained by our management to provide services unrelated to executive compensation, including providing advice regarding our global pension programs in the areas of compliance, administration and funding and global compensation consulting, benchmarking below the executive officer level and insurance. The aggregate fees paid for those other services in fiscal 2019 were approximately $1,366,902. The Human Capital Committee and the Board of Directors did not review or approve the other services provided to management by Mercer LLC and its Marsh & McLennan affiliates, as those services were approved by our management in the normal course of business. We have been advised by Mercer LLC that the reporting relationship and compensation of the Mercer LLC consultants who perform executive compensation consulting services for the Human Capital Committee is separate from, and is not determined by reference to, Mercer LLC's or Marsh & McLennan's other lines of business or their other work for us. A representative of Mercer LLC attends committee meetings and serves as a resource to the Human Capital Committee on executive and director compensation matters. Additionally, to encourage independent review and discussion of executive compensation matters, the committee meets with Mercer LLC in executive session.

The Human Capital Committee also reviews the performance of Mercer, LLC.

Executive Compensation Peer Group

The Human Capital Committee selects the members of our peer group and periodically examines whether peers continue to meet the criteria for inclusion described below. As part of this process, the Human Capital Committee receives advice from its independent compensation consultant and selects a peer group that includes companies that have the following characteristics:

- US-based, publicly traded consumer packaged goods company with "brand identity"
- Similar revenue
- Similar number of employees
- Global company

For fiscal 2019, based on these criteria and the advice of its independent compensation consultant, the Human Capital Committee determined that the 2018 peer group remained appropriate with no revisions.

Household Products	Personal Care	Food and Beverage
The Clorox Company	Church & Dwight Inc.	Lancaster Colony Corporation
Spectrum Brands Holdings, Inc.	Revlon, Inc.	Hain Celestial Group, Inc.
Hasbro Inc.	Helen of Troy Ltd.	Monster Beverage Corporation
Central Garden & Pet Co.		Post Holdings, Inc.
The Scotts Miracle-Gro Company		
Tupperware Brands Corporation		

Total Compensation

The Human Capital Committee targets total compensation near the 50th percentile of our peer group's total compensation. The following table shows how we compared to our peer group companies based on revenue for the most recently reported fiscal year and number of employees as of September 2019.

	Company Revenue *(in millions)*	Employees
75th Percentile	4,363	9,450
50th Percentile	3,156	5,600
25th Percentile	2,186	3,950
Energizer	2,495	7,500

CEO Assessment, Compensation Process for Executive Officers and Annual Timeline

CEO Assessment

With respect to our Chief Executive Officer's pay, the Human Capital Committee conducts an annual performance assessment of the Chief Executive Officer and determines appropriate adjustments to all elements of his pay based on the following factors:

Individual Performance	Company Performance	Market Practices
Analysis of the Chief Executive Officer's performance against performance goals approved by the Human Capital Committee, the effectiveness of his leadership, and his experience	Returns to shareholders	As provided by the independent compensation consultant

Compensation Process for Executive Officers

For the other executive officers, the Chief Executive Officer makes recommendations to the Human Capital Committee for all elements of pay. These recommendations are based on an assessment of the individual's roles, responsibilities, experience and individual performance. The Human Capital Committee also obtains market data from its independent compensation consultant and then reviews, discusses, modifies, and approves these recommendations, as appropriate.

Annual Timeline

The diagram below summarizes the Human Capital Committee's annual process for setting executive pay.

Fall

- Annual CEO performance assessment
- Annual update on Annual and Long-Term Incentive Program metrics and performance
- Review of executive compensation and regulatory environment trends
- Approve executive pay
- Review compensation risk assessment
- Approve compensation plan

Winter

- Quarterly review of CEO performance assessment
- Quarterly update on Annual and Long-Term Incentive Program metrics and performance
- Planning for annual compensation risk assessment and approach
- Review of compensation guidelines of institutional shareholders and proxy advisors
- Annual review of Change of Control benefits

Spring and Summer

- Quarterly review of CEO performance assessment
- Quarterly update on Annual and Long-Term Incentive Program metrics and performance
- Executive Compensation peer group analysis

Primary Elements of our Executive Compensation Program

- Base Salary
- Annual Incentive Program
- Long-Term Incentive Program
  - Performance Share Awards
  - Time-Based Restricted Share Awards
- Retirement and Other Benefits

The Human Capital Committee believes these pay components align the interests of our executives with those of our shareholders by basing a significant portion of total pay on performance and achievement of our short- and long-term goals. The specific mix among the individual components reflects market comparisons (primarily with respect to the median of our peer group) and individual position and performance.

Base Salary

The general guideline for determining salary levels for our executive officers, including the Chief Executive Officer, is to target the 50th percentile of our executive compensation peer group, adjusted for other factors such as individual performance and responsibilities. While we are cognizant of the competitive range, our primary goal is to compensate our executive officers at a level that best achieves our compensation philosophy, even if this results in actual pay for some positions that may be higher or lower than the market median. The Human Capital Committee considers adjustments to base salaries for the executive officers on an annual basis. For fiscal 2019, the Human Capital Committee felt that an increase to the base salaries of our executive officers in line with the increases provided to our colleagues generally was reasonable in light of the Company's operating results in fiscal 2019. To remain competitive with the market, the Human Capital Committee also considered the effect of such increased salaries for our executive officers in relation to the median of our peer group.

The table below sets forth the base salaries for our NEOs. The base salary adjustments for fiscal 2019 were effective December 1, 2018.

	Base Salary Levels for 2018 and 2019 and % Change		
	2018	2019	Increase (%)
A.R. Hoskins	$1,000,000	$1,030,000	3%
M.S. LaVigne	$ 573,682	$ 590,892	3%
T.W. Gorman	$ 520,000	$ 561,600	8%
G.T. Kinder	$ 452,067	$ 465,629	3%
E.K. Boss	$ 443,477	$ 456,781	3%

The Human Capital Committee increased Mr. Gorman's salary to keep it competitive with market median data.

Annual Incentive Program

The overall design of our fiscal 2019 annual incentive program was the same as the fiscal 2018 program. The annual incentive program is based on performance against certain metrics determined by the Human Capital Committee. Our fiscal 2019 annual incentive award was designed to measure performance against the four metrics set forth in the table below:

	Driving Shareholder Value	Weighting	Threshold (50% of Bonus Target)	Target (100% of Bonus Target)	Stretch (200% of Bonus Target)	Actual Achievement
Adjusted Net Sales	Net Sales measures revenue and encourages development of consumer-relevant innovation and in-store execution to drive product sales	25%	$2,428	$2,556	$2,683	$2,512.1
Adjusted Selling, General & Administrative (SG&A) Expense as a Percentage of Net Sales	This metric measures the overhead costs that we incur as a percentage of sales and encourages expense management	25%	18.5%	17.5%	16.5%	17.4%
Adjusted Operating Profit	Operating profit measures underlying business profit and encourages selling products, generating strong gross margins and maintaining tight cost controls	25%	$385	$428	$471	$423.1
Adjusted Free Cash Flow	Free cash flow measures the cash generated by our Company; the metric encourages execution of sales goals and expense targets as well as prudent management of capital expenditures and working capital	25%	$200	$222	$245	$256.2

Adjustments to the actual achievement metrics vary from reported figures to address the impacts of currency and accounting reclassifications from the adoption of ASU 2017-12, *Targeted Improvements to Accounting for Hedging Activities*.

- Our Human Capital Committee exercised negative discretion to reduce our actual performance of Adjusted Operating Profit to remove the positive effect of certain accounting reclassifications. The impact of the exercise of negative discretion impacted the Operating Profit negatively by $8.4 million.
- Our Human Capital Committee addressed the impacts of currency to the Net Sales and Operating Profit metrics. The adjustment increased the Operating Profit metric by $4.6 million and the Net Sales metric by $17.6 million.

Each metric for the annual incentive plan was subject to adjustment for certain limited matters, including the effects of acquisitions, divestitures or recapitalizations, extraordinary transactions such as mergers or spin-offs, unusual or non-recurring non-cash accounting impacts, and variations in the exchange rate between foreign currencies and budget exchange rates.

Bonuses increase proportionately in 1/10th of 1% increments for final results between the goals indicated with maximum bonus at stretch. No bonuses tied to performance are paid for results below the Threshold goal. The maximum bonus payout is capped at 200% for Company performance at, or above, the Stretch goal.

The performance goals for each metric were set at the beginning of the fiscal year and subsequently revised after the Acquisitions. Each executive officer was assigned individual bonus targets based on individual performance and market practice information provided by the independent compensation consultant. For fiscal 2019, the following bonus targets, defined as a percentage of the individual's base pay, were assigned as follows:

	Bonus Target
A.R. Hoskins	115%
M.S. LaVigne	80%
T.W. Gorman	75%
G.T. Kinder	60%
E.K. Boss	60%

Long-Term Incentive Program

Our 2015 Plan authorizes the Human Capital Committee to grant various types of equity awards. The Human Capital Committee grants to key executives primarily restricted stock equivalent awards, with achievement of Company performance targets over three years as a condition to vesting of the majority of the award, and continued employment with the Company over the same period as a condition to vesting of the remainder of the award. See "*Potential Payments Upon Termination or Change of Control*". In November 2018, the Human Capital Committee awarded three-year incentive awards with a performance-based component constituting approximately 70% of the restricted stock equivalents vesting at target achievement and a time-based component constituting approximately 30% of the award value at target of the award.

Timing and Procedures for Grants in Fiscal 2019

Other than in exceptional cases, such as promotions or new hires, long-term incentive awards are granted in the first quarter of the fiscal year (October through December), at the time when salary levels and bonus programs for the new fiscal year are also determined.

The size of equity awards granted in November 2018 for our executive officers was based on several factors, including officers' individual performance, current dilution rates, market run-rate for equity grants among our peer group, and benchmark data from our peer group provided by our independent compensation consultant.

Time-Based Restricted Stock Units

The number of restricted stock equivalents awarded in November 2018 was based on the corresponding grant date value of the restricted stock equivalents. The restricted stock equivalent awards are stock-settled at the end of the three-year period, when they convert into unrestricted shares of our common stock if and to the extent that the vesting requirements are met. The number of restricted stock equivalents granted to each executive officer is shown in the "*Grants of Plan-Based Awards Table*".

Long-Term Performance Awards

In November 2018, the Human Capital Committee granted long-term equity incentive awards to our executive officers. These awards potentially vest in November 2021 based on the achievement of the two performance metrics set forth in the table below.

	Driving Shareholder Value	Weighting	Threshold (50% of Target)	Target (100% of Target)	Stretch (200% of Target)
Cumulative Adjusted Earnings per Share	Aligns executive officers with shareholders through a shared focus on the earnings that accrue to a shareholder in our stock	50%	$9.35	$10.39	$11.43
Cumulative Adjusted Free Cash Flow	Measures free cash flow relative to net sales, encouraging a sustained focus on maximizing cash flow over the long term	50%	10.3%	11.3%	12.3%

The Human Capital Committee adopted performance metrics that use non-GAAP financial measures, which exclude certain items that the Human Capital Committee believes are not reflective of the Company's ongoing operating performance, such as costs related to acquisition and integration costs, and gain on sale of real estate. The Human Capital Committee believes these performance metrics more accurately reflect Energizer's underlying financial and operating results.

Each metric for the long-term incentive program is subject to adjustment for certain limited matters, including the effects of acquisitions, divestitures or recapitalizations, extraordinary transactions such as mergers or spin-offs, unusual or non-recurring non-cash accounting impacts, and variations in the exchange rate between foreign currencies and budget exchange rates.

The number of units granted to each NEO is shown in the "*Grants of Plan-Based Awards Table*". No vesting of performance based long-term incentive awards occurs for results below the Threshold goal, and the maximum bonus payout is capped at 200% for Company performance at, or above, Stretch performance.

Long-Term Shareholder Value

Over the past three years, we believe we have provided significant value to our shareholders. These results we achieved for our shareholders are consistent with the results obtained under our incentive plans. Similarly, the performance measures associated with those long-term performance incentive awards that were granted in 2016 were measured over a three-year vesting period and were tied to cumulative adjusted earnings per share and cumulative adjusted free cash flow as a percentage of adjusted net sales. The Company had outstanding results over the three-year vesting period. Based on these results, the long-term performance incentive grants paid out at 200% of target during fiscal 2019.

Executive Savings Investment Plan

On July 1, 2015, we adopted an executive savings investment plan, our excess 401(k) plan, in which certain executive officers, including our NEOs, participate. Under the plan, amounts that would be contributed, either by an executive or by the Company on the executive's behalf, to the Company's qualified defined contribution plan (the "401(k) plan") but for limitations imposed by the IRS, will be credited to the non-qualified defined contribution executive savings investment plan. Details of the executive savings investment plan, including the contributions, earnings, and year-end balances, are set forth in the "*Non-Qualified Deferred Compensation Table*".

In fiscal 2017, we adopted an amendment to the Executive Savings Investment Plan, aligning this plan with the terms of our 401(k) plan by revising the four-year vesting schedule to immediate vesting of the Company match. This amendment, effective January 1, 2018, aligns the plan with market practice, facilitates ease in integrating plans in the event of a merger or acquisition, and reduces compliance requirements.

Deferred Compensation Plan

Our colleagues do not have the opportunity to defer portions of their salary and bonus compensation under the terms of our deferred compensation plan, or to invest in the Energizer common stock unit fund within the deferred compensation plan. However, certain executives who were employed at our former parent company prior to the Spin-Off had their account balances under our former parent company's deferred compensation plan transferred to our deferred compensation plan. Only Mr. Hoskins and Mr. LaVigne have benefits under the terms of our deferred compensation plan. Details of the deferred compensation program, including the contributions, earnings, and year-end balances, are set forth in the "*Non-Qualified Deferred Compensation Table*".

Pension Benefits

Energizer established a new retirement plan that acquired the assets and assumed the liabilities of our former parent's plans in connection with the Spin-Off. Prior to January 1, 2014, our former parent company's retirement plan covered essentially all U.S. colleagues of Energizer after they became eligible. Pension benefits are provided under a tax qualified defined benefit plan (the "Energizer Holdings, Inc. Retirement Plan") that is subject to maximum pay and benefit limits under the tax rules. Pension benefits are also provided under a pension restoration plan (the "Supplemental Executive Retirement Plan") that provides a supplement to an executive's pension benefit equal to the amount that the executive would have received but for the tax limitations. Mr. Hoskins, Mr. LaVigne, Mr. Kinder and Ms. Boss have pension benefits. Details of pension benefits under the Supplemental Executive Retirement Plan are set forth in the "*Pension Benefits Table*," including the accompanying narrative. As of December 31, 2013, which is the end of the first quarter of our former parent company's fiscal 2014, the plans were frozen and future retirement service benefits are no longer accrued under this retirement program. The freeze includes both the qualified and non-qualified plans.

The Retirement Accumulation Account that was effective from January 1, 2010 to December 31, 2013, included the future retirement benefits of the participants in our former parent company's qualified defined benefit pension plan, including the NEOs, which were determined in accordance with a retirement accumulation formula. The participants received monthly credits equal to 6% of their eligible benefit earnings for each month, which amounts were credited with monthly interest equal to the 30-year Treasury rate that is reset annually. Certain older, longer-tenured participants, including the NEOs with age and years of service totaling at least 60 but not more than 74 as of December 31, 2009 received an additional monthly credit equal to 2% of eligible benefit earnings. Participants receive credit for years of service with our former parent company. Other older, longer-tenured participants with age and years of service totaling 75 or more as of December 31, 2009 received an additional monthly credit equal to 4% of their eligible benefit earnings. These transition credits were available to eligible plan participants through 2013 (or, if earlier, their termination of employment with the Company).

The defined benefit plan has used the following other benefit calculation formulas, all of which have been frozen as of the end of calendar year 2009:

- Pension Equity Plan ("PEP") benefit formula. Under PEP, an executive is entitled to a benefit (payable in lump sum or as a monthly annuity) based on five-year average annual earnings, which were multiplied by "pension equity credits" earned with years of service. The benefit was subject to a three-year vesting period. PEP was applied to Mr. Hoskins.
- PensionPlus Match Account ("PPMA"). The PPMA generally provided a 325% match under our retirement plan to those participants who made an after-tax contribution of 1% of their annual earnings to our 401(k) plan. To the extent an officer's PPMA benefit was unavailable due to the IRC limits, the benefit was restored under our excess savings investment plan and not the pension restoration plan for executives. The benefit was generally subject to a three-year vesting requirement. The PPMA benefit was available through the end of the calendar year 2009 for Mr. Hoskins.

Perquisites

We offer a limited number of perquisites for our executive officers. The primary perquisite or executive benefit consists of the executive financial planning program, which provides reimbursement for 80% of the costs incurred for qualifying financial planning, legal, and tax preparation services up to a maximum of $8,000 in the first calendar year the executive is employed by the Company and $6,000 in subsequent calendar years. This benefit partially offsets costs incurred by our executive officers in connection with their regulatory compliance obligations as public company executives. We regularly review the benefits provided to our executives and make appropriate modifications based on peer group analysis and the Human Capital Committee's evaluation of the retentive value of these benefits.

Severance and Other Benefits Following a Change of Control

We have not entered into employment agreements with our executives. However, the Human Capital Committee approved an executive severance plan and change of control agreements for each of our executive officers, as discussed under "*Potential Payments upon Termination or Change of Control*" to align with the market practice of using pre-defined termination programs for NEOs.

The change of control agreements are designed to provide executives with increased security in the event of a change of control. The Human Capital Committee annually reviews the cost and the terms of the agreements with input provided by Mercer LLC. We believe that the retention value provided by the agreements, and the benefit to us when the executive is provided the opportunity to focus on the interests of shareholders and not the executive's own personal financial interests, outweighs the potential cost, given that:

- such protections are common among companies of our size, and allow us to offer a competitive compensation package;
- such costs will be triggered only if the new controlling entity involuntarily terminates the impacted executives, or the executives resign for good reason, during the protected period;
- the agreements include non-compete and non-solicitation covenants binding on the executives, which can provide significant considerations to completion of a potential transaction; and
- the individuals who have agreements are carefully selected by the Board of Directors, and we believe these executives are critical to the process of evaluating or negotiating a potential change of control transaction or in the operation of our business during the negotiations or integration process, so that their retention would be critical to the success of any such transaction.

We do not permit tax gross-up payments relating to severance payments for change of control employment agreements entered into with our executive officers.

A description of the projected cost, if a change of control were to have occurred on the last day of fiscal 2019 and all of the NEOs were terminated on that date, is provided under "*Potential Payments upon Termination or Change of Control*".

PAY PRACTICES AND POLICES

Tax Deductibility of Compensation

Prior to 2018, a public company was limited by the Internal Revenue Code to a $1 million deduction for compensation paid to its Chief Executive Officer or any of its three other most highly compensated executive officers (other than the Chief Financial Officer) who were employed at year-end. This limitation did not apply to compensation that met the tax code requirements for qualifying performance-based compensation. Changes in tax law effective January 1, 2018 limit a public company's deductions to $1 million for compensation paid to its Chief Executive Officer, Chief Financial Officer, and each of its three other most highly compensated executive officers, as well as to any individual who was subject to the $1 million deduction limitation in 2017 or any later year.

Under the revised law, there is no exception for qualifying performance-based compensation unless it is pursuant to a written binding contract in effect as of November 2, 2017. Certain incentive awards made on or prior to November 2, 2017 may satisfy the requirements for deductible compensation. The Human Capital Committee's policy is to maximize the tax deductibility of executive compensation without compromising the essential framework of the existing total compensation program. The Human Capital Committee continues to retain the discretion to make awards and pay amounts that do not qualify as deductible.

Clawback Policy

Under our annual incentive awards and long-term incentive awards, in the event of a restatement of financial results to correct a material error, the Human Capital Committee is authorized to reduce or recoup an executive officer's award, as applicable, to the extent that the Human Capital Committee determines such executive officer's misconduct was a significant contributing factor to the need for a restatement.

HUMAN CAPITAL COMMITTEE REPORT

The Human Capital Committee reviewed and discussed the Compensation Discussion and Analysis with management. Based on this review and discussion, the Human Capital Committee recommended to the Board that the Compensation Discussion and Analysis be included in the proxy statement and incorporated by reference into the Annual Report on Form 10-K for the year ended September 30, 2019.

Submitted by the Human Capital Committee members of the Board:

Cynthia J. Brinkley — Chair
Bill G. Armstrong
Kevin J. Hunt
Nneka Rimmer

EXECUTIVE COMPENSATION TABLES

SUMMARY COMPENSATION TABLE

Name and Principal Position	Fiscal Year	Base Salary	Bonus	Stock Awards (1)	Option Awards	Non-Equity Incentive Plan Comp. (2)	Change in Pension Value and Nonqualified Deferred Comp. Earnings (3)	All Other Compensation (4)	Total
Alan R. Hoskins	2019	$1,025,000	$0	$4,120,076	$0	$1,439,530	$72,162	$158,150	$6,814,918
Chief Executive Officer	2018	$ 994,167	$0	$4,000,056	$0	$1,510,837	$65,680	$164,495	$6,735,235
	2017	$ 961,833	$0	$3,860,069	$0	$1,647,424	$41,918	$159,629	$6,670,873
Mark S. LaVigne	2019	$ 588,024	$0	$1,320,077	$0	$ 574,492	$ 5,023	$ 77,494	$2,565,110
President &	2018	$ 570,897	$0	$1,320,033	$0	$ 603,545	$ 4,549	$ 79,942	$2,578,966
Chief Operating Officer	2017	$ 555,621	$0	$1,312,526	$0	$ 661,461	$ 3,485	$ 83,761	$2,616,854
Timothy W. Gorman	2019	$ 554,667	$0	$1,000,090	$0	$ 508,024	$ 0	$ 76,837	$2,139,618
Chief Financial Officer	2018	$ 520,000	$0	$ 850,054	$0	$ 755,385	$ 0	$ 50,336	$2,175,775
	2017	$ 341,342	$0	$ 275,008	$0	$ 318,940	$ 0	$ 38,306	$ 973,596
Gregory T. Kinder	2019	$ 463,369	$0	$ 875,011	$0	$ 339,529	$ 1,023	$ 61,204	$1,740,136
Chief Supply Chain Officer	2018	$ 449,873	$0	$ 875,027	$0	$ 356,699	$ 926	$ 50,449	$1,732,974
	2017	$ 437,158	$0	$ 900,036	$0	$ 390,928	$ 710	$ 57,948	$1,786,780
Emily K. Boss	2019	$ 454,564	$0	$ 600,030	$0	$ 333,078	$ 173	$ 49,849	$1,437,694
Former Vice President & General	2018	$ 440,978	$0	$ 600,060	$0	$ 349,646	$ 157	$ 49,357	$1,440,198
Counsel	2017	$ 427,107	$0	$ 515,076	$0	$ 381,647	$ 120	$ 55,107	$1,379,057

(1) The amounts listed in the column for fiscal 2019 include a performance-based restricted stock equivalent grant awarded in November 2018 to the executive officers. The value of the performance-based award reflects the most probable outcome award value at the date of its grant in accordance with FASB ASC Topic 718. The award was valued based on the grant date fair value of $60.25. Refer to Note 11, Share-Based Payments of the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended September 30, 2019 for further discussion. The Company records estimated expense for the performance-based awards based on target achievement for the three-year period unless evidence exists that a different outcome is likely to occur. Following is the maximum award value, if paid, for the performance-based awards granted in November 2018, based on the grant date fair value, A. Hoskins—$5,768,094; M. LaVigne—$1,848,109; T. Gorman—$1,400,090; G. Kinder—$1,225,003; and E. Boss—$840,006. The grant date fair value of the performance-based awards included in the table is as follows:

Mr. Hoskins, $2,884,047 Mr. Gorman, $700,045 Ms. Boss, $420,003
Mr. LaVigne, $924,054 Mr. Kinder, $612,502

The amounts listed in the column for fiscal 2019 also include time-based restricted stock equivalent awards granted by the Human Capital Committee in November 2018 that vest over three years assuming that the officer remains employed with the Company. The award was granted using grant date fair value of the awards as follows:

Mr. Hoskins, $1,236,029 Mr. Gorman, $300,045 Ms. Boss, $180,027
Mr. LaVigne, $396,023 Mr. Kinder, $262,509

(2) The amounts reported in this column reflect annual incentive awards earned by the NEOs during the fiscal year under the applicable annual incentive plan.

(3) The amounts reported in this column consist of aggregate changes in the actuarial present value of accumulated benefits under the applicable retirement plan and the supplemental executive retirement plan, our pension restoration plan, which are the applicable defined benefit pension plans described in the narrative to the "*Pension Benefits Table*". To the extent that payments under the qualified retirement plan exceed limitations imposed by the IRS, the excess will be paid under the terms of the non-qualified supplemental executive retirement plan.

(4) The amounts reported in this column with respect to fiscal 2019 consist of the following:

(i) Company matching contributions in our 401(k) plan:

Mr. Hoskins, $16,923 | Mr. Gorman, $16,550 | Ms. Boss, $16,800
Mr. LaVigne, $16,800 | Mr. Kinder, $16,862

(ii) Company matching contributions or accruals in our executive savings investment plan:

Mr. Hoskins, $135,227 | Mr. Gorman, $60,287 | Ms. Boss, $31,453
Mr. LaVigne, $54,694 | Mr. Kinder, $32,342

These amounts include benefits which were accrued by the NEOs in our executive savings investment plan in lieu of the pension plus match account in our retirement plan (as described in the narrative to the "*Pension Benefits Table*") due to certain limits imposed by the IRC on accruals in our retirement plan.

(iii) The incremental cost to the Company of the following perquisites provided to the executive officers:

Executive Financial Planning Program. We reimburse the executives for 80% of the cost of personal financial advisory services, up to certain annual maximums. During fiscal 2019, the following reimbursement payments were made:

Mr. Hoskins, $6,000 | Mr. Kinder, $12,000
Mr. LaVigne, $6,000 | Ms. Boss, $1,596

The Executive Financial Planning Program is administered on a calendar basis. Mr. Kinder received $6,000 reimbursement in December 2018 for financial planning services performed in calendar year 2018 and $6,000 reimbursement in June 2019 for financial planning services performed in calendar year 2019, both of which fell during fiscal 2019.

The above list of perquisites does not include any contributions made by our charitable foundation which may have been made at the request of any of the NEOs. The directors of that foundation, all of whom are colleagues of the Company, review requests for contributions to charitable organizations from colleagues, officers and the community at large, and, in their sole discretion, authorize contributions in accordance with the purposes of the foundation. Executive officers are also eligible to participate in the charitable foundation matching gift program, which is generally available to U.S. colleagues. Under this program, the foundation matches 100% of charitable donations of a minimum of $25 made to eligible charities, up to a maximum of $5,000 per year for each individual.

Dividend Equivalent Payments Not Included. Holders of restricted stock equivalents have the right to receive cash dividend equivalent payments on restricted stock equivalents but only if the underlying restricted stock equivalents vest. The amounts of such dividends are reflected in the closing price of Energizer Holdings, Inc. common stock on the NYSE (or the common stock of our former parent company prior to the Spin-Off) and are included in the grant date fair value for the restricted stock equivalent grants.

GRANTS OF PLAN-BASED AWARDS

Awards to the NEOs, and to other key executives, were made in fiscal 2019 under two separate plans or programs:

- potential cash awards under our annual cash bonus program, dependent upon achievement of performance measures established at the beginning of the fiscal year, as described in more detail in "*Annual Incentive Program*"; and
- three-year restricted stock equivalent awards under the terms of our 2015 Plan, which include a performance component and a time-vesting component, as described in more detail in "*Long-Term Incentive Program*".

GRANTS OF PLAN-BASED AWARDS TABLE

Name	Type of Award	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ($)			Estimated Future Payouts Under Equity Incentive Plan Awards (#)			All Other Stock Awards: Number of Shares of Stock (#)	All Other Option Awards: Number of Shares Underlying Options (#)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards (4)
			Threshold	Target	Maximum	Threshold	Target	Maximum				
A.R. Hoskins												
	Bonus: Annl.Perf.(1)	11/12/18	$589,375	$1,178,750	$2,357,500	—	—	—	—	—	—	—
	Perf. Award(2)	11/12/18	—	—	—	23,934	47,868	95,736	—	—	—	$2,884,047
	Perf.Awd.:Time Based(3)	11/12/18	—	—	—	—	—	—	20,515	—	—	$1,236,029
M.S. LaVigne												
	Bonus: Annl.Perf.(1)	11/12/18	$235,209	$ 470,419	$ 940,838	—	—	—	—	—	—	—
	Perf. Award(2)	11/12/18	—	—	—	7,669	15,337	30,674	—	—	—	$ 924,054
	Perf. Awd:Time Based(3)	11/12/18	—	—	—	—	—	—	6,573	—	—	$ 396,023
T.W. Gorman												
	Bonus: Annl.Perf.(1)	11/12/18	$208,000	$ 416,000	$ 832,000	—	—	—	—	—	—	—
	Perf. Award(2)	11/12/18	—	—	—	5,810	11,619	23,238	—	—	—	$ 700,045
	Perf. Awd:Time Based(3)	11/12/18	—	—	—	—	—	—	4,980	—	—	$ 300,045
G.T. Kinder												
	Bonus: Annl.Perf.(1)	11/12/18	$139,011	$ 278,021	$ 556,042	—	—	—	—	—	—	—
	Perf. Award(2)	11/12/18	—	—	—	5,083	10,166	20,332	—	—	—	$ 612,502
	Perf. Awd:Time Based(3)	11/12/18	—	—	—	—	—	—	4,357	—	—	$ 262,509
E.K. Boss												
	Bonus: Annl.Perf.(1)	11/12/18	$136,369	$ 272,738	$ 545,476	—	—	—	—	—	—	—
	Perf. Award(2)	11/12/18	—	—	—	3,486	6,971	13,942	—	—	—	$ 420,003
	Perf. Awd:Time Based(3)	11/12/18	—	—	—	—	—	—	2,988	—	—	$ 180,027

(1) These amounts represent the estimated possible payouts of annual cash awards for fiscal 2019 under our annual cash incentive program for each of our NEOs. The actual amounts earned under the annual cash bonus program for fiscal 2019 are disclosed in the "*Summary Compensation Table*" above as part of the column entitled "*Non-Equity Incentive Plan Compensation*".

(2) Vesting of these restricted stock equivalents (the performance-linked component), awarded under the three-year performance awards, is subject to achievement of pre-established performance criteria for cumulative adjusted earnings per share and cumulative adjusted free cash flow as a percentage of net sales over the three-year period commencing October 1, 2018, the beginning of our fiscal 2019. See "*Long-Term Incentive Program*".

(3) These restricted stock equivalents (the time-vesting component) will vest three years from the date of grant, if the executive officer remains employed with us at that time. The grant date fair value of the amount calculated in accordance with accounting guidance is included in the "*Stock Awards*" column of the "*Summary Compensation Table*".

(4) These amounts represent the grant date fair value calculated in accordance with FASB ASC Topic 718, excluding forfeiture assumptions. For the three-year performance awards, the value includes the grant date fair value of the awards computed in accordance with FASB ASC Topic 718, applying the same valuation model and assumptions applied for financial reporting purposes, excluding forfeiture assumptions. These amounts may not correspond to the actual value realized by the NEOs. These amounts include awards granted at target. For the three-year time-vesting awards, these amounts represent the grant date fair value calculated in accordance with FASB ASC Topic 718, excluding forfeiture assumptions. The value includes 100% of such awards, with no reduction for potential forfeiture.

For further discussion regarding the fiscal year 2019 grants under our annual incentive program see "*Annual Incentive Program*" and for further discussion regarding the timing and procedures for the fiscal year 2019 grants of performance-based and time-based long-term incentive awards, See "*Long-Term Incentive Program.*"

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END

The following types of equity awards have been granted to the executive officers and remain unvested as of September 30, 2019.

- Restricted stock equivalents, the vesting of which is subject to the achievement of performance-linked and time-vesting conditions over a three-year period, as described in "*Long-Term Incentive Program*". Vesting of restricted stock equivalents will accelerate, however, upon death, disability and upon a change of control of the Company. A portion will also vest upon voluntary retirement if the awards have been held for at least 12 months and the officer is age 55 with at least 10 years of service, including service with our former parent prior to Spin-Off. Unvested restricted stock equivalent awards are included under "*Stock Awards—Number of Shares or Units of Stock That Have Not Vested*", in the table below. The performance-based awards have similar terms and vest upon achievement of cumulative adjusted earnings per share and cumulative adjusted free cash flow as a percentage of sales goals. See "*Long-Term Incentive Program*".
- Special one-time restricted stock equivalents granted by Energizer that will vest ratably on each of the five anniversaries from the date of grant. Vesting of all of the restricted stock equivalents will accelerate, however, upon death, disability or upon a change of control of the Company. A portion will also vest upon voluntary retirement if the awards have been held for at least 12 months and the officer is age 55 with at least 10 years of service and upon involuntary termination (other than for cause).

The following table and footnotes set forth information regarding outstanding restricted stock equivalent awards, as of September 30, 2019 for the executive officers. The market value of shares that have not vested was determined by multiplying $43.58, the closing market price of the Company's stock on the last trading day of fiscal 2019, by the number of shares.

	Stock Awards				
Name	**Grant Date (1)(2)(3)(4)**	**Number of Shares or Units of Stock That Have Not Vested (#)**	**Market Value of Shares or Units of Stock That Have Not Vested ($)**	**Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(5)(6)**	**Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)**
A.R. Hoskins	07/08/2015	40,234	$1,753,398	—	—
	11/14/2016	26,415	$1,151,166	123,268	$ 5,372,019
	11/13/2017	27,150	$1,183,197	63,349	$ 2,760,749
	11/12/2018	20,515	$ 894,044	47,868	$ 2,086,087
Total		114,314	$4,981,804	234,485	$10,218,856
M.S. LaVigne	07/08/2015	16,513	$ 719,637	—	—
	11/14/2016	8,982	$ 391,436	41,914	$ 1,826,612
	11/13/2017	8,960	$ 390,477	20,905	$ 911,040
	11/12/2018	6,573	$ 286,451	15,337	$ 668,386
Total		41,028	$1,788,001	78,156	$ 3,406,038
T.W. Gorman	07/08/2015	2,794	$ 121,763	—	—
	11/14/2016	1,882	$ 82,018	8,782	$ 382,720
	11/13/2017	5,770	$ 251,457	13,462	$ 586,674
	11/12/2018	4,980	$ 217,028	11,619	$ 506,356
Total		15,426	$ 672,265	33,863	$ 1,475,750
G.T. Kinder	07/08/2015	5,588	$ 243,525	—	$ —
	11/14/2016	6,159	$ 268,409	28,742	$ 1,252,576
	11/13/2017	5,939	$ 258,822	13,858	$ 603,932
	11/12/2018	4,357	$ 189,878	10,166	$ 443,034
Total		22,043	$ 960,634	52,766	$ 2,299,542
E.K. Boss	07/08/2015	5,588	$ 243,525	—	$ —
	11/14/2016	3,525	$ 153,620	16,448	$ 716,804
	11/13/2017	4,073	$ 177,501	9,503	$ 414,141
	11/12/2018	2,988	$ 130,217	6,971	$ 303,796
Total		16,174	$ 704,863	32,922	$ 1,434,741

STOCK VESTED TABLE

Name	Stock Awards	
	Number of Shares Acquired on Vesting (1)	Value Realized on Vesting ($)
A. R. Hoskins	69,159	$3,065,193
M.S. LaVigne	27,058	$1,191,747
T. W. Gorman	5,606	$ 253,002
G. T. Kinder	12,819	$ 586,306
E. K. Boss	9,606	$ 425,752

(1) In fiscal 2019, 20% of the time-based restricted stock equivalents granted to each of the officers at the time of our Spin-Off from our former parent company vested in accordance with the terms of the awards. On November 16, 2018, 100% of the time-based restricted stock equivalent awards granted in fiscal 2016 vested in accordance with the terms of the award agreements.

PENSION BENEFITS TABLE

Name	Plan Name (1)	Number of Years Credited Service (#) (2)	Present Value of Accumulated Benefit ($) (3)	Payments During Last Fiscal Year ($)
A.R. Hoskins	Energizer Retirement Plan	31	$1,118,258	$0
	Supplemental Executive Retirement Plan	30	$1,326,311	$0
M.S. LaVigne	Energizer Retirement Plan	4	$ 85,984	$0
	Supplemental Executive Retirement Plan	4	$ 84,192	$0
G.T. Kinder	Energizer Retirement Plan	0.5	$ 28,351	$0
	Supplemental Executive Retirement Plan	0.5	$ 6,311	$0
E.K. Boss	Energizer Retirement Plan	0.25	$ 5,864	$0

(1) The Energizer Retirement Plan is frozen. It includes several benefit formulas applicable at different periods, as explained in the detailed narrative. One formula was the Retirement Accumulation Account, a cash balance benefit effective from January 1, 2010 through December 31, 2013 when the entire plan was frozen. This applies to all four executives. Two prior formulas, the Pension Equity Plan and the PensionPlus Match Account, were frozen as of December 31, 2009. Mr. Hoskins' benefit value also includes these two additional formulas. The Supplemental Executive Retirement Plan was also frozen as of December 31, 2013. The plan provided benefits based on the same formulas as the Energizer Retirement Plan (with the exception of the PensionPlus Match Account) but reflected compensation above the maximum compensation limit.

(2) The number of years of credited service shown for each executive reflects years of actual service prior to the pension plan being frozen, which are less than each executive's actual years of service with the Company. For Mr. Hoskins 15 of the years shown were with Edgewell, our former parent company, and the remainder were with Ralston Purina Company, Edgewell's former parent. Mr. Hoskins' service in the Supplemental Executive Retirement Plan is less than his years under the Energizer Retirement Plan due to a one-time action by the Human Capital Committee in February of 2009. In order to reduce cash outlays and bolster the Company's compliance with its debt covenants, accrual of benefits for officers in the Supplemental Executive Retirement Plan were suspended for the calendar year, and in lieu of those and other benefits, Mr. Hoskins was granted a 2009 performance award.

(3) The value of benefits shown equal the account balances under the plans and benefit formulas in which the named executive officer participates. The account balances grow with a monthly interest credit based on the 30-year Treasury rate reset annually. The value is available on termination without reduction. Assumptions used in the valuations are set forth in "*Note 11, Pension Plans*" of the Notes to Consolidated Financial Statements of our Annual Report on Form 10-K for year ended September 30, 2019.

NON-QUALIFIED DEFERRED COMPENSATION TABLE

Name	Plan	Executive Contributions in Last FY ($)(1)	Registrant Contributions in Last FY ($)(2)	Aggregate Earnings in Last FY ($)(3)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last FYE ($)(4)
A.R. Hoskins	Def'd Comp. Plan	$ 0	$ 0	$259,403	$0	$5,030,491
	Exec. S.I.P.	$152,150	$135,227	$ 16,331	$0	$2,136,821
	Total	$152,150	$135,227	$275,734	$0	$7,167,312
M.S. LaVigne	Def'd Comp. Plan	$ 0	$ 0	$ 30,501	$0	$ 591,495
	Exec. S.I.P.	$ 71,494	$ 54,694	$(21,979)	$0	$1,552,783
	Total	$ 71,494	$ 54,694	$ 8,522	$0	$2,144,278
T.W. Gorman	Def'd Comp. Plan	$ 0	$ 0	$ 0	$0	$ 0
	Exec. S.I.P.	$ 64,203	$ 60,287	$ 3,735	$0	$ 387,530
	Total	$ 64,203	$ 60,287	$ 3,735	$0	$ 387,530
G.T. Kinder	Def'd Comp. Plan	$ 0	$ 0	$ 0	$0	$ 0
	Exec. S.I.P.	$ 49,204	$ 32,342	$ 21,268	$0	$ 452,500
	Total	$ 49,204	$ 32,342	$ 21,268	$0	$ 452,500
E.K. Boss	Def'd Comp. Plan	$ 0	$ 0	$ 0	$0	$ 0
	Exec. S.I.P.	$ 48,253	$ 31,453	$ 7,621	$0	$ 441,669
	Total	$ 48,253	$ 31,453	$ 7,621	$0	$ 441,669

(1) The officer contributions to our executive savings investment plan during fiscal 2019 consist of deferrals of salary earned with respect to fiscal 2019.

(2) Contributions and accruals to our executive savings investment plan consist of Company contributions which would have otherwise been contributed to the 401(k) plan but for limitations imposed by the IRS. These amounts, in their entirety, are included in the All Other Compensation column of the "*Summary Compensation Table*".

(3) Aggregate earnings/(losses) shown in this column consist of:

– amounts credited to each executive under the investment options of each of the plans, reflecting actual earnings, including appreciation and depreciation, on investment funds offered under our qualified 401(k) plan with returns during fiscal 2019 ranging from -8.01% to 10.45%; and

– in the case of the prime rate option of our deferred compensation plan, interest at the prime rate, quoted by the Wall Street Journal ranging from 5.0% – 5.5%.

(4) Of the aggregate balances shown in this column with respect to the executive savings investment plan, the following amounts were previously reported as compensation in the "*Summary Compensation Table*" of our proxy statement for our 2019 Annual Shareholders' Meeting:

– Mr. Hoskins: $429,277
– Mr. LaVigne: $198,670
– Mr. Gorman: $21,302
– Mr. Kinder: $97,756
– Ms. Boss: $107,781

We have adopted several plans or arrangements that provide for the deferral of compensation on a basis that is not tax-qualified.

Deferred Compensation Plan — Under the terms of our deferred compensation plan, an unfunded, non-qualified plan that assumed the liabilities under our former parent's plan in connection with the Spin-Off, prior to January 1, 2013, executives could elect to have up to 100% of their annual cash incentive award deferred until their retirement or other termination of employment, or for a shorter, three-year period (at the executive's election, in advance). All funds are invested in the Prime Rate fund, which credits account balances on a daily basis, at the prime rate quoted by The Wall Street Journal as of the first business day of the given quarter. For fiscal 2019, the rate credited under this fund ranged from 5.0% to 5.5%. Balances in the plan are vested and may be paid out in a lump sum in cash six months following termination, or in five-or 10-year increments commencing the year following termination of employment, as previously elected by the participant.

Executive Savings Investment Plan — Under the terms of our executive savings investment plan, our excess 401(k) plan, amounts that would be contributed, either by an executive or by us on the executive's behalf, to the 401(k) plan but for limitations imposed by the IRC, are credited to the non-qualified executive savings investment plan. Under that plan, executives may elect to defer their contributions into any of the measurement fund options which track the performance of the Vanguard investment funds offered under our qualified savings investment plan. Deferrals and vested Company contributions may be transferred to different investment options at the executive's discretion. Deferrals in the executive savings investment plan, adjusted for the net investment return, are paid out in a lump sum payment, or in five or 10 annual installments, following retirement or other termination of employment, as previously elected by the participant.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL

We have not entered into general employment agreements with any of our NEOs. We have adopted an executive severance plan providing for certain benefits in connection with a qualifying termination, as described below. We have also entered into change of control employment agreements with our NEOs and certain of our other key employees which provide for severance compensation, acceleration of vesting and a lump sum payout in lieu of a continuation of benefits upon qualified termination of employment following a change of control. Additionally, equity awards under our 2015 Plan provide for acceleration of vesting of certain awards in the event of certain terminations of employment.

The information below reflects the value of acceleration or incremental compensation which each executive officer would receive upon the termination of his or her employment or upon a change of control. Because the value of awards and incremental compensation depend on several factors, actual amounts can be determined only at the time of the event.

The information is based on the following assumptions:

- the event of termination (death, permanent disability, involuntary termination without cause, or voluntary termination), or a change of control of the Company, occurred on September 30, 2019, the last day of our fiscal year;
- the closing price of our common stock on the last trading day of the fiscal year was $43.58; and
- each of the executive officers was terminated on that date.

The information does not reflect benefits that are provided under our plans or arrangements that do not discriminate in favor of executive officers and are available generally to all salaried colleagues—such as amounts accrued under our 401(k) plan, accumulated and vested benefits under our retirement plans (including our pension restoration plan and executive savings investment plan), health, welfare and disability benefits, and accrued vacation pay. For amounts accrued under retirement plans, see *"Pension Benefits Table"*.

The information also does not include amounts under our deferred compensation plan or executive savings investment plan that would be paid, as described in the "*Non-Qualified Deferred Compensation Table*", except to the extent that an executive officer is entitled to an accelerated benefit as a result of the termination.

Executive Severance Plan

On July 1, 2015, we adopted an executive severance plan which provides benefits to our senior executives, including each of the NEOs, in the event of a "qualifying termination" as defined in the plan, which means an involuntary termination without "cause" or a voluntary termination as a result of "good reason." Post-termination benefits for the senior executives consist of:

- A lump sum payment of one or two times his or her annual base salary at the time of the qualifying termination, which will be two times for Messrs. Hoskins, Gorman and LaVigne and one time for Mr. Kinder and Ms. Boss;
- For Messrs. Hoskins, Gorman and LaVigne, a pro-rata bonus payment based on the number of days during the bonus year the participant was employed and the amount of annual bonus which the participant would have received if he had remained employed, based on actual Company performance; and
- outplacement services for up to 12 months for each of the NEOs.

The payment of benefits under the plan is conditioned upon the executive officer executing a general release in favor of the Company, as well as confidentiality, non-solicitation, non-disparagement and non-competition obligations as set forth in the release. In addition, no benefits will be paid to the extent duplicative of benefits under a change of control or similar agreement with the Company.

If an executive officer is terminated for one of the following events,

- an involuntary termination of an employee's employment without "cause"; or
- a voluntary termination of employment by an employee as a result of "good reason",

then the following payments will be made in accordance with the Executive Severance Plan:

Name	Lump Sum Severance Payment	Outplacement Services	Pro-Rata Bonus Payment
A.R. Hoskins	2x Base Salary	Up to 12 months	Determined by multiplying the amount the executive officer would have received for the year of termination based upon actual Company performance by a fraction, the numerator is the days in the bonus year during which the executive officer was employed and the denominator is the days in the bonus year.
M.S. LaVigne	2x Base Salary		
T.W. Gorman	2x Base Salary		
G.T. Kinder	1x Base Salary		No Pro-Rata Bonus Payment
E.K. Boss	1x Base Salary		

No benefit will be paid to an employee under the plan to the extent that benefits would otherwise be paid to the employee under the terms of a Change of Control Employment Agreement (or other similar agreement).

Assuming the qualifying termination was as of September 30, 2019 each of our executive officers would have received the following payments:

Name	Lump Sum Severance Payment	Outplacement Services	Pro-Rata Bonus Payment	Total
A.R. Hoskins	$2,060,000	$40,000	$1,510,837	$3,610,837
M.S. LaVigne	$1,181,784	$40,000	$ 603,545	$1,825,329
T.W. Gorman	$1,123,200	$40,000	$ 515,385	$1,678,585
G.T. Kinder	$ 465,629	$40,000	—	$ 505,629
E.K. Boss	$ 340,642	$40,000	—	$ 380,642

Upon termination of employment for any reason, vested account balances in our deferred compensation plan are paid out in cash to the participant in either a lump sum, or over a five or 10 year period, commencing six months from the date of termination as previously elected by the participant.

Death, Disability or Termination of Employment (Other than Upon a Change of Control)

Upon an executive officer's death, permanent disability, involuntary termination other than for cause (defined as termination for gross misconduct), and, in some cases, retirement, other than upon or following a change of control, the following plans or programs provide for acceleration of certain awards. Awards are accelerated for retirement after attainment of age 55 with 10 years of service (including service with our former parent companies) if granted 12 or more months prior to retirement date. No awards are accelerated upon other voluntary termination or involuntary termination for cause. Performance awards vesting upon retirement are paid when results for the Performance Period are met.

Award	Involuntary Termination (Other than for Cause)	Death	Permanent Disability	Retirement After Age 55 with 10 years of service
Five-year restricted stock awards granted 7/8/15	Pro Rata Vesting	Accelerated	Accelerated	Pro Rata Vesting
Three-year restricted stock awards granted 11/14/16, 11/13/17 and 11/12/2018	Forfeited	Accelerated	Accelerated	Pro Rata Vesting
Three-year performance awards granted 11/14/16, 11/13/17 and 11/12/2018	Forfeited	Accelerated	Pro Rata Vesting	Pro Rata Vesting

The value of awards which would be accelerated for our NEOs upon death, disability, involuntary termination or retirement other than upon or following a change of control as of September 30, 2019 is shown in the following chart. Stock market changes since September 30, 2019 are not reflected in these valuations.

	Restricted Stock Equivalent Awards Accelerated upon Termination Events*			
Officer	Death	Permanent Disability	Involuntary Termination other Than for Cause	Retirement Following Attainment of Age 55 with 10 Years of Service
A.R. Hoskins	$10,405,215	$7,919,677	$485,725	$4,349,967
M.S. LaVigne	$ 3,573,054	$2,767,129	$199,353	$ 0
T.W. Gorman	$ 1,850,282	$1,277,100	$ 33,731	$ 0
G.T. Kinder	$ 2,119,388	$1,585,157	$ 67,461	$ 0
E.K. Boss	$ 1,505,315	$1,138,976	$ 67,461	$ 0

* The value of accelerated restricted stock equivalents in the chart above is calculated based on the number of stock equivalents that will vest in accordance with the termination provisions of the agreements valued at $43.58, the closing market price of the Company's stock on September 30, 2019. This calculation differs from the calculation of accelerated vesting for purposes of Code Section 280G and 4999 as reported in the "*Estimated Payments and Benefits*" table below.

Change of Control of the Company

Our change of control employment agreements with each of the NEOs have terms of two or three years from July 1, 2015, subject to certain automatic renewal provisions. For Messrs. Hoskins and LaVigne, the term is three years. For Messrs. Gorman and Kinder and for Ms. Boss, the term is two years. The agreement provides that the executive officer will receive severance compensation in the event of certain termination events including termination by the company without cause or by the executive for good reason within specified periods following a change of control of the Company or upon death or disability after a change of control of the Company, as such terms are defined in the agreement.

Under the agreements, a change of control is generally defined as an acquisition of more than 50% of the total voting power of the Company, a person beneficially owning more than 20% of the total voting power of the Company, or an unapproved change in the majority of the Board.

Under the agreements, upon a change of control, each executive officer will receive a pro rata annual bonus for the portion of the year occurring prior to a change of control. The prorated bonus will be calculated as executive's target bonus for the fiscal year in which the change of control occurs, or, if greater, the actual bonus awarded to executive under any short-term incentive plan(s) of the company for the fiscal year immediately preceding the fiscal year in which the change of control occurs, divided by 365 and multiplied by the number of calendar days in the year immediately up to the day on which the change of control occurs. If the executive officer is terminated following the change of control under the termination events defined in the agreement within specified periods of the change of control, or in the event of death or disability after a change of control, the severance compensation payable under the agreement consists of:

- a payment equal to a multiple of the executive officer's annual base salary and target bonus (defined as the most recent five-year actual bonus percentages multiplied by the greater of base salary at either termination or change of control), which will be three times in the case of Messrs. Hoskins and LaVigne and two times in the case of Messrs. Gorman, Kinder and Ms. Boss;
- a pro rata portion of the executive officer's target annual bonus for the year of termination; and
- a lump-sum payment intended to assist with health and welfare benefits for a period of time post-termination.

Additionally, if approved by the Company's Chief Executive Officer, perquisites and fringe benefits enjoyed by an executive immediately prior to termination may continue for the period approved.

Following termination of employment, each executive officer is bound by a one-year covenant not to compete, a one-year non-solicitation covenant, and a covenant of confidentiality. No severance payments under the agreements would be made in the event that an executive officer's termination is voluntary (other than for good reason), is due to normal retirement, or is for cause. Under the agreements, in the event that it is determined that a "golden parachute" excise tax is due under the Internal Revenue Code, we will reduce the aggregate amount of the payments payable to an amount such that no such excise tax will be paid if the resulting amount would be greater than the after-tax amount if the payments were not so reduced.

The agreements also provide that upon a change of control, outstanding equity awards held by each executive officer will accelerate and vest in accordance with the terms of the awards, even if the awards have a higher threshold for a "change of control". Our equity awards generally define a "change of control" as an acquisition of 50% or more of the outstanding shares of our common stock. The terms of our outstanding equity awards vary as to the portion of the unvested award that will accelerate and vest upon a change of control, as indicated below:

Award	Vesting
Five-year time-based awards granted 7/8/15	100% vest upon change of control
Three-year time-based awards granted 11/14/16, 11/13/17 and 11/12/18	100% vest upon change of control
Three-year performance awards granted 11/14/16, 11/13/17 and 11/12/18	The greater of (i) the number of stock equivalents granted at target or (ii) the amount of target performance stock equivalents which would have vested had the performance period ended on the date the change of control occurs

Payments of cash would be made in a lump sum no sooner than six months following termination of employment.

Estimated Payments and Benefits

If a change of control had occurred on September 30, 2019 and an executive officer's employment was not terminated, our executive officers would have received the following pro rata annual bonus amounts: Mr. Hoskins $1,510,837, Mr. LaVigne $603,545, Mr. Gorman $515,385, Mr. Kinder $356,699, and Ms. Boss $349,646.

Based on the assumptions set out above, the following chart sets forth estimated payments to our NEOs upon termination by the Company without cause or by the executive for good reason following a change of control or upon death or disability after a change of control. The value of accelerated restricted stock equivalents and performance awards reflects a stock price of $43.58 (the closing price of our common stock on the last trading day of fiscal 2019). Stock market declines and vesting and forfeitures of unvested restricted stock equivalents since September 30, 2019 are not reflected in these valuations. Upon a change of control, retirement benefits under the executive savings investment plan vest to the extent not already vested.

Name	Cash Severance	Retirement Benefits	Accelerated Vesting of Restricted Stock Equivalent Awards	Benefits (1)	Excise Tax Reduction	Total
A.R. Hoskins	$9,237,959	$0	$10,405,215	$30,947	$ 0	$19,674,121
M.S. LaVigne	$4,338,365	$0	$ 3,573,054	$28,530	$ 0	$ 7,939,949
T.W. Gorman	$2,591,615	$0	$ 1,850,282	$29,459	$-938,020(2)	$ 3,533,336
G.T. Kinder	$2,077,168	$0	$ 2,119,388	$30,230	$ 0	$ 4,226,786
E.K. Boss	$2,001,111	$0	$ 1,505,315	$19,494	$ 0	$ 3,525,920

(1) Amounts in this column include health insurance, dental insurance and life insurance.

(2) Under Internal Revenue Code Section 280G, executive officers will incur an excise tax on portions of these payments if the parachute value of payments due upon certain events, including a termination of employment, exceeds a specified threshold in connection with a change of control. The Company determines whether a named executive officer is better off receiving the full payment due and paying the excise tax or receiving a reduced payment that falls just below the excise tax threshold, which is referred to as a "best of net" provision. For this hypothetical payment as of September 30, 2019, it has been estimated that Mr. Gorman would be better off receiving the reduced payout. The other named executive officers are better off receiving the full payment and paying the excise tax.

CEO Pay Ratio

We believe that compensation must be competitive in the marketplace for the role, internally consistent, and equitable in order to motivate our colleagues to deliver consistent and sustainable operating results for our shareholders.

We identified our median colleague using data as of September 30, 2019, by examining individuals employed by us as of that date, the (i) projected base or wage compensation, projected recurrent cash allowances, and actual cash bonus payments for permanent colleagues, and (ii) actual base or wage compensation, actual recurrent cash allowances, and actual cash bonus payments for temporary colleagues.

As permitted by the SEC rules, we are excluding from our CEO pay ratio approximately 3,500 colleagues who were previously employed by the global auto care and global battery and lights businesses of Spectrum Brands Holdings, Inc. which we acquired during fiscal 2019. Additionally, of the remaining 4,000 colleagues, under the de minimis exception to the Dodd-Frank Act reporting rules, we excluded 128 colleagues based in Malaysia and 61 colleagues based in the Philippines, which represented approximately 4.78% of the Company's total colleague population (exclusive of the colleagues who were previously employed by Spectrum Brands Holdings, Inc.) as of September 30, 2019. Therefore, an aggregate population of approximately 3,800 colleagues, whether employed on a full-time or part-time basis, was considered in determining our median employee.

We estimate that the compensation of our Chief Executive Officer in fiscal 2019 was approximately 192 times the median of the annual total compensation of all of our other colleagues.

The SEC's rules for identifying the median compensated employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, apply certain exclusions, and make reasonable estimates and assumptions that reflect their employee populations and compensation practices. As a result, the pay ratio reported by other companies, including our compensation peer group, may not be comparable to the pay ratio reported above.

	CEO to Median Colleague Pay Ratio	
	CEO	Median Employee
Annual Total Compensation	$6,814,918	$35,464

Omnibus Incentive Plan

You are being asked to approve the Energizer Holdings, Inc. Omnibus Incentive Plan ("Plan") at the Annual Shareholders' Meeting to be held on January 27, 2020. The Plan replaces and supersedes the 2015 Energizer Holdings, Inc. Equity Incentive Plan ("2015 Plan"). A copy of the Plan is attached as **Appendix B** hereto. Upon approval of the Plan, no new awards will be granted under the 2015 Plan, though the terms of the 2015 Plan will continue to govern all awards granted under that plan. Shares of our stock that are subject to outstanding awards under the 2015 Plan that expire, are forfeited or otherwise terminate unexercised may be subject to new awards under the Plan. Likewise, shares of stock that were available for grant under the 2015 Plan's share reserve as of November 29, 2019 will be added to this Plan's share reserve and may be subject to new awards under the Plan.

The Board unanimously recommends the shareholders approve the Plan Proposal. The Plan is designed to provide a means by which the Company may attract and retain key individuals and to provide a means by which such individuals can acquire ownership in our Company and earn incentive compensation.

PROPOSAL 4

Approval of the Omnibus Incentive Plan

✓ The Board recommends a vote **FOR** this proposal.

Share Reservation

The following table summarizes the number of shares that would be authorized after November 29, 2019 if this Proposal is approved.

Outstanding RSUs & PSUs (at maximum payout) as of September 30, 2019(1)	RSUs and PSUs (at maximum payout) granted in November 2019)(2)	RSUs and PSUs vested in November 2019	RSUs & PSUs Forfeited	RSUs and PSUs (at maximum payout) outstanding as of November 29, 2019(3)	Shares Available for new grants as of November 29, 2019(4)	Additional Shares requested under this proposal	Total Shares Authorized for issuance after November 29, 2019 (if Proposal approved)
1,863,214	828,230	573,653	1,140	2,116,651	300,808	6,500,000	6,800,808

(1) Assumes PSUs outstanding as of November 29, 2019 vest at maximum payout level.
(2) This is the additional number of shares that would be issued if PSUs outstanding as of November 29, 2019 converted at 200% of the target amount upon vesting.
(3) There are no outstanding options under the 2015 Plan.
(4) PSUs and RSUs granted go against the reserve at a 2:1 ratio.

The closing price of our stock as reported by the New York Stock Exchange on November 29, 2019 was $49.89 per share and a total of 69,241,715 shares of our common stock were outstanding.

Key Features of the Omnibus Incentive Plan

- The Plan allows us to grant a variety of types of awards, including: options, stock appreciation rights ("SARs"), restricted stock and restricted stock units (time-based or performance-based), other stock awards and cash-based awards.
- The Plan provides for administration by our Human Capital Committee, though our Board exercises discretion with respect to awards granted to directors.
- Except for director awards, the Plan has a minimum vesting period of not less than one year, though the Human Capital Committee may grant awards of up to 5% of the shares authorized under the Plan with a shorter vesting or exercise period.
- The Plan does not contain a "liberal" change of control definition.
- Awards vest upon a change of control and involuntary termination (double-trigger) or if a buyer of our business does not assume outstanding awards.
- Awards are subject to our general clawback policy and our anti-hedging and anti-pledging policy (the Plan makes reference to these policies).
- The Plan places caps on annual amounts granted with respect to options, SARs, performance-based and time-based awards, cash bonus awards and non-employee director grants.
- The Plan restricts the recycling of shares under options and SARs.
- Dividends or dividend equivalents are not payable with respect to options and SARs, and dividends or dividend equivalents may not be paid on unearned shares of restricted stock or restricted stock equivalent awards.
- Awards other than options and SARs are counted against the share reserve in a 2-to-1 ratio.
- The Plan prohibits the repricing of any options, SARs or other stock-based award absent shareholder approval.
- The Plan has flexible share usage provisions.

GRANT PRACTICES

The Company has a history of granting restricted stock units (also known as restricted stock equivalents) to our executives and our non-management directors. Restricted stock units ("RSUs"), as full-value awards, are less dilutive to shareholders than stock options or SARs as the Company may grant fewer of such awards to achieve the intended economic effect. Awards granted to our executives generally condition vesting of the majority of the award on the achievement of Company performance targets over three years, and continued employment with the Company over the same period as a condition to vesting of the remainder of the award. Non-management directors receive annual grants which generally vest after one year. We do not anticipate making any material changes in our grant practices.

Our gross average share usage rate, sometimes referred to as burn rate, over the three years ended September 30, 2019 (calculated as equity-based awards granted under our equity compensation plan for the relevant year, divided by average basic common shares outstanding for that year) is approximately 1.1%. Based on the gross average share usage rate of 1.1%, the 6,500,000 shares available for future grants under the Plan should enable us to continue to grant equity as a portion of employee compensation for the next four to five years. The following data, as disclosed in our Annual Reports on Form 10-K for fiscal years 2017-2019, was used for the burn rate calculation for the last three years:

Fiscal Year	Options Granted	Full-Value Shares Granted	Weighted-Average Number of Common Shares Outstanding, Basic	Share-Based Burn Rate
2019	—	500,000	66,400,000	0.75%
2018	—	900,000*	59,800,000	1.51%
2017	—	700,000	61,700,000	1.13%

* 2018 includes approximately 200,000 shares granted in connection with an unfunded deferred compensation plan that was modified to be paid out in shares rather than cash.

The potential dilution resulting from issuing all of the 6,500,000 shares authorized under the Plan, combined with (i) shares subject to outstanding awards under the 2015 Plan and (ii) shares that were available for future grants under the 2015 Plan which will be rolled into the Plan's share reserve would be 11.5% on a fully-diluted basis as of November 29, 2019. No additional awards will be made under the 2015 Plan upon approval of the Plan by shareholders.

FORECASTED SHARE USAGE

Awards under the Plan are determined by the Human Capital Committee, with respect to executive awards, and by our Board with respect to director grants, in its discretion. It is therefore not possible to predict the awards that will be made to particular officers, employees or directors in the future under the Plan. Pursuant to our current director compensation program, our non-management directors are awarded RSUs representing $145,000 per year.

SUMMARY OF THE OMNIBUS INCENTIVE PLAN

We adopted the Plan on November 11, 2019, subject to and effective upon the approval of our shareholders. The following is a summary of the material aspects of the Plan. This summary is subject to the more complete description of the terms and conditions of the Plan contained in the full text of the plan document, which is attached hereto as **Appendix B**.

Purpose

The purpose of the Plan is to provide a means through which we and our affiliates may attract capable persons to enter and remain in our employ and to provide a means whereby our employees, directors, advisors and consultants can acquire and maintain ownership of our common stock, thereby strengthening their commitment to our welfare, the welfare of our affiliates and promoting a common interest between shareholders and these individuals. The Plan is an omnibus document authorizing the establishment of sub-plans which enables us to offer awards to our employees in non-U.S. jurisdictions, subject to compliance with local laws applicable to the offering of awards to such employees.

Administration

The Plan is generally administered by our Human Capital Committee. It is required that the directors appointed to serve on the committee be "independent directors," as determined under the NYSE rules, as well as "Non-Employee Directors," within the meaning of Rule 16b-3 under the Exchange Act. Subject to the terms of the Plan, the Human Capital Committee has the authority to grant awards, to determine the number of shares of our common stock for which each award may be granted and to determine any terms and conditions pertaining to the exercise, vesting or forfeiture of each award. The Human Capital Committee has the power, in its sole discretion, to accelerate the exercisability or vesting of any award and to remove any restriction on any restricted stock or RSU granted under the Plan. The committee also has full power to construe and interpret the Plan and any award agreement executed pursuant to the Plan and to establish, amend, suspend or waive any rules for the proper administration of the Plan. The determination of the Human Capital Committee on all matters relating to the Plan or any award agreement will be conclusive.

To the extent awards are granted to our directors, our Board will determine the amount, type and terms of each award granted, and in those cases, references in this summary to the Human Capital Committee will mean instead our Board as the context requires.

Eligibility

Our officers, employees, directors, advisors and consultants and those of our subsidiaries or affiliates (a total of approximately 8 officers, 10 board members and 369 colleagues totaling 387 eligible individuals) are eligible to be designated as participants under the Plan. The Human Capital Committee and our Board have the authority to determine the participants to whom awards will be granted.

Number of Shares Authorized

Under the Plan, awards for a total of (x) the number of shares of our common stock available for grant under the 2015 Plan as of November 29, 2019 plus (y) 6,500,000 new shares of our common stock, may be granted in the aggregate. As of November 29, 2019, 300,808 shares were still available for grant under the 2015 Plan. As of November 29, 2019, we had outstanding 2,116,651 full value awards (i.e., RSUs) of common stock under our 2015 Plan; no options or SARs are outstanding under that plan. Any shares of our stock subject to an award under our 2015 Plan that expires, is forfeited, otherwise terminates, or is settled in cash, will again be available for future grant under this Plan. Awards other than options and SARs will be counted against the reserve in a 2-to-1 ratio.

Any dividends or dividend equivalents paid in cash in connection with outstanding awards, shares subject to an award that is forfeited, cancelled, terminated, expires or lapses for any reason, shares and awards granted through the settlement, assumption, or substitution of outstanding awards previously granted, or through obligations to grant future awards, as a result of a merger, consolidation, spin-off or acquisition of the employing company with or by us will not be applied to the share limitation described above. Awards payable in cash will not be counted against the share reserve unless actual payment is made in shares of our stock. If an award is to be settled in cash, the number of shares on which the award is based will not be counted against the share reserve unless payment is made in shares rather than cash.

In addition, other than with respect to options and SARs, shares delivered or withheld in satisfaction of the purchase price or applicable tax withholding obligations with respect to an award (including awards granted under our 2015 Plan) will also be available for future grants.

With respect to options and SARs, shares delivered or withheld in satisfaction of the purchase price or applicable tax withholding obligations with respect to an award (including awards granted under our 2015 Plan), shares subject to SARs (including SARs granted under our 2015 Plan) that are not issued in connection with its stock settlement or exercise, and shares reacquired by us on the open market or otherwise using cash proceeds from the exercise of options (including options awarded under our 2015 Plan) will not be available for future grants.

Plan Term

The Plan will have a term of 10 years from the date it is approved by our shareholders and no further awards may be granted after that date.

Terms and Conditions of Awards

Under the Plan, the Human Capital Committee is authorized to grant awards of nonqualified stock options (“NSOs”), incentive stock options (“ISOs”), SARs, restricted stock, RSUs (including PSUs), stock bonus awards, cash bonus awards or performance based awards. Our Board may grant NSOs, SARs, restricted stock, RSUs, and stock bonus awards to our directors.

Options. Options to purchase shares of common stock are either “qualified,” meaning they are intended to satisfy the requirements of Section 422 of the Internal Revenue Code (“Code”) for incentive stock options, or “nonqualified,” meaning they are not intended to satisfy the requirements of Section 422 of the Code. An option provides a participant with the right to purchase, within a specified period of time, a stated number of shares of our common stock at the price specified in the award agreement. Options granted under the Plan will be subject to the terms, including the exercise price and the conditions and timing of exercise, not inconsistent with the Plan, determined by the Human Capital Committee and specified in the applicable award agreement. The maximum term of an option granted under the Plan will be ten years from the date of grant (or five years in the case of an ISO granted to a 10.0% shareholder).

The exercise price per share paid by a participant will be determined by the Human Capital Committee at the time of grant but will not be less than 100.0% of the fair market value of one share on the date the option is granted (or no less than 110.0% of such fair market value in the case of an ISO granted to an employee who is a 10.0% shareholder), with the exception of options granted as substitute awards. Payment in respect of the exercise of an option may be made in cash, except that the Human Capital Committee may, in its discretion, allow such payment to be made by surrender of unrestricted shares of our common stock (at their fair market value on the date of exercise), or by such other method as the committee may determine and that is permitted by law. The Human Capital Committee may, in its discretion and to the extent permitted by law, allow such payment to be made through a broker-assisted cashless exercise mechanism. In no event are dividends or dividend equivalents payable with respect to any option award.

SARs. A SAR is a contractual right that allows a participant to receive, either in the form of cash, shares of our common stock or both, the appreciation, if any, in the value of one share of our common stock over a certain period of time. An option granted under the Plan may include SARs, either on the date of grant or, except in the case of an ISO, by subsequent amendment. The Human Capital Committee may also award SARs to a participant independent of the grant of an option. SARs granted in connection with an option will become exercisable, be transferable and will expire according to the same vesting schedule, transferability rules and expiration provisions as the corresponding option. If SARs are granted independent of an option, the SARs will become exercisable, be transferable and will expire in accordance with the vesting schedule, transferability rules and the expiration provisions established by the committee and reflected in the award agreement. In no event are dividends or dividend equivalents payable with respect to any SAR award.

Restricted Stock. An award of restricted stock is a grant of shares subject to conditions and restrictions set by the Human Capital Committee. The grant or the vesting of an award of restricted stock may be conditioned upon service to us or our affiliates or upon the attainment of performance goals or other factors, as determined in the discretion of the committee. The Human Capital Committee may also, in its discretion, provide for the lapse of restrictions imposed upon an award of restricted stock. Holders of an award of restricted stock will have, with respect to the restricted stock granted, all of the rights of a shareholder, including the right to vote and to receive dividends; however, any dividends paid with respect to unvested shares will be withheld by the Company and only paid (without interest) to the participant if the underlying shares become vested.

Restricted Stock Units. An award of RSUs is a grant valued in terms of our common stock. The Human Capital Committee establishes the terms, conditions and restrictions applicable to each award in an award agreement, including the time or times at which awards will be granted or vested and the number of "units" to be covered by each award; a "unit" represents one share of our common stock. To the extent provided in an award agreement, each unit awarded to a participant will be credited with an amount equal to the cash or stock dividends paid by the Company in respect of one share of our common stock ("dividend equivalents"). Dividend equivalents will be withheld by us for the participant's account. Upon expiration of the vesting period with respect to any units covered by an award, we will deliver to the participant (i) one share of our common stock or, at the election of the Human Capital Committee, an amount in cash equal to the fair market value of that number of shares at the expiration of the period over which the units are to be earned with respect to which the vesting period has expired, and (ii) cash or shares of common stock equal to the dividend equivalents credited with respect to each unit. Interest will not be credited on any dividend equivalents withheld.

Stock Bonus Awards. The Human Capital Committee may, in its discretion, grant an award of unrestricted shares of our common stock, including, without limitation, fully-vested deferred stock units, either alone or in tandem with other awards, under such terms and conditions as the committee in its sole discretion may decide. A stock bonus award will be granted as, or in payment of, a bonus, or to provide special incentives or recognize special achievements or contributions.

Cash Bonus Awards. The Human Capital Committee may grant cash bonus awards. Any such award may be subject to a performance period, performance goals or such other terms and conditions as the committee, in its sole discretion, may decide.

Performance-Based Awards. The Human Capital Committee may grant any award under the Plan in the form of a PSU (including a cash bonus award) by conditioning the vesting of the award on the satisfaction of one or more performance goals, including but not limited to: earnings per share, net earnings per share or growth in such measures, revenue, net revenue, income, net income or growth in revenue or income (all either before or after taxes), return measures (including, but not limited to, return on assets, capital, investment, equity, revenue or sales), cash flow return on investments which equals net cash flows divided by owners' equity, controllable earnings (a division's operating profit, excluding the amortization of goodwill and intangible assets, less a charge for the interest cost for the average working capital investment by the division), operating earnings or net operating earnings, costs or cost control measures, share price (including, but not limited to, growth measures), total shareholder return (stock price appreciation plus dividends), economic value added, EBITDA, operating margin or growth in operating margin, market share or growth in market share, cash flow, cash flow from operations, free cash flow, or growth in such measures, sales revenue or volume or growth in such measures, gross margin or growth in gross margin, productivity, brand contribution, product quality, corporate value measures, goals related to acquisitions, divestitures or customer satisfaction, diversity, index comparisons, debt-to-equity or debt-to-stockholders' equity ratio, working capital, risk mitigation, sustainability and environmental impact, employee retention, expense or expense control measures (including, but not limited to average unit cost, selling, general, and administrative expenses), and any other objective or subjective criterion or criteria that the committee may select from time to time.

Performance may be measured on an individual, corporate group, business unit, subsidiary, division, department, region, function, market, or consolidated basis and may be measured absolutely, relatively to our peers, or with a performance goal established by combining two or more performance goals. In establishing the performance goals, the committee may provide that the performance goals will be adjusted to account for the effects of acquisitions, divestitures, extraordinary dividends, stock split-ups, stock dividends or distributions, issuances of any targeted stock, recapitalizations, warrants or rights issuances or combinations, exchanges or reclassifications with respect to any outstanding class or series of common stock, or a corporate transaction, any consolidation of the Company and another corporation into another corporation, any separation of the Company or its business units (including a spinoff or other distribution of stock or property by the Company), any reorganization of the Company or any partial or complete liquidation by the Company, or sale of all or substantially all of the assets of the Company, or exclusion of non-consolidated subsidiaries, or measures intended to account for variations in the exchange rate between foreign currencies and budgeted exchange rates, or other extraordinary items, or any other event or circumstance the committee deems appropriate. The Human Capital Committee, in its discretion, may adjust any earned award.

Stock-Related Deferred Compensation

The Human Capital Committee may, in its discretion, permit the deferral of payment of an employee's award in the form of either common stock or common stock equivalents (with each such equivalent corresponding to a share of our common stock), under such terms and conditions as it may prescribe in the award agreement or a separate election form, or pursuant to the terms of any deferred compensation plan under which such common stock equivalents may be granted. In addition, the committee may, in any fiscal year, provide for an additional matching deferral to be credited to an employee's account under any such deferred compensation plan. The committee may also permit hypothetical account balances of other cash or mutual fund equivalents maintained pursuant to any such deferred compensation plan to be converted, at the discretion of the participant, into the form of common stock equivalents, or to permit common stock equivalents to be converted into account balances of such other cash or mutual fund equivalents, upon the terms set forth in such plans as well as such other terms and conditions as the committee may, in its discretion, determine. The Human Capital Committee may, in its discretion, determine whether any deferral in the form of common stock equivalents, including deferrals under the terms of any deferred compensation plan of ours, will be paid on distribution in the form of cash or in shares of our stock. Any such deferrals are intended to comply with Section 409A of the Code.

Annual Limits

- The maximum number of shares of common stock that may be subject to options and/or SARs during any fiscal year may not exceed 1,000,000 shares.
- The maximum number of shares of common stock that may be subject to performance-based awards granted to an individual during any fiscal year is limited to 1,000,000 shares (or the cash equivalent).
- The maximum number of shares of common stock that may be subject to time-based awards granted to an individual during any fiscal year is limited to 1,000,000 shares (or the cash equivalent).
- The maximum amount payable in any fiscal year to any participant pursuant to a cash bonus under our Plan is $10,000,000.
- The maximum number of shares of common stock subject to awards granted during a single calendar year to any director, taken together with any cash fees paid during the calendar year, in respect of such director's service as a member of our Board, shall not have an aggregate fair market value in excess of $1,000,000 (determined as of the date of grant).

Awards granted in a fiscal year but cancelled during that same year will continue to be applied against the annual limit for that year, despite cancellation.

Impact of Recapitalization

In the event of changes in the outstanding stock or capital structure of the Company (such as a stock split, recapitalization or other transactions or events as described in the Plan), awards granted under the Plan as well as the maximum number of shares of our common stock which may be delivered under the Plan or to any one individual, will be subject to adjustment or substitution, as determined by the Human Capital Committee in its sole discretion, as to the number, price or kind of a share of common stock or other consideration subject to such award, or as otherwise determined by the committee to be equitable.

No Repricing

Other than in connection with equitable adjustments for certain corporate events or in connection with a change of control, the Plan prohibits the repricing of options, SARs or other stock-based awards granted under the Plan and the cash buyout of underwater options, SARs or other stock-based awards without shareholder approval.

Minimum Vesting

Except for director awards, awards settled in shares of our common stock must have a minimum vesting or exercise schedule of not less than one year, though the Human Capital Committee may grant awards of up to 5 percent of the shares authorized under the Plan with a shorter vesting or exercise period. This limitation does not preclude the Human Capital Committee from granting awards that vest or become exercisable earlier due to circumstances such as death, retirement, or involuntary termination of employment, or the achievement of performance objectives over a period of at least one year.

Change of Control

Awards held by a participant who is involuntarily terminated within 12 months following a change of control or who is terminated in contemplation of a change of control shall become fully vested and immediately exercisable, any restricted period will end at the time of such termination, and all incomplete performance periods will end on the date of such change of control. The Human Capital Committee will determine the extent to which performance goals with respect to an award have been met based upon such audited or unaudited financial information then available, as it deems relevant, cause to be paid to the applicable participant partial or full awards with respect to performance goals for each award based upon the committee's determination of the degree of attainment of performance goals, and cause the award, if previously deferred, to be settled in full as soon as possible.

The Human Capital Committee may, in its discretion, cancel any outstanding vested award and pay the holder in cash and/or stock the value of the award based on the price per share of common stock received by other shareholders in connection with the change of control. The Plan further requires automatic vesting if a buyer of our business does not assume outstanding awards.

280G Modified Cutback. In the event any payment or the value of any benefit received or to be received by a participant in connection with or contingent upon a change of control is determined, under Plan provisions, to be subject to an excise tax imposed by Section 4999, then we will reduce the aggregate amount of the payments payable to the participant so that no excise tax will be payable by the individual and the payments will not cease to be deductible by us by reason of Section 280G of the Code. However, we will not reduce the aggregate amount of the payments payable to the participant if the after-tax amount of the unreduced payments is greater than the after-tax amount that would have been paid had we reduced the payments in accordance with the foregoing sentence.

Clawback, Non-Compete, and Hedging/Pledging Restrictions

Awards will be subject to:

- Deduction and clawback pursuant to applicable laws, regulations, stock exchange listing requirements, and our Company policy.
- Forfeiture if a participant engages in competition with the Company.
- The Company's hedging and pledging policy.

Transferability

Generally, each award may be exercised during the participant's lifetime only by the participant or, if permissible under applicable law, by the participant's guardian or legal representative, and such award may not be assigned, alienated, pledged, attached, sold or otherwise transferred or encumbered by a participant other than by will or by the laws of descent and distribution.

The Human Capital Committee may, in its discretion, however, provide that awards granted under the Plan that are not ISOs may be transferred by a participant without consideration to certain “permitted transferees”, pursuant to the terms of the Plan and rules adopted by the committee.

Amendment

Our Board may amend, suspend, or terminate the Plan or any portion thereof at any time. No such action may be taken, however, without shareholder approval if such approval is necessary to comply with any regulatory requirement and no such action that would impair any rights under any previous award will be effective without the consent of the person to whom such award was made. In addition, the Human Capital Committee is authorized to amend the terms of any award granted under the Plan if the amendment would not impair the rights of any participant without his or her consent.

U.S. Federal Income Tax Consequences

The following is a general summary of the material U.S. federal income tax consequences of the grant, exercise and vesting of awards under the Plan and the disposition of shares acquired pursuant to the exercise or settlement of such awards and is intended to reflect the current provisions of the Code and the regulations thereunder. This summary is not intended to be a complete statement of applicable law, nor does it address foreign, state, local and payroll tax considerations. Moreover, the U.S. federal income tax consequences to any particular participant may differ from those described herein by reason of, among other things, the particular circumstances of such participant.

Options. The Code requires that, for treatment of an option as a qualified option (ISO), shares of our common stock acquired through the exercise of a qualified option cannot be disposed of before the later of (i) two years from the date of grant of the option, or (ii) one year from the date of exercise. Holders of qualified options will generally incur no federal income tax liability at the time of grant or upon exercise of those options. However, the spread at exercise will be an “item of tax preference,” which may give rise to “alternative minimum tax” liability for the taxable year in which the exercise occurs. If the holder does not dispose of the shares before two years following the date of grant and one year following the date of exercise, the difference between the exercise price and the amount realized upon disposition of the shares will constitute long-term capital gain or loss, as the case may be. Assuming both holding periods are satisfied, no deduction will be allowed to us for federal income tax purposes in connection with the grant or exercise of the qualified option. If, within two years following the date of grant or within one year following the date of exercise, the holder of shares acquired through the exercise of a qualified option disposes of those shares, the participant will generally realize taxable compensation at the time of such disposition equal to the difference between the exercise price and the lesser of the fair market value of the share on the date of exercise or the amount realized on the subsequent disposition of the shares, and that amount will generally be deductible by us for federal income tax purposes, subject to the possible limitations on deductibility under Sections 280G and 162(m) of the Code for compensation paid to executives designated in those Sections. Finally, if an otherwise qualified option becomes first exercisable in any one year for shares having an aggregate value in excess of $100,000 (based on the grant date value), the portion of the qualified option in respect of those excess shares will be treated as a nonqualified stock option for federal income tax purposes. No income will be realized by a participant upon grant of a nonqualified stock option. Upon the exercise of a nonqualified stock option, the participant will recognize ordinary compensation income in an amount equal to the excess, if any, of the fair market value of the underlying exercised shares over the option exercise price paid at the time of exercise, and the participant’s tax basis will equal the sum of the compensation income recognized and the exercise price. We will be able to deduct this same amount for U.S. federal income tax purposes, but such deduction may be limited under Sections 280G and 162(m) of the Code for compensation paid to certain executives designated in those Sections. In the event of a sale of shares received upon the exercise of a nonqualified stock option, any appreciation or depreciation after the exercise date generally will be taxed as capital gain or loss and will be long-term gain or loss if the holding period for such shares is more than one year.

SARs. No income will be realized by a participant upon grant of a SAR. Upon the exercise of a SAR, the participant will recognize ordinary compensation income in an amount equal to the fair market value of the payment received in respect of the SAR. We will be able to deduct this same amount for U.S. federal income tax purposes, but such deduction may be limited under Sections 280G and 162(m) of the Code for compensation paid to certain executives designated in those Sections.

Restricted Stock. A participant will not be subject to tax upon the grant of an award of restricted stock unless the participant otherwise elects to be taxed at the time of grant pursuant to Section 83(b) of the Code. On the date an award of restricted stock becomes transferable or is no longer subject to a substantial risk of forfeiture, the participant will have taxable compensation equal to the difference between the fair market value of the shares on that date over the amount the participant paid for such shares, if any, unless the participant made an election under Section 83(b) of the Code to be taxed at the time of grant. If the participant made an election under Section 83(b), the participant will have taxable compensation at the time of grant equal to the difference between the fair market value of the shares on the date of grant over the amount the participant paid for such shares, if any. If the election is made, the participant will not be allowed a deduction for the value of any shares which may be subsequently forfeited. Special rules apply to the receipt and disposition of restricted shares received by officers and directors who are subject to Section 16(b) of the Exchange Act. We will be able to deduct, at the same time as it is recognized by the participant, the amount of taxable compensation to the participant for U.S. federal income tax purposes, but such deduction may be limited under Sections 280G and 162(m) of the Code for compensation paid to certain executives designated in those Sections.

Restricted Stock Units. A participant will not be subject to tax upon the grant of RSUs. Rather, upon the delivery of shares or cash pursuant to the award, the participant will have taxable compensation equal to the fair market value of the number of shares (or the amount of cash) the participant actually receives with respect to the award. We will be able to deduct the amount of taxable compensation to the participant for U.S. federal income tax purposes, but the deduction may be limited under Sections 280G and 162(m) of the Code for compensation paid to certain executives designated in those Sections.

Stock Bonus Awards. A participant will have taxable compensation equal to the difference between the fair market value of the shares on the date the award is made over the amount the participant paid for such shares, if any. We will be able to deduct, at the same time as it is recognized by the participant, the amount of taxable compensation to the participant for U.S. federal income tax purposes, but such deduction may be limited under Sections 280G and 162(m) of the Code for compensation paid to certain executives designated in those Sections.

Cash Bonus Awards. A participant will have taxable compensation at the time a cash bonus is earned and paid. We will be able to deduct the amount of taxable compensation to the participant for U.S. federal income tax purposes, but the deduction may be limited under Sections 280G and 162(m) of the Code for compensation paid to certain executives designated in those Sections.

New Plan Benefits

It is not possible at this time to determine the benefits that will be received by executive officers, by other employees or by outside directors under the Plan if the Plan is approved by the shareholders. Such benefits will depend on future actions of the Human Capital Committee or the Board, the fair market value of our common stock at various future dates, the extent to which performance goals set by the committee are met, and/or the individual performance of the particular executive officer or employee.

EQUITY COMPENSATION PLAN INFORMATION

The following table gives information about the Company's common stock that may be issued upon the exercise of options, warrants and rights under all of the Company's existing equity compensation plans as of September 30, 2019:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (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 (1), and as Noted Below) (3)
Equity compensation plans approved by security holders	1,233,054	N/A	3,215,308
Equity compensation plans not approved by security holders	None	N/A	None
Total	1,233,054	N/A	3,215,308

(1) The number of securities to be issued upon exercise of outstanding options, warrants and rights shown above, as of September 30, 2019, includes 1,233,054 restricted stock equivalents which have been granted under the terms of the 2015 Plan (including our former parent company stock awards reissued and converted into Energizer stock awards in connection with the Spin-Off). This number reflects target payout on performance awards. If the awards were to pay out at stretch, the number of securities to be issued upon issuance would be 1,863,214. As of November 25, 2019, of the outstanding stock equivalents granted, approximately 574,000 have vested and converted into outstanding shares of our common stock. An additional 521,000 restricted stock equivalents have been granted, including 206,000 performance shares granted at target payout.

(2) The weighted average exercise price does not take into account securities which will be issued upon conversion of outstanding restricted stock equivalents.

(3) This number only reflects securities available under the 2015 Plan. Under the terms of that plan, any awards other than options, phantom stock options or stock appreciation rights are to be counted against the reserve available for issuance in a 2 to 1 ratio. This number reflects the target equivalents that could potentially be paid out. If payout numbers were at stretch, the number of shares available for issuance would be 1,954,988.

Additional Information

STOCK OWNERSHIP INFORMATION

Five Percent Owners of Common Stock

The following table shows, as of November 29, 2019, the holdings of the Company's common stock by any entity or person known to the Company to be the beneficial owner of more than 5% of the outstanding shares of the Company's common stock:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class Outstanding (1)
The Vanguard Group 100 Vanguard Blvd., Malvern, PA 19355	5,611,039(2)	9.36%
BlackRock, Inc. 55 East 52nd Street, New York, NY 10055	5,384,274(3)	9.0%
Spectrum Brands Holdings, Inc. 3001 Deming Way, Middleton, WI 53562	5,278,921(4)	8.1%
J.P. Morgan Chase & Co. 270 Park Avenue, New York, NY 10017	4,754,685(5)	7.9%
Ceredex Value Advisors, LLC 301 E. Pine St., Suite 500, Orlando, FL 32801	4,016,377(6)	6.71%
Aqua Capital, Ltd Wickhams Cay 1 Vanterpool Plaza, 2nd Floor Road Town, Tortola D8, British Virgin Islands	3,460,000(7)	5.02%

(1) On November 29, 2019, there were 69,241,715 shares of the Company's common stock outstanding.

(2) As reported in a statement on Schedule 13G/A filed with the SEC on February 11, 2019, The Vanguard Group and related entities reported, as of December 31, 2018, sole voting power over 30,751 of such shares, shared voting power over 8,364, sole dispositive power over 5,577,540 of such shares and shared dispositive power over 33,499 of such shares.

(3) As reported in a statement on Schedule 13G/A filed with the SEC on February 4, 2019, BlackRock, Inc. and related entities reported, as of December 31, 2018, sole voting power over 5,143,406 of such shares and sole dispositive power over 5,384,274 of such shares.

(4) As reported in a statement on Schedule 13G filed with the SEC on February 7, 2019, Spectrum Brands Holdings, Inc. and related entities reported, as of January 28, 2019, shared voting power over 5,278,921 of such shares and shared dispositive power over 5,278,921 of such shares.

(5) As reported in a statement on Schedule 13G/A filed with the SEC on January 24, 2019, J.P. Morgan Chase & Co. and related entities reported, as of December 31, 2018, sole voting power over 4,644,248 of such shares, shared voting power over 24 of such shares, sole dispositive power over 4,754,661 of such shares and shared power to dispose or to direct the disposition over 24 of such shares.

(6) As reported in a statement on Schedule 13G filed with the SEC on February 5, 2019, Ceredex Value Advisors, LLC. and related entities reported, as of December 31, 2018, sole voting power over 3,406,577 of such shares and sole dispositive power over 3,406,577 of such shares.

(7) As reported in a statement on Schedule 13G filed with the SEC on October 11, 2019, Aqua Capital, Ltd. and related entities reported, as of October 8, 2019, shared voting power over 3,460,000 of such shares and shared dispositive power over 3,460,000 of such shares.

Ownership of Directors and Executive Officers

The table below contains information regarding beneficial common stock ownership of directors, nominees and executive officers as of November 29, 2019. It does not reflect any changes in ownership that may have occurred after that date.

In general, “beneficial ownership” includes those shares a director or executive officer has the power to vote or transfer, as well as shares owned by immediate family members that reside with the director or executive officer. Unless otherwise indicated, directors and executive officers named in the table below have sole voting and investment power with respect to the shares set forth in the table and none of the stock included in the table is pledged. The table also indicates shares that may be obtained within 60 days upon the exercise of options, or upon the conversion of vested stock equivalents into shares of common stock.

Directors and Executive Officers	Shares Beneficially Owned	Stock Equivalents held in the Deferred Compensation Plan	% of Shares Outstanding (A) (*denotes less than 1%)
Carlos Abrams-Rivera	0	0	*
Bill G. Armstrong	28,145(C)	48,892	*
Cynthia J. Brinkley	15,909(C)	4,015	*
Rebecca C. Frankiewicz	0	0	*
Alan R. Hoskins	385,179(C)	0	*
Kevin J. Hunt	15,909(C)	0	*
James C. Johnson	18,801(C)	179	*
John E. Klein	33,241(C)	22,311	*
W. Patrick McGinnis	39,862(C)	17,866	*
Patrick J. Moore	15,909(C)	0	*
J. Patrick Mulcahy	569,399(B)(C)	107,134	*
Nneka L. Rimmer	3,206(C)	0	*
Robert V. Vitale	23,944(C)	5,020	*
Emily K. Boss	42,431(C)	0	*
Timothy W. Gorman	63,727(C)	0	*
Gregory T. Kinder	61,703(C)	0	*
Mark S. LaVigne	106,084(C)	0	*
All Executive Officers and Directors as a Group (20 persons)	1,465,781(C)	205,417	2.4%

(A) The number of shares outstanding for purposes of this calculation was the number outstanding as of November 29, 2019, equivalents that vest within 60 days, or upon retirement, and the number of stock equivalents held in the deferred compensation plan.

(B) Mr. Mulcahy disclaims beneficial ownership of 12,500 shares of common stock owned by his wife and 111 shares owned by his stepdaughter.

(C) Includes vested stock equivalents which will convert to shares of common stock upon the individual’s retirement, resignation from the Board or termination of employment with the Company. The number of vested stock equivalents credited to each individual executive officer or director is as follows: Ms. Brinkley, 5,589; Mr. Johnson, 16,341; Mr. Klein, 22,941; Mr. Moore, 13,449; Mr. Mulcahy, 20,508 and Mr. Vitale, 3,259. This amount also includes unvested stock equivalents that vest upon a director’s retirement from the Board or upon attainment of certain vesting provisions, in accordance with the time-based restricted stock equivalent awards, upon retirement or termination for the executive officers. The number of unvested stock equivalents credited to each director and executive officer is as follows: Mr. Armstrong, 2,460; Ms. Brinkley, 2,460; Mr. Hoskins, 41,703; Mr. Hunt, 2,460; Mr. Johnson, 2,460; Mr. Klein, 2,460; Mr. McGinnis, 2,460 Mr. Moore, 2,460; Mr. Mulcahy, 2,460; Ms. Rimmer, 2,460 and Mr. Vitale 2,460; Mr. LaVigne, 6,880; Mr. Gorman, 1,164; Mr. Kinder, 2,328; Ms. Boss, 2,328 and all other executive officers, 2,328.

DELINQUENT SECTION 16(a) REPORTS

Section 16(a) of the Securities Exchange Act of 1934 (the “Exchange Act”) requires our directors, executive officers, and anyone holding 10% or more of a registered class of our equity securities (reporting persons) to file reports with the SEC showing their holdings of, and transactions in, Energizer securities. Based solely on a review of copies of such reports, and written representations from each reporting person that no other reports are required, we believe that for 2019 all reporting persons filed the required reports on a timely basis under Section 16(a).

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Our Board has adopted a written policy regarding the review and approval or ratification of transactions involving the Company and our directors, nominees for directors, executive officers, immediate family members of these individuals, and shareholders owning five percent or more of our outstanding common stock, each of whom is referred to as a related party. The policy covers any related party transaction, arrangement or relationship where a related party has a direct or indirect material interest and the amount involved exceeds $100,000 in any calendar year. Under the policy, the Audit Committee is responsible for reviewing and approving, or ratifying, the material terms of any related party transactions. The Audit Committee is charged with determining whether the terms of the transaction are any less favorable than those generally available from unaffiliated third parties and determining the extent of the related party's interest in the transaction.

In adopting the policy, the Board reviewed certain types of related party transactions described below and determined that they should be deemed to be pre-approved, even if the aggregate amount involved might exceed $100,000:

- Officer or director compensation which would be required to be disclosed under Item 402 of the SEC's compensation disclosure requirements, and expense reimbursements to these individuals in accordance with our policy;
- Transactions with another company at which a related party serves as a colleague, director, or holder of less than 10% of that company's outstanding stock, if the aggregate amount involved does not exceed the greater of $1 million or 2% of that company's consolidated gross revenues;
- Charitable contributions to a charitable trust or organization for which a related party serves as a colleague, officer or director, if the annual contributions by us do not exceed the greater of $100,000 or 2% of the organization's total annual receipts; and
- Transactions in which all of our shareholders receive proportional benefits, the rates or charges involved are determined by competitive bids, the transaction involves obtaining services from a regulated entity at rates fixed by law, or the transaction involves bank services as a depositary of funds, transfer agent or registrar, or similar services.

Our legal department is primarily responsible for the development and implementation of processes and procedures to obtain information from our directors and executive officers with respect to related party transactions.

During fiscal 2019, there were no transactions with executive officers, directors or their immediate family members which were in an amount in excess of $100,000, and in which any such person had a direct or indirect material interest.

Transactions Related to the Acquisitions

Following the completion of the Acquisitions, the Company and Spectrum entered into transition service agreements ("TSAs") and reverse TSAs. Under the agreements, the Company and Spectrum will provide each other certain specified back office support services on a transitional basis, including among other things, payroll and other human resource services, information systems as well as accounting support.

During the twelve months ended September 30, 2019, the Company paid $0.2 million to Spectrum related to rent for office space at their Middleton, Wisconsin headquarters. In addition, for the twelve months ended September 30, 2019, the Company incurred expense payable to Spectrum of $16.3 million under the TSAs and Spectrum incurred obligations payable to the Company of $1.4 million under the reverse TSAs.

The Company also entered into a supply agreement with Spectrum, ancillary to the acquisition of the Acquired Auto Care Business that became effective upon the consummation of the acquisition. The supply agreement resulted in expense to the Company of $9.8 million for the twelve months ended September 30, 2019 related to these purchases.

On January 28, 2019, in connection with the closing of acquisition of the Acquired Auto Care Business, the Company entered into a Shareholder Agreement (the "Shareholder Agreement") with Spectrum. The Shareholder Agreement includes, among other things, a 24-month standstill provision from the closing date, registration rights and certain restrictions on Spectrum's ability to transfer any of the Company's common stock or other equity securities, or engage in certain hedging transactions, subject to certain exceptions and limitations contained in the Shareholders Agreement, and certain repurchase rights of the Company. In addition, subject to certain limitations and qualifications contained in the Shareholder Agreement, for a period of 18 months following the closing date, Spectrum will be required to vote in favor of the Board's director nominees and in accordance with the Board's recommendations identified on the Company's proxy or information statement on all other matters at any meeting of the Company's shareholders, including the Annual Meeting.

"Additional information can be found in "Note 21, Related Party Transactions" of the Notes to Consolidated Financial Statements of our Annual Report on Form 10-K for year ended September 30, 2019.

VOTING PROCEDURES

Availability of Proxy Materials

We are furnishing proxy materials to our shareholders primarily via the Internet instead of mailing printed copies of those materials to each shareholder. By doing so, we save costs and reduce the environmental impact of our Annual Shareholders' Meeting. On December 17, 2019, we mailed a Notice of Internet Availability of Proxy Materials to certain of our shareholders. The Notice contains instructions about how to access our proxy materials and vote online or vote by telephone. If you would like to receive a paper copy of our proxy materials, please follow the instructions included in the Notice of Internet Availability of Proxy Materials. If you previously chose to receive our proxy materials electronically, you will continue to receive access to these materials via email unless you elect otherwise.

Who Can Vote

Record holders of Energizer Holdings, Inc. common stock on November 29, 2019 may vote at the meeting. On November 29, 2019, there were 69,241,715 shares of common stock outstanding, each of which entitled the holder to one vote for each matter to be voted on at our Annual Shareholders' Meeting. The shares of common stock held in our treasury will not be voted. Holders of our 7.50% Series A Mandatory Convertible Preferred Stock are not entitled to vote at the meeting.

How to attend the Meeting in Person

You are entitled to attend the Annual Shareholders' Meeting only if you were a shareholder as of the close of business on November 29, 2019, the record date, or hold a valid proxy for the meeting. In order to be admitted to the Annual Shareholders' Meeting, you must present proof of ownership of Energizer stock on the record date. This can be any of the following:

- A brokerage statement or letter from a bank or broker indicating ownership on November 29, 2019
- The Notice of Internet Availability of Proxy Materials
- A printout of the proxy distribution email (if you received your materials electronically)
- A proxy card
- A voting instruction form
- A legal proxy provided by your broker, bank, or nominee

Shareholders and proxy holders must also present a form of photo identification such as a driver's license. We will be unable to admit anyone who does not present identification or refuses to comply with our security procedures.

How to Vote

There are four voting methods for record holders:

Mail	If you choose to vote by mail, complete a proxy card, date and sign it, and return it in the postage-paid envelope provided (if you received a paper copy of the proxy materials) or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.
Telephone	You can vote your shares by telephone by calling 1-800-690-6903 and using the identification code indicated on the Notice Regarding the Availability of Proxy Materials or the proxy card mailed to you. Voting is available 24 hours a day.
Internet	You can also vote via the Internet at www.proxyvote.com. Your identification code for Internet voting is on the Notice Regarding the Availability of Proxy Materials or the proxy card mailed to you, and voting is available 24 hours a day.
Written Ballot	You can vote by submitting a written ballot at the Annual Shareholders' Meeting.

Vote Required; Effect of Abstentions and Broker Non-Votes

The holders of record of shares representing a majority of the voting power of our issued and outstanding shares of common stock entitled to vote at the Annual Shareholders' Meeting, present in person or represented by proxy, will constitute a quorum for the transaction of business.

The shares of a shareholder whose ballot on any or all proposals is marked as "abstain" will be included in the number of shares present at the Annual Shareholders' Meeting to determine whether a quorum is present. If you are the beneficial owner of shares held by a broker or other custodian, you may instruct your broker how to vote your shares through the voting instruction form included with this Proxy Statement. If you wish to vote the shares you own beneficially at the meeting, you must first request and obtain a "legal proxy" from your broker or other custodian. If you choose not to provide instructions or a legal proxy, your shares are referred to as "uninstructed shares". Whether your broker or custodian has the discretion to vote these shares on your behalf depends on the ballot item. The following table summarizes the votes required for passage of each proposal and the effect of abstentions and uninstructed shares held by brokers.

Brokers and custodians can no longer vote uninstructed shares on your behalf in director elections. For your vote to be counted, you must submit your voting instruction form to your broker or custodian.

Item	Votes Required for Approval	Abstentions	Uninstructed Shares
1. Election of Directors	Majority of Voting Power(1)	Vote Against	Not Voted/No Effect
2. Ratification of Appointment of Independent Auditor	Majority of Voting Power(1)	Vote Against	Discretionary Vote
3. Advisory, Non-Binding Vote to Approve Executive Compensation	Majority of Voting Power(1)	Vote Against	Not Voted/No Effect
4. Approval of Omnibus Incentive Plan	Majority of Voting Power(1)(2)	Vote Against	Not Voted/No Effect

(1) "Majority of Voting Power" in table relates to shares present in person or represented by proxy, and entitled to vote on the proposal.
(2) In addition, NYSE rules require approval by a majority of the votes cast.

You may revoke your proxy and change your vote at any time before the voting polls close at our Annual Shareholders' Meeting by submitting a properly executed proxy of a later date, a written notice of revocation (of your previously executed proxy) sent to our Corporate Secretary, or a vote cast in person at our Annual Shareholders' Meeting (however, attending the meeting without voting will not revoke a proxy).

Solicitation of Proxies

The Board of Directors is soliciting the proxy accompanying this Proxy Statement. We will pay the cost of soliciting proxies. Proxies may be solicited by executive officers, directors, and colleagues of the Company, none of whom will receive any additional compensation for their services. Georgeson, LLC may solicit proxies for a fee of $7,500 plus expenses. These solicitations may be made personally or by mail, facsimile, telephone, messenger, email, or the Internet. We will also reimburse banks, brokers and other custodians, nominees and fiduciaries for their costs of sending the proxy materials to the beneficial owners of our common stock.

HOUSEHOLDING

To reduce costs and reduce the environmental impact of our Annual Shareholders' Meeting, a single Proxy Statement and Annual Report, along with individual proxy cards or individual Notices of Internet Availability, will be delivered in one envelope to certain shareholders having the same last name and address and to individuals with more than one account registered at our transfer agent with the same address unless contrary instructions have been received from an affected shareholder. Shareholders participating in householding will continue to receive separate proxy cards. If you are a registered shareholder and would like to enroll in this service or receive individual copies of this year's and/or future proxy materials, please contact our transfer agent, Broadridge Financial Solutions, Inc., at 866-741-8213, by email at shareholder@broadridge.com or in writing to 51 Mercedes Way, Edgewood, NY 11717. If you are a beneficial shareholder, you may contact the broker or bank where you hold the account.

OTHER BUSINESS

The Board does not intend to bring any other business before the Annual Shareholders' Meeting, and so far as is known to our Board, no matters are to be brought before the meeting other than as specified in the notice of meeting. Our bylaws provide that shareholders may nominate candidates for directors or present a proposal or bring other business before an annual meeting only if they give timely written notice of the nomination or the matter to be brought not less than 90 nor more than 120 days prior to the first anniversary of the prior year's meeting, as described under "*Shareholder Proposals for 2021 Annual Shareholders' Meeting*".

SHAREHOLDER PROPOSALS FOR THE 2021 ANNUAL SHAREHOLDERS' MEETING

Any proposals to be presented at the 2021 Annual Shareholders' Meeting must be received by the Company, directed to the attention of the Corporate Secretary, no later than August 19, 2020 in order to be included in the Company's Proxy Statement and form of proxy for that meeting under Rule 14a-8 of the Exchange Act. Upon receipt of any proposal, the Company will determine whether or not to include the proposal in the Proxy Statement and proxy card in accordance with regulations governing the solicitation of proxies. The proposal must comply in all respects with the rules and regulations of the SEC and our bylaws.

In order for a shareholder to nominate a candidate for director, present a proposal or bring other business before the shareholders under our bylaws, timely notice must be received by us in advance of the meeting. Ordinarily, such notice must be received not less than 90, nor more than 120, days before the first anniversary of the prior year's meeting. For the 2021 Annual Shareholders' Meeting, the notice would have to be received between September 29, 2020 and October 29, 2020. However, in the event that the date of the 2021 Annual Shareholders' Meeting is more than 30 days before or more than 60 days after the first anniversary of the 2021 Annual Shareholders' Meeting, notice must be received no earlier than the 120th day prior to the date of the 2021 Annual Shareholders' Meeting and not later than the close of business on the later of the 90th day prior to the date of the 2021 Annual Shareholders' Meeting, or the seventh day following the day on which notice of the date of the meeting was mailed or on which public notice of the meeting was given. The notice of nomination must include, as to each person whom the shareholder proposes to nominate for election, information required by our bylaws, including:

- the nominee's name, age, business and residential address;
- the nominee's principal occupation for the previous five years;
- the nominee's consent to being named as a nominee and to serving on the Board;
- the nominee's "disclosable interests" as of the date of the notice (which information shall be supplemented by such person, if any, not later than ten days after the record date of the Annual Shareholders' Meeting to disclose such ownership as of the record date), which includes:
  - shares of common stock; options, warrants, convertible securities, stock appreciation rights, or similar rights with respect to our common stock; any proxy, contract, arrangement, understanding, or relationship conveying a right to vote common stock;
  - any short interest with respect to common stock;
  - any derivative instruments held by a partnership in which the nominee has a partnership interest; and
  - rights to any performance-related fee based on any increase or decrease in the value of common stock or any related derivative instrument; and
- a description of all monetary or other material agreements, arrangements or understandings between the nominating shareholder and the nominee during the prior three years.

In addition, the nominating shareholder must provide their name and address and disclosable interests (as such term is described above). The shareholder must be present at the Annual Shareholders' Meeting at which the nomination is to be considered, and must provide a completed questionnaire regarding the nominee's background and qualification and compliance with our corporate governance, conflict of interest, and other pertinent policies and guidelines. To assist in the evaluation of shareholder-recommended candidates, the Nominating and Governance Committee may request that the shareholder provide certain additional information required to be disclosed in the Company's proxy statement under Regulation 14A of the Exchange Act. The shareholder nominating the candidate must also include his or her name and address, and the number of shares of common stock beneficially owned.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The Company and its management may make certain statements that constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements can be identified by the fact that they do not relate strictly to historical or current facts. Forward-looking statements often use words such as "anticipates," "targets," "expects," "hopes," "estimates," "intends," "plans," "goals," "believes," "continue" and other similar expressions or future or conditional verbs such as "will," "may," "might," "should," "would" and "could." Forward-looking statements represent the Company's current expectations, plans or forecasts of its future results, revenues, expenses, capital measures, strategy, and future business and economic conditions more generally, and other future matters. These statements are not guarantees of future results or performance and involve certain known and unknown risks, uncertainties and assumptions that are difficult to predict and are often beyond the Company's control. Actual outcomes and results may differ materially from those expressed in, or Factors that could cause actual results or events to differ materially from those anticipated include, without limitation, the matters implied by, any of these forward-looking statements.

You should not place undue reliance on any forward-looking statement and should consider the following uncertainties and risks, as well as the risks and uncertainties more fully discussed under Item 1A. Risk Factors of the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on November 19, 2019: (1) market and economic conditions; (2) market trends in the categories in which we compete; (3) our ability to integrate businesses, to realize the projected results of acquisitions of the Acquired Businesses (defined below) (the "Acquisitions"), including our ability to promptly and effectively integrate the global battery, portable lighting and power business (the "Acquired Battery Business") and the global auto care business (the "Acquired Auto Care Business" or "GAC", and together with the Acquired Battery Business, the "Acquired Businesses") acquired from Spectrum Brands Holdings, Inc. ("Spectrum"); and to obtain expected cost savings, synergies and other anticipated benefits of the Acquisitions within the expected timeframe, or at all; (4) the impact of the acquisitions of the Acquired Businesses on our business operations; (5) our ability to close the divestiture of the Europe-based Varta® consumer battery, chargers, portable power and portable lighting business which serves the Europe, the Middle East and Africa markets (the "Varta Divestment Business"); (6) the success of new products and the ability to continually develop and market new products; (7) our ability to attract, retain and improve distribution with key customers; (8) our ability to continue planned advertising and other promotional spending; (9) our ability to timely execute strategic initiatives, including restructurings, and international go-to-market changes in a manner that will positively impact our financial condition and results of operations and does not disrupt our business operations; (10) the impact of strategic initiatives, including restructurings, on our relationships with colleagues, customers and vendors; (11) our ability to maintain and improve market share in the categories in which we operate despite heightened competitive pressure; (12) financial strength of distributors and suppliers; (13) our ability to improve operations and realize cost savings; (14) the impact of foreign currency exchange rates and currency controls, as well as offsetting hedges; (15) the risk of economic uncertainty associated with the pending exit of the United Kingdom from the European Union or any other similar referendums that may be held; (16) the impact of adverse or unexpected weather conditions; (17) uncertainty from the expected discontinuance of LIBOR and the transition to any other interest rate benchmark; (18) the impact of raw materials and other commodity costs; (19) the impact of legislative changes or regulatory determinations or changes by federal, state and local, and foreign authorities, including customs and tariff determinations, as well as the impact of potential changes to tax laws, policies and regulations; (20) costs and reputational damage associated with cyber-attacks or information security breaches or other events; (21) the impact of advertising and product liability claims and other litigation; and (22) compliance with debt covenants and maintenance of credit ratings as well as the impact of interest and principal repayment of our existing and any future debt.

The information contained herein is preliminary and based on Company data available at the time of the earnings presentation. Forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update any forward-looking statement to reflect the impact of circumstances or events that arise after the date the forward-looking statement was made.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

The Company reports its financial results in accordance with accounting principles generally accepted in the U.S. ("GAAP"). However, management believes that certain non-GAAP financial measures provide users with additional meaningful Comparisons to the corresponding historical or future period. These non-GAAP financial measures exclude items that management believes are not reflective of the Company's on-going operating performance, such as acquisition and integration costs, settlement loss on pension plan terminations, gain on sale of real estate, restructuring activities, costs related to the spin, and income tax adjustments. These measures help investors to see year over year comparability when excluding currency fluctuations, acquisition activity as well as other company initiatives that are not on-going. We believe these non-GAAP financial measures are an enhancement to assist investors in understanding our business and in performing analysis consistent with financial models developed by research analysts. Investors should consider non-GAAP measures in addition to, not as a substitute for, or superior to, the comparable GAAP measures. In addition, these non-GAAP measures may not be the same as similar measures used by other companies due to possible differences in method and in the items being adjusted. We provide the following non-GAAP measures and calculations, as well as the corresponding reconciliation to the closest GAAP measure.

- Adjusted EBITDA excludes the impact of the costs related to acquisition and integration, settlement loss on pension plan termination, gain on sale of real estate, and share based payments.
- Adjusted Free Cash Flow excludes the cash payments for acquisition and integration expenses and integration capital expenditures. These expense cash payments are net of the statutory tax benefit associated with the payment.
- Adjusted Gross Margin excludes any charges related to restructuring, spin activities, acquisition and integration or purchase accounting associated with inventory step up charges.
- Organic revenue is the non-GAAP financial measurement of the change in revenue that excludes or otherwise adjusts for the impact of acquisitions, operations in Argentina and Venezuela, execution of our international go-to-market strategies and the impact of currency from the changes in foreign currency exchange rates.
- We are unable to provide a reconciliation to the FY2022 projected Adjusted EBITDA, Adjusted Free Cash Flow and Adjusted Gross Margin due to the timing of acquisition and integration charges which are out of the Company's control and/or cannot be reasonably predicted Without unreasonable effort.

	FY 16	FY 17	FY 18	FY 19
Free Cash Flow (in millions)				
Net Cash from Operating Activities	$193.9	$197.2	$228.7	$142.1
Capital Expenditures	(28.7)	(25.2)	(24.2)	(55.1)
Proceeds from Sales of Assets	1.5	27.2	6.1	0.2
Free Cash Flow — Subtotal	$166.7	$199.2	$210.6	$ 87.2
Acquisition and Integration Related Payments	5.6	4.3	27.2	159.2
Integration Related Capital Expenditures	—	—	—	9.8
Adjusted Free Cash Flow	**$172.3**	**$203.5**	**$237.8**	**$256.2**

Appendix A

	FY 16	FY 17	FY 18	FY 19
Reported GAAP Diluted EPS	$ 2.04	$ 3.22	$ 1.52	$ 0.78
Acquisition and integration costs	0.22	0.06	1.00	2.06
Acquisition withholding tax	—	—	0.10	—
Settlement on pension plan terminations	—	—	0.17	0.05
Gain on sale of real estate	—	(0.26)	(0.06)	—
Restructuring	0.05	—	—	—
Spin	0.11	—	—	—
Spin restructuring	0.07	(0.04)	—	—
Income tax adjustments	(0.18)	—	—	—
One-time impact of the new U.S. Tax Legislation	—	—	0.64	(0.01)
Impact for Diluted Share Calculation (1)	—	—	—	0.12
Adjusted Non-GAAP Diluted EPS	$ 2.31	$ 2.98	$ 3.37	$ 3.00
Adjusted Weighted average shares — Diluted (1)	62.5	62.6	61.4	72.0

(1) For FY19, the adjusted weighted average shares assumes conversion of the preferred shares, as these results are more dilutive. The shares have been adjusted for the 4.7 million share conversion and the preferred dividend has been adjusted out.

	FY 16	FY 17	FY 18	FY 19
Net Sales (in millions)	$1,634.2	$1,755.7	$1,797.7	$2,494.5
Reported SG&A (in millions)	361.4	361.3	421.7	515.7
Acquisition and integration costs	10.0	4.0	62.9	82.3
Spin	10.0	—	—	—
Adjusted SG&A	341.4	357.3	358.8	433.4
Adjusted SG&A as a % of Net Sales	20.9%	20.4%	20.0%	17.4%

	FY 16	FY 17	FY 18	FY 19
Earnings before income taxes (in millions)	$165.7	$273.3	$175.2	$ 73.1
Other items, net	(9.1)	(5.0)	(6.6)	(14.3)
Interest expense	54.3	53.1	98.4	226.0
Gain on sale of real estate	—	(16.9)	(4.6)	—
Restructuring	2.5	—	—	—
Spin Restructuring	5.8	(3.8)	—	—
Acquisition and integration costs (in SG&A, COGS and R&D)	18.1	5.1	63.1	142.1
Spin-Off (in SG&A and COGS)	10.4	—		
Restructuring (in COGS)	2.4	—	—	—
Adjusted Operating Profit	250.1	305.8	325.5	426.9

	FY 16	FY 17	FY 18	FY 19
Net Earnings (in millions)	$127.7	$201.5	$ 93.5	$ 64.7
Income tax provision	38.0	71.8	81.7	8.4
Earnings before taxes	$165.7	$273.3	$175.2	$ 73.1
Interest expense	54.3	53.1	98.4	226.0
Depreciation and Amortization	34.3	50.2	45.1	92.8
EBITDA	$254.3	$376.6	$318.7	$391.9
Restructuring	4.9	—	—	—
Spin-Off Costs	10.4	—	—	—
Spin-Off Restructuring	5.8	(3.8)	—	—
Gain on Sale of Real Estate	—	(16.9)	(4.6)	—
Acquisition and Integration Costs	10.0	8.4	42.7	122.8
Settlement loss on Pension Plan Terminations	—	—	14.1	3.7
Share-Based Payments	20.4	24.3	28.2	27.1
Adjusted EBITDA	$314.0	$388.6	$399.1	$545.5

	FY 2016	% Chg	FY 2017	% Chg	FY 2018	% Chg	FY 2019	% Chg
Net Sales — Prior Year (in millions)	$1,631.6		$1,634.2		$1,755.7		$1,797.7	
Organic	49.8	3.1%	49.9	3.1%	22.5	1.3%	73.4	4.1%
Impact of Battery Acquisition	—	0.0%	—	0.0%	—	0.0%	338.9	18.9%
Impact of Auto Care Acquisition	—	0.0%	—	0.0%	—	0.0%	315.8	17.6%
Impact of Nu Finish Acquisition	—	0.0%	—	0.0%	2.3	0.1%	5.9	0.3%
Impact of 2016 Auto Care Acquisition	32.3	2.0%	83.1	5.1%	—	0.0%	—	0.0%
Change in Argentina Operations	(3.5)	-0.2%	2.6	0.2%	(1.9)	-0.1%	(4.5)	-0.3%
Change in Venezuela Operations	(8.5)	-0.5%	—	0.0%	—	0.0%	—	0.0%
International go to market	(14.7)	-0.9%	—	0.0%	—	0.0%	—	0.0%
Impact of Currency	(52.8)	-3.3%	(14.1)	-1.0%	19.1	1.1%	(32.7)	-1.8%
Net Sales — Current Year	$1,634.2	0.2%	$1,755.7	7.4%	$1,797.7	2.4%	$2,494.5	38.8%

Energizer Holdings, Inc.
Omnibus Incentive Plan

I. General Provisions

A. Purpose of the Plan

The purpose of the Energizer Holdings, Inc. Omnibus Incentive Plan (the "*Plan*") is to enhance the profitability and value of the Company for the benefit of its shareholders by providing for incentive compensation award opportunities to attract, retain and motivate officers, other key employees and non-employee directors who make important contributions to the success of the Company.

This Plan document is an omnibus document which includes, in addition to the Plan, separate sub-plans ("*Sub Plans*") that permit offerings of grants to employees of certain foreign subsidiaries. Offerings under the Sub Plans may be made in particular locations outside the United States of America and shall comply with local laws applicable to offerings in such foreign jurisdictions. The Plan shall be a separate and independent plan from the Sub Plans, but the total number of shares of Stock authorized to be issued under the Plan applies in the aggregate to both the Plan and the Sub Plans.

The Plan replaces and supersedes the Energizer Holdings, Inc. Equity Incentive Plan (the "*Prior Plan*") and is effective upon the date approved by the Company's stockholders. Upon approval of the Plan by the Company's stockholders, no new awards shall be made under the Prior Plan, although outstanding awards previously made under the Prior Plan shall continue to be governed by the terms of the Prior Plan. Shares of Common Stock that are (i) subject to outstanding awards under the Prior Plan that expire, are forfeited or otherwise terminate unexercised or (ii) available for award under the Prior Plan as of November 29, 2019, may be subjected to new Awards under the Plan, as provided in Section I.D.

B. Definitions of Terms as Used in the Plan

"*Affiliate*" shall mean any entity in an unbroken chain of entities beginning with the Company if, at the time of the granting of an Award, each of the entities other than the last entity in the unbroken chain owns stock (or beneficial ownership for non-corporate entities) possessing 50 percent or more of the total combined voting power of all classes of stock (or beneficial ownership for non-corporate entities) in one of the other entities in such chain.

"*Award*" shall mean an Option, a Stock Appreciation Right, a Cash Bonus Award, or any Other Stock Award granted under the terms of the Plan, which shall include such agreements, including but not limited to, non-competition provisions, as determined in the sole discretion of the Committee.

"*Award Agreement*" shall mean the written or electronic document(s) evidencing an Award granted under the Plan.

"*Board*" shall mean the Board of Directors of the Company.

"*Cash Bonus Award*" shall mean an Award of a cash bonus pursuant to Section V.

"*Change of Control*" shall mean either of the following, provided that the following constitutes a "change in the ownership" or a "change in the effective control" of the Company or a "change in the ownership of a substantial portion of the Company's assets" within the meaning of Code Section 409A:

(i) The acquisition by one person, or more than one person acting as a group, of ownership of stock (including Common Stock) of the Company that, together with stock held by such person or group, constitutes more than 50% of the total fair market value or total voting power of the stock of the Company. Notwithstanding the above, if any person or more than one person acting as a group, is considered to own more than 50% of the total fair market value or total voting power of the stock of the Company, the acquisition of additional stock by the same person or persons will not constitute a Change of Control; or

(ii) A majority of the members of the Company's Board of Directors is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Company's Board of Directors before the date of the appointment or election.

(iii) The sale, transfer or other disposition of all or substantially all of the business or assets of the Company.

Persons will not be considered to be acting as a group solely because they purchase or own stock of the same corporation at the same time, or as a result of the same public offering. However, persons will be considered to be acting as a group if they are owners of a corporation that enters into a merger, consolidation, purchase or acquisition of stock, or similar business transaction with the Company.

"*Code*" shall mean the Internal Revenue Code of 1986, as amended, and the regulations and other guidance promulgated thereunder.

"*Committee*" shall mean the Human Capital Committee of the Board, or any successor committee the Board may designate to administer the Plan, provided such Committee consists of two or more individuals. Each member of the Committee shall be (i) an "independent director" under the rules of the stock exchange on which the Company's shares of Common Stock are listed, and (ii) a "Non-Employee Director" within the meaning of Rule 16b-3 under the Exchange Act, or otherwise qualified to administer the Plan as contemplated by that Rule or any successor Rule under the Exchange Act.

"*Common Stock*" shall mean Energizer Holdings, Inc. $.01 par value Common Stock or common stock of the Company outstanding upon the reclassification of the Common Stock or any other class or series of common stock, including, without limitation, by means of any stock split, stock dividend, creation of targeted stock, spin-off or other distributions of stock in respect of stock, or any reverse stock split, or by reason of any recapitalization, merger or consolidation of the Company.

"*Company*" shall mean Energizer Holdings, Inc. a Missouri corporation, or any successor to all or substantially all of its business by merger, consolidation, purchase of assets or otherwise.

"*Competition*" shall mean, directly or indirectly, owning, managing, operating, controlling, being employed by (whether as an employee, consultant, independent contractor or otherwise, and whether or not for compensation) or rendering services to any person, firm, corporation or other entity, in whatever form, engaged in any business of the same type as any business in which the Company or its Affiliates is engaged or in which they have proposed to be engaged in and in which the recipient of an Award has been involved to any extent (on other than a de minimus basis) at any time during the previous one (1) year period, in any locale of any country in which the Company or its Affiliates conducts business. Competition shall not include owning not more than one percent of the total shares of all classes of stock outstanding of any publicly held entity engaged in such business.

"*Corporate Officer*" shall mean any President, Chief Executive Officer, Corporate Vice President, Controller, Secretary or Treasurer of the Company, and any other officers designated as corporate officers by the Board.

"*Director*" shall mean any member of the Board.

"*Effective Date*" shall mean the effective date of the Plan, as set forth in Section X.

"*Employee*" shall mean any person who is employed by the Company or an Affiliate, including Corporate Officers.

"*Exchange Act*" shall mean the Securities Exchange Act of 1934, as amended.

"*Fair Market Value*" of the Common Stock shall mean the closing price as reported on the Composite Tape of the New York Stock Exchange, Inc. on the date that such Fair Market Value is to be determined, or if no shares were traded on the determination date, the immediately following next day on which the Common Stock is traded, or the fair market value as determined by any other method that may be required in order to comply with or to conform to the requirements of applicable laws or regulations.

"*Incentive Stock Options*" shall mean Options that qualify as such under Section 422 of the Code.

"*Non-Qualified Stock Options*" shall mean Options that do not qualify as Incentive Stock Options.

"*Option*" shall mean the right, granted under the Plan, to purchase a specified number of shares of Common Stock, at a fixed price for a specified period of time.

"*Other Stock Award*" shall mean any Award granted under Section IV of the Plan.

"*Participant*" shall mean any eligible individual who has been selected by the Committee to participate in the Plan and to receive an Award under the Plan.

"*Plan*" shall mean this restated Energizer Holdings, Inc. Omnibus Incentive Plan.

"*Prior Plan*" shall have the meaning given to it in Section I.A of this Plan.

"*Restricted Stock Award*" shall mean an Award of shares of Common Stock on which are imposed restrictions on transferability or other shareholder rights, including, but not limited to, restrictions which subject such Award to a "substantial risk of forfeiture" as defined in Section 83 of the Code.

"*Restricted Stock Unit*" shall mean a right granted under the terms of the Plan to receive shares of Common Stock or cash equal to either (i) a set number of shares of Common Stock or (ii) a number of shares of Common Stock determined under a formula or other criteria, as of specified vesting and/or payment dates.

"*Stock Appreciation Right*" shall mean a right granted under the terms of the Plan to receive an amount equal to the excess of the Fair Market Value of one share of Common Stock as of the date of exercise of the Stock Appreciation Right over the price per share of Common Stock specified in the Award Agreement of which it is a part.

"*Stock Bonus*" shall mean an Award of shares of Common Stock granted under Section IV.D of the Plan.

"*Termination for Cause*" shall mean, a Participant's termination of employment with the Company or an Affiliate because of the Participant's willful engaging in gross misconduct that materially injures the Company (as determined in good faith by the Committee), or the Participant's conviction of a felony or a plea of nolo contendere to such a crime, provided, however, that a Termination for Cause shall not include termination attributable to (i) poor work performance, bad judgment or negligence on the part of the Participant, (ii) an act or omission believed by the Participant in good faith to have been in or not opposed to the best interests of the Company and reasonably believed by the Participant to be lawful, or (iii) the good faith conduct of the Participant in connection with a Change of Control of the Company (including opposition to or support of such Change of Control).

"*Termination for Good Reason*" shall mean, unless in the case of a particular Award the applicable Award Agreement states otherwise, the Participant having "good reason" to terminate a Participant's employment or service, as defined in any existing employment, consulting or any other agreement between the Participant and the Company or an Affiliate in effect at the time of such termination or, in the absence of such an employment, consulting or other agreement, upon the occurrence, without a Participant's prior express written consent, of any of the following circumstances (i) a material diminution in the Participant's base compensation, (ii) a material diminution in the Participant's authority, duties, or responsibilities, (iii) a material diminution in the authority, duties, or responsibilities of the supervisor to whom the Participant is required to report, including a requirement that a Participant report to a corporate officer or employee instead of reporting directly to the board of directors of a corporation (or similar governing body with respect to an entity other than a corporation), (iv) a material diminution in the budget over which the Participant retains authority, (v) a material change in the geographic location at which the Participant must perform the services, and (vi) any other action or inaction that constitutes a material breach by the Company or an Affiliate of the agreement under which the Participant provides services, provided the Participant provides written notice to the Company of the existence of the condition described in this section within 30 days of the initial existence of the condition, and provided further that the Company or an Affiliate does not remedy such condition within 30 days of receipt of such notice.

C. <u>Scope of Plan and Eligibility</u>

Any Employee selected by the Committee, any member of the Board, and consultants and advisors to the Company or an Affiliate selected by the Committee shall be eligible for any Award contemplated under the Plan.

D. <u>Authorization and Reservation</u>

1. Subject to Section IX.F, the aggregate number of shares of Common Stock available for grants of Awards under the Plan from and after the Effective Date shall not exceed the sum of (i) 6,500,000 shares of Common Stock plus, (ii) one (1) share of Common Stock for every one (1) share of Common Stock available for award under the Prior Plan as of the date November 29, 2019. The reserves may consist of authorized but unissued shares of Common Stock or of reacquired shares, or both. Awards other than Options and Stock Appreciation Rights will be counted against the reserve in a 2-to-1 ratio.

Any shares of Common Stock subject to an award under the Prior Plan and that expires, is forfeited, otherwise terminates, or is settled in cash, after the Effective Date, shall be added to the shares of Common Stock reserved for issuance under this Plan.

2. Other than with respect to Awards of Options or Stock Appreciation Rights, shares of Common Stock withheld by, or otherwise remitted to, the Company to satisfy an Employee's tax withholding obligations with respect to Awards shall be deducted from the number of shares of Common Stock delivered to a Plan Participant pursuant to such Award for purposes of determining the number of shares of Common Stock acquired pursuant to the Plan. Notwithstanding any to the contrary contained herein, the following shares of Common Stock shall not be added to the shares of Common Stock authorized for grant under this Section I.D.2: (A) shares of Common Stock tendered by the Participant or withheld by the Company in payment of the purchase price of an Option or, after November 29, 2019, an option under the Prior Plan, (B) shares of Common Stock tendered by the Participant or withheld by the Company to satisfy applicable tax withholding obligations with respect to Options or Stock Appreciation Rights, or after November 29, 2019, options or stock appreciation rights under the Prior Plan, (C) shares of Common Stock subject to a Stock Appreciation Rights, or after November 29, 2019, a stock appreciation right under the Prior Plan that are not issued in connection with its stock settlement or exercise thereof, and (D) shares of Common Stock reacquired by the Company on the open market or otherwise using cash proceeds from the exercise of Options or, after November 29, 2019, options under the Prior Plan.

3. The following will not be applied to the share limitations of subsection 1 above: (i) dividends or dividend equivalents paid in cash in connection with outstanding Awards, (ii) any shares of Common Stock subject to an Award under the Plan which Award is forfeited, cancelled, terminated, expires or lapses for any reason, (iii) shares of Common Stock and any Awards that are granted through the settlement, assumption, or substitution of outstanding awards previously granted, or through obligations to grant future awards, as a result of a merger, consolidation, spin-off or acquisition of the employing company with or by the Company, and (iv) Awards under the Plan which are payable in cash will not be counted against the reserve unless actual payment is made in shares of Common Stock instead of cash. If an Award is to be settled in cash, the number of shares of Common Stock on which the Award is based shall not count toward the share limitations of subsection 1.

4. No fractional shares of Common Stock may be issued under this Plan. Fractional shares of Common Stock will be rounded down to the nearest whole share of Common Stock.

5. No more than 6,500,000 shares of Common Stock may be granted as Incentive Stock Options under the Plan.

E. Grant of Awards and Administration of the Plan

1. The Committee (or, in the Board's sole discretion or in the absence of the Committee, the Board) shall determine those Employees eligible to receive Awards and the amount, type and terms of each Award, subject to the provisions of the Plan. The Board shall determine the amount, type and terms of each Award to a Director in his or her capacity as a Director, subject to the provisions of the Plan. In making any determinations under the Plan, the Committee or the Board, as the case may be, shall be entitled to rely on reports, opinions or statements of officers or employees of the Company, as well as those of counsel, public accountants and other professional or expert persons. Any such report, opinions or statements may take into account Award grant practices, including the rate of grant of Awards and any performance criteria related to such awards, at publicly traded or privately held corporations that are similar to or are industry peers with the Company. All determinations, interpretations and other decisions under or with respect to the Plan or any Award by the Committee or the Board, as the case may be, shall be final, conclusive and binding upon all parties, including without limitation, the Company, any Participant, and any other person with rights to any Award under the Plan, and no member of the Board or the Committee shall be subject to individual liability with respect to the Plan.

2. The Committee (or, in the Board's sole discretion or in the absence of the Committee, the Board) shall administer the Plan and, in connection therewith, it shall have full power and discretionary authority to: (i) construe and interpret the Plan, (ii) establish rules and regulations with respect to the Plan's operations and Awards, (iii) determine the number of shares of Common Stock to be covered by, or with respect to which payments, rights or other matters are to be calculated in connection with, Awards, (iv) determine the terms and conditions of any Award, (v) determine whether and to what extent, and under what circumstances Awards may be settled or exercised in cash, shares of Common Stock, other securities, other Awards or other property, or canceled, forfeited, or suspended and the method or methods by which Awards may be settled, exercised, cancelled, forfeited or suspended, (vi) determine whether, to what extent and under what circumstances the

delivery of cash, shares of Common Stock, other securities, other Options, other property and other amounts payable with respect to an Award shall be deferred either automatically or at the election of the holder thereof or of the Committee, (vii) accelerate the exercisability of any Option or Stock Appreciation Right and to remove any restriction on any Award, (viii) interpret, administer, reconcile any inconsistency, correct any defect and/or supply any omission in the Plan and any instrument or agreement relating to, or Award granted under, the Plan; (ix) establish, amend, suspend, or waive such rules and regulations, (x) appoint such agents as it shall deem appropriate for the proper administration of the Plan, (xi) perform all other acts it believes reasonable and proper, including the power to delegate responsibility to others to assist it in administering the Plan, to the extent permitted by applicable laws, and (xii) adopt sub-plans or establish special rules for grants to individuals outside the U.S. To the extent, however, that such construction and interpretation or establishment of rules and regulations relates to or affects any Awards granted to a Director in his or her capacity as a Director, the Board must ratify such construction, interpretation or establishment.

3. The Committee, or if no Committee has been appointed, the Board, may delegate administration of the Plan to a committee or committees of one or more members of the Board, and the term "Committee" shall apply to any person or persons to whom such authority has been delegated. The Committee shall have the power to delegate to a subcommittee any of the administrative powers the Committee is authorized to exercise (and references in this Plan to the Board or the Committee shall thereafter be to the committee or subcommittee), subject, however, to such resolutions, not inconsistent with the provisions of the Plan, as may be adopted from time to time by the Board. The Board may abolish, suspend or supersede the Committee at any time and revest in the Board the administration of the Plan. The members of the Committee shall be appointed by and serve at the pleasure of the Board. From time to time, the Board may increase or decrease the size of the Committee, add additional members to, remove members (with or without cause) from, appoint new members in substitution therefor, and fill vacancies, however, caused, in the Committee. Subject to the limitations prescribed by the Plan and the Board, the Committee may establish and follow such rules and regulations for the conduct of its business as it may determine to be advisable. Any authority granted to the Committee may also be exercised by the Board or another committee of the Board. To the extent that any permitted action taken by the Board conflicts with action taken by the Committee, the Board action shall control. Without limiting the generality of the foregoing, to the extent the Board has delegated any authority under this Plan to another committee of the Board, such authority shall not be exercised by the Committee unless expressly permitted by the Board in connection with such delegation.

4. During the term of the Plan, (i) the aggregate number of shares of Common Stock that may be the subject of performance-based Awards that may be granted to a Participant during any one fiscal year may not exceed 1,000,000 or, in the event such Award is paid in cash, the equivalent cash value thereof on the date of vesting, and (ii) the aggregate number of shares of Common Stock that may be the subject of time-based Awards that may be granted to a Participant during any one fiscal year may not exceed 1,000,000 or, in the event such Award is paid in cash, the equivalent cash value thereof on the date of vesting. The maximum amount that can be paid to any Participant in any one fiscal year pursuant to a Cash Bonus Award shall be $10,000,000. The maximum number of shares with regard to which Options and Stock Appreciation Rights may be granted to any individual during any one fiscal year is 1,000,000. These amounts are subject to adjustment as provided in Section IX.F. below. Awards granted in a fiscal year but cancelled during that same year will continue to be applied against the annual limit for that year, despite cancellation. Awards granted under the Plan shall be evidenced in the manner prescribed by the Committee from time to time pursuant to an Award Agreement. The Committee may require that a recipient execute and deliver, through written or electronic means, his or her acceptance of the Award.

5. Other than Awards to Directors, Awards settled in shares of Common Stock shall have a minimum vesting or exercise schedule of not less than a one (1) year period, provided, that the Committee can grant Awards of up to 5% of the shares authorized under the Plan with a shorter vesting or exercise period. The foregoing limitations do not preclude Awards that vest or become exercisable earlier due to (i) circumstances such as death, retirement, or involuntary termination of employment, (ii) the achievement of performance objectives over a period of at least one (1) year, or (iii) a determination by the Company for regulatory or other considerations to provide an equity award in excess of that which would have been awarded to the individual under the cash equity policy in effect for the performance year.

II. Stock Options

A. Description

The Committee may grant Incentive Stock Options and/or Non-Qualified Stock Options to Employees eligible to receive Awards under the Plan. The Board may grant Non-Qualified Stock Options to Directors under the Plan.

B. Terms and Conditions

1. Each Option shall have such terms and conditions as the Committee, or in the case of Awards granted to Directors, the Board, may determine, subject to the provisions of the Plan.

2. The option price of shares of Common Stock subject to any Option shall not be less than the Fair Market Value of the Common Stock on the date that the Option is granted.

3. The Committee, or in the case of Awards granted to Directors, the Board, shall determine the vesting schedules and the terms, conditions and limitations governing exercisability of Options granted under the Plan. Unless accelerated in accordance with its terms, an Option may not be exercised until a period of at least one (1) year has elapsed from the date of grant, and the term of any Option granted hereunder shall not exceed ten years.

4. The purchase price of any shares of Common Stock pursuant to exercise of any Option must be paid in full upon such exercise. The payment shall be made in cash, in United States dollars, by tendering shares of Common Stock owned by the Participant (or the person exercising the Option), through Net Exercise or Swap Exercise, each as described below, or any other means approved by the Committee prior to the date such Option is exercised.

Subject to any additional tax withholding provided for in Section IX.I., any individual electing a “Net Exercise” of an Option shall receive upon such net exercise a number of shares of Common Stock equal to the aggregate number shares of Common Stock being purchased upon exercise less the number of shares of Common Stock having a Fair Market Value equal to the aggregate purchase price of the shares of Common Stock as to which the Non-Qualified Stock Option is being exercised.

Subject to any additional tax withholding provided for in Section IX.I., any individual electing a “Swap Exercise” shall pay the purchase price of the Option by tendering shares of Common Stock owned by such individual prior to exercising the Option with a Fair Market Value equal to the exercise of the Option.

5. The terms and conditions of any Incentive Stock Options granted hereunder shall be subject to and shall be designed to comply with, the provisions of Section 422 of the Code, and any other administrative procedures adopted by the Committee from time to time. Incentive Stock Options may not be granted to any person who is not an Employee at the time of grant. To the extent that the aggregate Fair Market Value (determined at the time an Incentive Stock Option is granted) of the Shares with respect to which Incentive Stock Options are exercisable for the first time by an Optionee during any calendar year under all incentive stock option plans of the Company exceeds $100,000, the Options in excess of such limit shall be treated as Non-Qualified Stock Options. If, at the time an Incentive Stock Option is granted, the Employee recipient owns (after application of the rules contained in Section 424(d) of the Code, or its successor provision) shares of Common Stock possessing more than ten percent of the total combined voting power of all classes of stock of the Company or its subsidiaries, (a) the option price for such Incentive Stock Option shall be at least 110% of the Fair Market Value of the shares of Common Stock subject to such Incentive Stock Option on the date of grant and (b) such Option shall not be exercisable after the date five years from the date such Incentive Stock Option is granted. Each Participant awarded an Incentive Stock Option under the Plan shall notify the Company in writing immediately after the date he or she makes a disqualifying disposition of any Common Stock acquired pursuant to the exercise of such Incentive Stock Option. A disqualifying disposition is any disposition (including any sale) of such Common Stock before the later of (i) two years after the Date of Grant of the Incentive Stock Option or (ii) one (1) year after the date the Participant acquired the Stock by exercising the Incentive Stock Option. The Company may, if determined by the Committee and in accordance with procedures established by it, retain possession of any Common Stock acquired pursuant to the exercise of an Incentive Stock Option as agent for the applicable Participant until the end of the period described in the preceding sentence, subject to complying with any instructions from such Participant as to the sale of such Common Stock.

6. In no event shall dividends or dividend equivalents (whether paid in cash or shares of Common Stock) be paid with respect to any Award of Options.

III. Stock Appreciation Rights

The Committee, or in the case of Awards granted to Directors, the Board, may, in its discretion, grant Stock Appreciation Rights to Participants. Subject to the provisions of the Plan, the Committee or Board in its sole discretion shall determine the terms and conditions of the Stock Appreciation Rights. Such terms and conditions shall be set forth in a written Award Agreement. Each Stock Appreciation Right shall entitle the holder thereof to elect, prior to its cancellation or termination, to exercise such unit or option and receive either cash or shares of Common Stock, or both, as the Committee or Board may determine, in an aggregate amount equal in value to the excess of the Fair Market Value of the Common Stock on the date of such election over the Fair Market Value on the date of grant of the Stock Appreciation Right; except that if an Option is amended to include Stock Appreciation Rights, the designated Fair Market Value in the applicable Award Agreement may be the Fair Market Value on the date that the Option was granted. The term of any Stock Appreciation Right granted hereunder shall not exceed ten years. The Committee or Board may provide that a Stock Appreciation Right may only be exercised on one or more specified dates. Stock Appreciation Rights may be granted on a "*free-standing*" basis or in conjunction with all or a portion of the shares of Common Stock covered by an Option. In addition to any other terms and conditions set forth in the Award Agreement, Stock Appreciation Rights shall be subject to the following terms: (i) Stock Appreciation Rights, unless accelerated in accordance with their terms, may not be exercised within the first year after the date of grant, (ii) the Committee or Board, as the case may be, may, in its sole discretion, disapprove an election to surrender any Stock Appreciation Right for cash in full or partial settlement thereof, provided that such disapproval shall not affect the recipient's right to surrender the Stock Appreciation Right at a later date for shares of Common Stock or cash, and (iii) no Stock Appreciation Right may be exercised unless the holder thereof is at the time of exercise a Participant that has been in continuous service with the Company or any Affiliate since the date the Stock Appreciation Right was granted, except that the Committee or Board may permit the exercise of any Stock Appreciation Right for any period following the recipient's termination of service or retirement or resignation from the Board, not in excess of the original term of the Award, on such terms and conditions as it shall deem appropriate and specify in the related Award Agreement.

In no event shall dividends or dividend equivalents (whether paid in cash or shares of Common Stock) be paid with respect to any Award of Stock Appreciation Rights.

IV. Other Stock Awards

In addition to Options, the Committee or, in the case of Awards granted to Directors, the Board, may grant Other Stock Awards to Participants payable in Common Stock or cash, upon such terms and conditions as the Committee or Board may determine, subject to the provisions of the Plan. Other Stock Awards may include, but are not limited to, the following types of Awards:

A. Restricted Stock Awards and Restricted Stock Units

1. The Committee or, in the case of Awards granted to a Director in his or her capacity as Director, the Board, may grant Restricted Stock Awards to Participants, each of which consists of a grant of shares of Common Stock subject to specified vesting conditions, or Restricted Stock Units, each of which is the right to receive shares of Common Stock or the cash equivalent (or combination of Common Stock and cash) following satisfaction of specified vesting conditions. The terms and conditions applicable to such an Award shall be set forth in an Award Agreement.

2. The shares of Common Stock granted will be restricted and may not be sold, pledged, transferred or otherwise disposed of until the lapse or release of restrictions in accordance with the terms of the Award Agreement and the Plan. Prior to the lapse or release of restrictions, all shares of Common Stock which are the subject of a Restricted Stock Award are subject to forfeiture in accordance with Section VII of the Plan. During the restricted period, Restricted Stock may not be sold, assigned, transferred or otherwise disposed of, or mortgaged, pledged or otherwise encumbered. In order to enforce the limitations imposed upon the Restricted Stock Awards, the Committee may (i) cause a legend or legends to be placed on any certificates evidencing such Restricted Stock, and/or (ii) cause "stop transfer" instructions to be issued, as it deems necessary or appropriate. Each Participant granted Restricted Stock shall execute and deliver to the Company an Award Agreement with respect to the Restricted Stock setting forth the restrictions and other terms and conditions applicable to such Restricted Stock. If the Committee determines that the Restricted Stock shall be held by the Company or in escrow rather than delivered to the Participant pending the release of the applicable restrictions, the Committee may require the Participant to additionally execute and deliver to the Company (A) an escrow agreement satisfactory to the Committee, if applicable, and

(B) the appropriate blank stock power with respect to the Restricted Stock covered by such agreement. If a Participant shall fail to execute an agreement evidencing an Award of Restricted Stock and, if applicable, an escrow agreement and stock power, the Award shall be null and void. Subject to the restrictions set forth herein, the Participant generally shall have the rights and privileges of a stockholder as to such Restricted Stock, including the right to vote such Restricted Stock.

3. Restricted Stock Units that become payable in accordance with their terms and conditions shall be settled in cash, shares of Common Stock, or a combination of cash and shares, as determined by the Committee and set forth in an Award Agreement. Any person who holds Restricted Stock Units shall have no ownership interest in the shares of Common Stock to which the Restricted Stock Units relate unless and until payment with respect to such Restricted Stock Units is actually made in shares of Common Stock. The payment date shall with respect to Restricted Stock Units be set forth in the applicable Award Agreement. Restricted Stock Units may not be sold, assigned or transferred during the restricted period.

4. Notwithstanding any other provision of the Plan to the contrary, with respect to any Award that provides for or includes a right to dividends or dividend equivalents, if dividends are declared during the period that an Award is outstanding, such dividends (or dividend equivalents) shall either (i) not be paid or credited with respect to such Award or (ii) be accumulated but remain subject to vesting requirement(s) to the same extent as the applicable Award and shall only be paid at the time or times such vesting requirement(s) are satisfied and the Award is settled (as applicable). No interest shall be included in the calculation of such additional cash payment. In no event will dividends or dividend equivalents be paid with respect to any Award which does not vest and/or meet its performance goals. Therefore, dividends and dividend equivalents shall be paid only on vested Restricted Stock Awards or Restricted Stock Units.

B. Stock Related Deferred Compensation

The Committee may, in its discretion, permit the deferral of payment of an Employee’s cash bonus, other cash compensation or an Award to a Participant under this Plan in the form of either Common Stock or Common Stock equivalents (with each such equivalent corresponding to a share of Common Stock), under such terms and conditions as the Committee may prescribe in the Award Agreement relating thereto or a separate election form made available to such Participant, including the terms of any deferred compensation plan under which such Common Stock equivalents may be granted. In addition, the Committee may, in any fiscal year, provide for an additional matching deferral to be credited to an Employee’s account under such deferred compensation plans. The Committee may also permit hypothetical account balances of other cash or mutual fund equivalents maintained pursuant to such deferred compensation plans to be converted, at the discretion of the participant, into the form of Common Stock equivalents, or to permit Common Stock equivalents to be converted into account balances of such other cash or mutual fund equivalents, upon the terms set forth in such plans as well as such other terms and conditions as the Committee may, in its discretion, determine. The Committee may, in its discretion, determine whether any deferral in the form of Common Stock equivalents, including deferrals under the terms of any deferred compensation plans of the Company, shall be paid on distribution in the form of cash or in shares of Common Stock. To the extent Code Section 409A is applicable, all actions pursuant to this Section IV must satisfy the requirements of Code Section 409A and the regulations and guidance thereunder, including but not limited to the following:

1. A Participant’s election to defer must be filed at such time as designated by the Committee, but in no event later than the December 31 preceding the first day of the calendar year in which the services are performed which relate to the compensation or Award being deferred. An election may not be revoked or modified after such December 31. However, notwithstanding the previous two sentences, if the compensation or Award is subject to a forfeiture condition requiring the Participant’s continued services for a period of at least 12 months from the date the Participant obtains the legally binding right to the compensation or Award, the Committee may permit a Participant to file an election on or before the 30th day after the Participant obtains the legally binding right to the compensation or Award, provided that the election is filed at least 12 months in advance of the earliest date at which the forfeiture condition could lapse.

2. A Participant’s election to defer must include the time and form of payment, within the parameters made available by the Committee, and such timing of payment must comply with the permitted payment events under Code Section 409A.

C. Performance-Based Other Stock Awards

The payment under any Other Stock Award that the Committee or Board determines shall be a performance-based Award (hereinafter "*Target Award*") shall be contingent upon the attainment of one or more pre-established performance goals established by the Committee in writing while the attainment of any performance-based goal under the granted Target Award remains substantially uncertain. Such performance goals may be based upon one or more performance-based criteria, including but not limited to: (i) earnings per share, net earnings per share or growth in such measures, (ii) revenue, net revenue, income, net income or growth in revenue or income (all either before or after taxes), (iii) return measures (including, but not limited to, return on assets, capital, investment, equity, revenue or sales), (iv) cash flow return on investments which equals net cash flows divided by owners' equity, (v) controllable earnings (a division's operating profit, excluding the amortization of goodwill and intangible assets, less a charge for the interest cost for the average working capital investment by the division), (vi) operating earnings or net operating earnings, (vii) costs or cost control measures, (viii) share price (including, but not limited to, growth measures), (ix) total shareholder return (stock price appreciation plus dividends), (x) economic value added, (xi) EBITDA, (xii) operating margin or growth in operating margin, (xiii) market share or growth in market share, (xiv) cash flow, cash flow from operations, free cash flow, or growth in such measures, (xv) sales revenue or volume or growth in such measures, (xvi) gross margin or growth in gross margin, (xvii) productivity, (xviii) brand contribution, (xix) product quality, (xx) corporate value measures, (xxi) goals related to acquisitions, divestitures or customer satisfaction, (xxii) diversity, (xxiii) index comparisons, (xxiv) debt-to-equity or debt-to-stockholders' equity ratio, (xxv) working capital, (xxvi) risk mitigation, (xxvii) sustainability and environmental impact, (xxviii) employee retention, (xxix) expense or expense control measures (including, but not limited to average unit cost, selling, general, and administrative expenses), and (xxx) any other objective or subjective criterion or criteria that the Committee or Board may select from time to time. Without limiting the Committee's or Board's authority to select any performance criteria as it deems appropriate, performance may be measured on an individual, corporate group, business unit, subsidiary, division, department, region, function, market, or consolidated basis and may be measured absolutely, relatively to the Company's peers, or with a performance goal established by combining two or more of the preceding performance criteria (for example, free cash flow as a percentage of sales). In establishing the performance goals, the Committee or Board may provide that the performance goals will be adjusted to account for the effects of acquisitions, divestitures, extraordinary dividends, stock split-ups, stock dividends or distributions, issuances of any targeted stock, recapitalizations, warrants or rights issuances or combinations, exchanges or reclassifications with respect to any outstanding class or series of Common Stock, or a corporate transaction, such as any merger of the Company with another corporation, any consolidation of the Company and another corporation into another corporation, any separation of the Company or its business units (including a spinoff or other distribution of stock or property by the Company), any reorganization of the Company (whether or not such reorganization comes within the definition of such term in Code Section 368) or any partial or complete liquidation by the Company, or sale of all or substantially all of the assets of the Company, or exclusion of non-consolidated subsidiaries, or measures intended to account for variations in the exchange rate between foreign currencies and budgeted exchange rates, or other extraordinary items, or any other event or circumstance the Committee or Board deems appropriate. Unless otherwise specifically provided by the Committee or Board when authorizing an Award, all performance-based criteria, including any adjustments described in the preceding sentence, shall be determined by applying U.S. generally accepted accounting principles, as reflected in the Company's audited financial statements.

The Committee or Board, in its discretion, may adjust an earned Target Award. Before payments are made under a Target Award, the Committee or Board shall certify in writing that the performance goals justifying the payment under the Target Award have been met. In no event will dividends or dividend equivalents be paid with respect to any Award which does not vest and/or meet its performance goals. Therefore, dividends and dividend equivalents shall be paid only on the vested portion of Target Awards for which the applicable performance goals are achieved.

D. Stock Bonus Awards

Subject to the minimum vesting requirements set forth in Section I.E.5, the Committee or Board may issue unrestricted Stock, or other Awards denominated in Stock, including and without limitation, fully-vested deferred stock units, under the Plan to Participants, alone or in tandem with other Awards, in such amounts and subject to such terms and conditions as the Committee or Board shall from time to time in its sole discretion determine. A Stock Bonus Award under the Plan shall be granted as, or in payment of, a bonus, or to provide incentives or recognize special achievements or contributions.

V. Cash Bonus Awards

The Committee shall have the authority to make an Award of a cash bonus to any Participant. Any such Award may be subject to a performance period, performance goals or such other terms and conditions as the Committee may designate in the applicable Award Agreement.

VI. Director Compensation Limitation

Notwithstanding any provision in this Plan to the contrary, the maximum number of shares of Common Stock subject to Awards granted during a single calendar year to any non-employee Director, taken together with any cash fees paid during the calendar year to the non-employee Director in respect of such Director's service as a member of the Board during such year (including service as a member or chair of any committees of the Board), shall not have an aggregate Fair Market Value determined on the date on which the applicable Award is granted in excess of $1,000,000.

VII. Forfeiture of Awards

A. Forfeiture Events

Unless the Committee, or in the case of a Director, the Board, shall have determined otherwise in an Award Agreement, the recipient of any Award pursuant to the Plan shall forfeit the Award, to the extent not then payable or exercisable, upon the occurrence of any of the following events, subject to compliance with any applicable local laws:

1. The recipient is Terminated for Cause.

2. The recipient voluntarily terminates his or her employment, except as otherwise provided in the Award Agreement or the Participant's Termination for Good Reason, as described in Section IX.G.

3. The recipient engages in Competition with the Company or any Affiliate.

4. The recipient engages in any activity or conduct contrary to the best interests of the Company or any Affiliate, including, but not limited to, conduct that breaches the recipient's duty of loyalty to the Company or an Affiliate or that is materially injurious to the Company or an Affiliate, monetarily or otherwise. Such activity or conduct may include, without limitation: (i) disclosing or misusing any confidential information pertaining to the Company or an Affiliate, (ii) any attempt, directly or indirectly, to induce any Employee of the Company or any Affiliate to be employed or perform services elsewhere, or (iii) any direct or indirect attempt to solicit, or assist another employer in soliciting, the trade of any customer or supplier or prospective customer of the Company or any Affiliate. Notwithstanding the foregoing, nothing herein prohibits a recipient from (A) reporting possible violations of federal law or regulations, including any possible securities laws violations, to any governmental agency or entity, (B) making any other disclosures that are protected under the whistleblower provisions of federal law or regulations, or (C) otherwise fully participating in any federal whistleblower programs, including but not limited to any such programs managed by the U.S. Securities and Exchange.

B. Additional/Waiver of Conditions

The Committee or the Board, as the case may be, may include in any Award Agreement any additional or different conditions of forfeiture it may deem appropriate, and may waive any condition of forfeiture stated above or in the Award Agreement.

C. Effect of Forfeiture

In the event of forfeiture, the recipient shall lose all rights in and to portions of the Award which are not vested or which are not exercisable. Except in the case of Restricted Stock Awards as to which restrictions have not lapsed and subject to Section IX.Q, this provision, however, shall not be invoked to require any recipient to transfer to the Company any Common Stock or cash already received under an Award.

D. Committee/Board Discretion

Such determinations as may be necessary for application of this Section, including any grant of authority to others to make determinations under this Section, shall be at the sole discretion of the Committee, or in the case of Awards granted to Directors, of the Board, and such determinations shall be conclusive and binding.

VIII. Beneficiary Designation; Death of Awardee

A. Beneficiary Designation

If permitted by the Committee, an Award recipient may file with the Committee a written designation of a beneficiary or beneficiaries (subject to such limitations as to the classes and number of beneficiaries and contingent beneficiaries as the Committee may from time to time prescribe) to exercise, in the event of the death of the recipient, an Option or Stock Appreciation Right, or to receive, in such event, any other Awards. The Committee reserves the right to review and approve beneficiary designations and/or require that a particular form be used to be effective with respect to an Award. A recipient may from time to time revoke or change any such designation of beneficiary and any designation of beneficiary under the Plan shall be controlling over any other disposition, testamentary or otherwise. However, if the Committee shall be in doubt as to the right of any such beneficiary to exercise any Option or Stock Appreciation Right, or to receive any other Award, the Committee may determine to recognize only an exercise by, or right to receive of, the legal representative of the recipient, in which case the Company, the Committee and the members thereof shall not be under any further liability to anyone.

B. Recipient's Death

Upon the death of an Award recipient, the following rules shall apply:

1. An Option, to the extent exercisable on the date of the recipient's death, may be exercised at any time within three years after the recipient's death, but not after the expiration of the term of the Option. The Option may be exercised by the recipient's designated beneficiary (to the extent there is a beneficiary designation on file which the Committee has allowed) or personal representative or the person or persons entitled thereto by will or in accordance with the laws of descent and distribution, or by the transferee of the Option in accordance with the provisions of Section IX.A.

2. In the case of any Stock Appreciation Right or any other Award, any shares of Common Stock or cash payable shall be determined as of the date of the recipient's death, in accordance with the terms of the Award Agreement, and the Company shall issue such shares of Common Stock or pay such cash to the recipient's designated beneficiary or personal representative or the person or persons entitled thereto by will or in accordance with the laws of descent and distribution.

IX. Other Governing Provisions

A. Transferability

Except as otherwise provided herein, no Award shall be transferable other than by beneficiary designation, will or the laws of descent and distribution, and any right granted under an Award may be exercised during the lifetime of the holder thereof only by the Award recipient or by his/her guardian or legal representative; provided, however, that an Award recipient may be permitted, in the sole discretion of the Committee, to transfer to a member of such recipient's immediate family, family trust or family partnership as defined by the Committee or its delegee, an Option, other than an Incentive Stock Option, subject to such terms and conditions as the Committee, in their sole discretion, shall determine.

B. Rights as a Shareholder

A recipient of an Award shall have no rights as a shareholder, with respect to any Awards or shares of Common Stock which may be issued in connection with an Award, until the issuance of a Common Stock certificate for such shares, and no adjustment other than as stated herein shall be made for dividends or other rights for which the record date is prior to the issuance of such Common Stock certificate. In addition, with respect to Restricted Stock Awards, recipients shall have only such rights as a shareholder as may be set forth in the terms of the Award Agreement. Notwithstanding the previous language in this Section IX.B, in no event will dividends or dividend equivalents be paid with respect to any Award which does not vest and/or meet its performance goals. Therefore, dividends and dividend equivalents shall be paid only on the vested portion of Awards on or after the date such Awards, or portion thereof, vest.

C. General Conditions of Awards

No Employee, Director or other person shall have any rights with respect to the Plan, the shares of Common Stock reserved or in any Award, contingent or otherwise, until an Award Agreement shall have been delivered to the recipient and all of the terms, conditions and provisions of the Plan applicable to such recipient shall have been met.

D. Reservation of Rights of Company

Neither the establishment of the Plan nor the granting of an Award shall confer upon any Employee any right to continue in the employ of the Company or any Affiliate or interfere in any way with the right of the Company or any Affiliate to terminate such employment at any time, provided in compliance with applicable local laws and individual employment contracts (if any). No Award shall be deemed to be salary or compensation for the purpose of computing benefits under any employee benefit, pension or retirement plans of the Company or any Affiliate, unless the Committee shall determine otherwise, applicable local law provides otherwise or the terms of such plan specifically include such compensation.

E. Acceleration

The Committee, or, with respect to any Awards granted to Directors, the Board, may, in its sole discretion, accelerate the vesting or date of exercise of any Awards except to the extent such acceleration will result in adverse tax consequences under Code Section 409A.

F. Effect of Certain Changes

In the event of any extraordinary dividend, stock split-up, stock dividend, spin-off, issuance of targeted stock, recapitalization, warrant or rights issuance, or combination, exchange or reclassification with respect to the Common Stock or any other class or series of common stock of the Company, or consolidation, merger or sale of all, or substantially all, of the assets of the Company, the Committee shall cause equitable adjustments to be made to the shares reserved under Section I.D. of the Plan and the limits on Awards set forth in Section I.E.4. of the Plan, and the Committee or Board shall cause such adjustments to be made to the terms of outstanding Awards to reflect such event and preserve the value of such Awards. Any such adjustments to a Non-Qualified Stock Option or a Stock Appreciation Right shall comply with the requirements of the regulations under Code Section 409A. If any such adjustment would result in a fractional share of Common Stock being issued or awarded under this Plan, such fractional share shall be disregarded.

G. Effect of Change of Control

1. If (i) within 12 months following a Change of Control or (ii) in contemplation of a Change of Control, a Participant's employment or service with the Company or any Affiliate is terminated by the Company or an Affiliate without Cause or by the Participant for Good Reason, all Awards held by such Participant, irrespective of the vesting schedule, shall become fully vested and immediately exercisable and, if applicable, the restricted period shall end at the time of such termination.

2. In the event of a Change of Control, all incomplete performance periods in respect of such Award in effect on the date the Change of Control occurs shall end on the date of such change, and the Committee shall (A) determine the extent to which performance goals with respect to each such Award have been met based upon such audited or unaudited financial information then available as it deems relevant, (B) cause to be paid to the applicable Participant partial or full Awards with respect to performance goals for each such Award based upon the Committee's determination of the degree of attainment of performance goals, and (C) cause the Award, if previously deferred, to be settled in full as soon as possible.

3. In the event of a Change of Control, the Committee may in its discretion and upon at least 10 days' advance notice to the affected persons, cancel any outstanding vested Awards and pay to the holders thereof, in cash or stock, or any combination thereof, the value of such vested Awards based upon the price per share of Common Stock received or to be received by other stockholders of the Company in the event.

4. In the event of a Change of Control, the surviving, continuing, successor, or purchasing corporation or other business entity or parent thereof, as the case may be (the "*Acquiror*"), may, without the consent of any Participant, assume or continue the Company's rights and obligations under each or any Award or portion thereof outstanding immediately prior to the Change of Control or substitute for each or any such outstanding Award or portion thereof a substantially equivalent award with respect to the Acquiror's stock, as applicable. For purposes of this Section, if so determined by the Committee in its discretion, an Award denominated in shares of Common Stock shall be deemed assumed if, following the Change of Control, the Award confers the right to receive, subject to the terms and conditions of the Plan and the applicable Award Agreement, for each share of Common Stock subject to the Award immediately prior to the Change of Control, the consideration (whether stock, cash, other securities or property or a combination thereof) to which a holder of a share of Common Stock on the effective date of the Change of Control was entitled (and if holders were offered a choice of consideration, the type of

consideration chosen by the holders of a majority of the outstanding shares of Common Stock); provided, however, that if such consideration is not solely common stock of the Acquiror, the Committee may, with the consent of the Acquiror, provide for the consideration to be received upon the exercise or settlement of the Award, for each share of Common Stock subject to the Award, to consist solely of common stock of the Acquiror equal in Fair Market Value to the per share consideration received by holders of Common Stock pursuant to the Change of Control. Any Award or portion thereof which is not assumed, continued or substituted as provided herein by the Acquiror in connection with the Change of Control, irrespective of the vesting schedule, shall become fully vested and immediately exercisable and, if applicable, the restricted period shall end as of the time of consummation of the Change of Control.

5. In the event any payment(s) or the value of any benefit(s) received or to be received by a Participant in connection with or contingent upon a Change of Control (whether received or to be received pursuant to the terms of the Plan or any Award Agreement or of any other plan, arrangement or agreement of the Company, its successors, any person whose actions result in a Change of Control, or any person affiliated with any of them (or which, as a result of the completion of the transaction(s) causing a Change of Control, will become affiliated with any of them) (collectively, the "*Payments*")), are determined, under the provisions of this subsection to be subject to an excise tax imposed by Code Section 4999 (any such excise tax, together with any interest and penalties, are hereinafter collectively referred to as the "*Excise Tax*"), as determined in this subsection, then the Company shall reduce the aggregate amount of the Payments payable to the Participant such that no Excise Tax shall be payable by the Participant and the Payments shall not cease to be deductible by the Company by reason of Code Section 280G (or any successor provision thereto). Notwithstanding the foregoing, the Company shall not reduce the aggregate amount of the Payments payable to the Participant pursuant to the foregoing sentence if the After-Tax Amount (as defined below) of the unreduced Payments is greater than the After-Tax Amount that would have been paid had the Payments been reduced pursuant to the foregoing sentence. For purposes of this Agreement "*After-Tax Amount*" means the portion of a specified amount that would remain after payment of all Excise Taxes (if any), income taxes, payroll and withholding taxes, and other applicable taxes paid or payable by Participant in respect of such specified amount.

If there is a determination that the Payments payable to Participant must be reduced pursuant to the immediately preceding paragraph, the Company shall promptly give Participant notice to that effect and a copy of the detailed calculation thereof and of the amount to be reduced. The Participant may then elect which and how much the Payments shall be eliminated or reduced as long as (i) the first such Payments to be reduced are not considered "deferred compensation" within the meaning of Code Section 409A (if any), (ii) if Payments described in clause (i) are exhausted and additional reductions are necessary, any cash Payments are reduced next, and (iii) after such election the aggregate present value of the Payments equals the largest amount that would both (A) not cause any Excise Tax to be payable by the Participant, and (B) not cause any Payments to become nondeductible by the Company by reason of Code Section 280G (or any successor provision thereto). The Participant shall advice the Company in writing of the Participant's election within ten (10) days of the Participant's receipt of such notice from the Company. Notwithstanding the foregoing, if no election is made by the Participant within the ten-day period, the Company may elect which and how much of the Payments shall be eliminated or reduced as long (1) the first such payments to be reduced are not considered "deferred compensation" within the meaning of Code Section 409A (if any), (2) if Payments described in clause (1) are exhausted and additional reductions are necessary, any cash Payments are reduced next, and (3) after such election the aggregate present value of the Payments equals the largest amount that would both (A) not cause any Excise Tax to be payable by the Participant, and (B) not cause any Payments to become nondeductible by the Company by reason of Code Section 280G (or any successor provision thereto). For purposes of this paragraph, present value shall be determined in accordance with Code Section 280G(d)(4).

All determinations required to be made under this subsection, including whether the aggregate amount of Payments shall be reduced, and the assumptions to be utilized in arriving at such determinations, shall be made by the certified public accountants regularly employed by the Company immediately prior to the Change of Control transaction ("*Accounting Firm*"). Any determination by the Accounting Firm shall be binding upon the Company and Participant and shall be made within sixty (60) days immediately following the event constituting the Change of Control transaction. As promptly as practicable following such determination, the Company shall pay to or distribute for the benefit of the Participant such Payments as are then due to the Participant under this Plan and applicable Award Agreement.

At the time of the initial determination by the Accounting Firm, it is possible that amounts will have been paid or distributed by the Company to or for the benefit of the Participant pursuant to this Plan which should not have been so paid or distributed ("*Overpayment*") or that additional amounts which will have not been paid or distributed by the Company to or for the benefit of the Participant pursuant to this Plan could have been so paid or distributed ("*Underpayment*"), in each case, consistent with the calculation hereunder. In the event that the Accounting Firm, based either upon the assertion of a deficiency by the Internal Revenue Service against the Company or the Participant which the Accounting Firm believes has a high probability of success or controlling precedent or other substantial authority, determines that an Overpayment has been made, any such Overpayment paid or distributed by the Company to or for the benefit of the Participant shall be treated for all purposes as a loan ab initio to the Participant which the Participant shall repay to the Company together with interest at the applicable Federal rate provided for in Code Section 7872(f)(2); provided, however, that no such loan shall be deemed to have been made and no amount shall be payable by the Participant to the Company if and to the extent (i) such deemed loan and payment would not either reduce the amount on which the Participant is subject to tax under Code Section 1 and Code Section 4999 or generate a refund of such taxes or (ii) the Participant is subject to the prohibition on personal loans under Section 402 of the Sarbanes-Oxley Act of 2002. In the event that the Accounting Firm, based upon controlling precedent or other substantial authority, determines that an Underpayment has occurred, any such Underpayment shall be promptly paid by the Company to or for the benefit of the Participant together with interest at the applicable Federal rate provided for in Code Section 7872(f)(2).

6. The obligations of the Company under the Plan shall be binding upon any successor corporation or organization resulting from the merger, consolidation or other reorganization of the Company, or upon any successor corporation or organization succeeding to substantially all of the assets and business of the Company. The Company agrees that it will make appropriate provisions for the preservation of Participants' rights under the Plan in any agreement or plan which it may enter into or adopt to effect any such merger, consolidation, reorganization or transfer of assets.

H. Repricing

Without the prior approval of the Company's shareholders, the Company will not affect a "repricing" (as defined below) of any Options, Stock Appreciation Right, or Other Stock Awards granted under the terms of the Plan. For purposes of the immediately preceding sentence, a "repricing" shall be deemed to mean any of the following actions or any other action having the same effect: (i) the lowering of the purchase price of an Option, Stock Appreciation Right, or Other Stock Award after it is granted, (ii) the cancelling of an Option, Stock Appreciation Right, or Other Stock Award in exchange for another Option, Stock Appreciation Right, or Other Stock Award at a time when the purchase price of the cancelled Option, Stock Appreciation Right, or Other Stock Award exceeds the Fair Market Value of the underlying Common Stock (unless the cancellation and exchange occurs in connection with a merger, acquisition, spin-off or other similar corporate transaction), (iii) the purchase of an Option, Stock Appreciation Right, or Other Stock Award for cash or other consideration at a time when the purchase price of the purchased Option, Stock Appreciation Right, or Other Stock Award exceeds the Fair Market Value of the underlying Common Stock (unless the purchase occurs in connection with a merger, acquisition, spin-off or other similar corporate action), or (iv) an action that is treated as a repricing under generally accepted accounting principles.

I. Withholding of Taxes

The Company and its Affiliates shall satisfy any federal, state, foreign or local income tax, social insurance contributions, payment on account or other withholding obligations ("*Tax Withholdings*") resulting from recipients' participation in the Plan by any of the following means as determined by the Committee, in its discretion: (i) by reducing the number of shares of Common Stock otherwise payable under such Awards to the extent the Awards are settled in shares, (ii) by withholding from recipient's salary, compensation or other payments made to him or her, (iii) by requiring recipient to make a cash payment to the Company or one of its Affiliates in advance of receiving shares or cash pursuant to the Award, (iv) withholding from the cash settlement to the extent the Award is settled in cash, (v) selling shares of Common Stock on the market either through a cashless exercise transaction or other sale on the market, or (vi) any other means set forth in the Award Agreement.

In the event that the number of shares of Common Stock otherwise payable are reduced in satisfaction of tax obligations, such number of shares shall be calculated by reference to the Fair Market Value of the Common Stock on the date that such taxes are determined.

With respect to Corporate Officers, Directors or other recipients subject to Section 16(b) of the Exchange Act, the Committee, or, with respect to Awards granted to Directors, the Board, may impose such other conditions on the recipient's election as it deems necessary or appropriate in order to exempt such withholding from the penalties set forth in said Section.

J. No Warranty of Tax Effect

No opinion is expressed nor warranties made as to the tax effects under federal, foreign, state or local laws or regulations of any Award granted under the Plan. Regardless of whether Awards are intended to qualify for favorable tax treatment, the Company does not warrant or represent that such treatment will be available.

K. Amendment and Termination of Plan

Except as otherwise provided in this Section IX.K, the Board may, from time to time, amend, suspend or terminate the Plan in whole or in part, and if terminated, may reinstate any or all of the provisions of the Plan, except that (i) no amendment, suspension or termination may apply to the terms of any outstanding Award (contingent or otherwise) granted prior to the effective date of such amendment, suspension or termination, in a manner which would reasonably be considered to be adverse to the recipient, without the recipient's consent, (ii) except as provided in Section IX.F., no amendment may be made to increase the number of shares of Common Stock reserved under Section I.D. of the Plan, (iii) except as provided in Section IX.F., no amendment may be made to increase the limitations set forth in Section I.E.4. of the Plan, and (iv) no amendment that would require approval of the Company's stockholders under any applicable law, regulation or rule, including the rules of any stock exchange or quotation system upon which the Common Stock may then be listed or quoted shall be made without obtaining such stockholder approval.

To the extent a portion of the Plan is subject to Code Section 409A, the Board may terminate the Plan, and distribute all vested accrued benefits, without consent from affected Award recipients, subject to the restrictions set forth in Treasury Regulation §1.409A-3(j)(4). A termination of any portion of the Plan that is subject to Code Section 409A must comply with the provisions of Code Section 409A and the regulations and guidance promulgated thereunder, including, but not limited to, restrictions on the timing of final distributions and the adoption of future deferred compensation arrangements.

L. Construction of Plan

The place of administration of the Plan shall be in the State of Missouri and the validity, construction, interpretation, administration and effect of the Plan and of its rules and regulations, and rights relating to the Plan, shall be determined solely in accordance with the laws of the State of Missouri, without giving regard to the conflict of laws provisions thereof.

M. Choice of Law/Venue

The validity, construction and effect of the Plan and any actions taken or relating to the Plan shall be determined in accordance with the laws of the State of Missouri without giving effect to its choice of law provisions. Any legal action against the Plan, the Company, an Affiliate, or the Committee may only be brought in the Circuit Court in St. Louis County and/or the United States District Court in St. Louis, Missouri.

N. Unfunded Nature of Plan

The Plan, insofar as it provides for cash payments, shall be unfunded, and the Company shall not be required to segregate any assets which may at any time be awarded under the Plan. Any liability of the Company to any person with respect to any Award under the Plan shall be based solely upon any contractual obligations which may be created by the terms of any Award Agreement entered into pursuant to the Plan. No such obligation of the Company shall be deemed to be secured by any pledge of, or other encumbrance on, any property of the Company.

O. Successors

All obligations of the Company under the Plan, with respect to any Awards granted hereunder, shall be binding on any successor to the Company, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation or otherwise, of all or substantially all of the business and/or assets of the Company.

P. Code Section 409A

It is intended that any amounts payable under this Plan shall either be exempt from or comply with Code Section 409A (including the Treasury regulations and other published guidance relating thereto) so as not to subject a Participant to payment of any interest or additional tax imposed under Code Section 409A. To the extent that any amount payable under this Agreement would trigger the additional tax, penalty or interest imposed by Code Section 409A, this Plan shall be modified to avoid such additional tax, penalty or interest yet preserve (to the nearest extent reasonably possible) the intended benefit payable to the Participant. In no event shall the Company, any member of the Board, or any employee, agent or other service provider have any liability to any Participant for any tax, fine or penalty associated with any failure to comply with the requirements of Code Section 409A.

To the extent a payment or benefit is nonqualified deferred compensation subject to Code Section 409A, a termination of employment shall not be deemed to have occurred for purposes of any provision of this Plan or any Award Agreement providing for the payment of any amounts upon or following a termination of employment unless such termination is also a "separation from service" within the meaning of Code Section 409A and, for purposes of any such provision of this Plan and any Award Agreement, references to a "termination," "termination of employment" or like terms shall mean "separation from service." If a Participant is deemed on the date of a separation from service (within the meaning of Code Section 409A) to be a "specified employee" (within the meaning of that term under Section 409A(a)(2)(B) of the Code and determined using any identification methodology and procedure selected by the Company from time to time, or, if none, the default methodology and procedure specified under Code Section 409A), then with regard to any payment or the provision of any benefit that is "nonqualified deferred compensation" within the meaning of Code Section 409A and which is paid as a result of the Participant's "separation from service," such payment or benefit shall not be made or provided prior to the date which is the earlier of (i) the expiration of the six-month period measured from the date of such "separation from service" of the Participant, and (ii) the date of the Participant's death (the "*Delay Period*"). Upon the expiration of the Delay Period, all payments and benefits delayed pursuant to this clause (whether they would have otherwise been payable in a single sum or in installments in the absence of such delay) shall be paid or reimbursed to the Participant in a lump sum, and any remaining payments and benefits due under this Agreement shall be paid or provided in accordance with the normal payment dates specified for them herein.

For purposes of Code Section 409A, the Participant's right to receive any installment payments pursuant to this Plan or any Award Agreement shall be treated as a right to receive a series of separate and distinct payments. Whenever a payment under the Plan or any Award Agreement specifies a payment period with reference to a number of days (e.g., "payment shall be made within thirty days following the date of termination"), the actual date of payment within the specified period shall be within the sole discretion of the Company.

Q. Clawback and Non-Competition

Notwithstanding any other provisions of this Plan, any Award will be subject to such deductions and clawback as may be required to be made pursuant to any law, government regulation or stock exchange listing requirement, or any policy adopted by the Company. In addition and notwithstanding any other provisions of this Plan, any Award shall be subject to such non-competition provisions under the terms of the Award Agreement or any other agreement or policy adopted by the Company, including, without limitation, any such terms providing for immediate termination and forfeiture of an Award if and when the recipient becomes an employee, agent or principal of an entity engaging in Competition with the Company.

R. Hedging and Pledging

Notwithstanding any other provisions of this Plan, an Award will be subject to any Company policy that the Company may adopt and/or amend from time to time regarding the hedging or pledging (or any similar transaction) of Company securities.

S. Sub-Plans

The Committee may from time to time establish sub-plans under the Plan for purposes of satisfying blue sky, securities, tax or other laws of various jurisdictions in which the Company intends to grant Awards. Any sub-plans shall contain such limitations and other terms and conditions as the Committee determines are necessary or desirable. All sub-plans shall be deemed a part of the Plan, but each sub-plan shall apply only to the Participants in the jurisdiction for which the sub-plan was designed.

T. Non-Uniform Treatment

The Committee's determinations under the Plan need not be uniform and may be made by it selectively among persons who are eligible to receive, or actually receive, Awards. Without limiting the generality of the foregoing, the Committee shall be entitled to make non-uniform and selective determinations, amendments and adjustments and to enter into non-uniform and selective Award Agreements.

U. Employees Employed in Foreign Jurisdictions

In order to enable participants who are foreign nationals or employed outside the United States, or both, to receive Awards under the Plan, the Committee may adopt such amendments, administrative policies, sub-plans and the like as are necessary or advisable, in the opinion of the Committee, to effectuate the purposes of the Plan and achieve favorable tax treatment or facilitate compliance under the laws of the applicable foreign jurisdiction without otherwise violating the terms of the Plan. Therefore, to the extent the Committee determines that the restrictions imposed by this Plan preclude the achievement of material purposes of the Awards in jurisdictions outside of the United States, the Committee has the authority and discretion to modify those restrictions as the Committee determines to be necessary or appropriate to conform to applicable requirements or practices of jurisdictions outside of the United States.

V. Substitute Awards

Awards may be granted under this Plan from time to time in substitution for Awards held by employees of other corporations who are about to become Employees, or whose employer is about to become an Affiliate, as the result of a merger or consolidation of the Company or an Affiliate with another corporation, the acquisition by the Company or an Affiliate of all or substantially all the assets of another corporation or the acquisition by the Company or an Affiliate of at least 50% of the issued and outstanding stock of another corporation. The terms and conditions of the substitute Awards so granted may vary from the terms and conditions set forth in this Plan to such extent as the Board or Committee, as applicable, at the time of the grant may deem appropriate to conform, in whole or in part, to the provisions of the Awards in substitution for which they are granted, but with respect to Awards which are Incentive Stock Options, no such variation shall be permitted which affects the status of any such substitute option as an Incentive Stock Option. Notwithstanding the foregoing, in no event shall such substitution occur to the extent such substitution would cause a violation of Code Section 409A.

W. Whistleblower Provisions

Nothing contained herein prohibits the Participant from: (i) reporting possible violations of federal law or regulations, including any possible securities laws violations, to any governmental agency or entity, (ii) making any other disclosures that are protected under the whistleblower provisions of federal law or regulations, or (iii) otherwise fully participating in any federal whistleblower programs, including but not limited to any such programs managed by the U.S. Securities and Exchange.

X. Effective Date and Term

Subject to the approval of the Company shareholders, this Plan shall be effective November 11, 2019. Upon termination, any balances in the reserve established under Section I.D. shall be cancelled, and no Awards shall be granted under the Plan thereafter. The Plan shall continue in effect, however, insofar as is necessary, to complete all of the Company's obligations under outstanding Awards or to conclude the administration of the Plan.

The Plan shall remain in effect until the earliest of (i) the date no additional shares of Common Stock are available for issuance under the Plan, (ii) the date the Plan has been terminated in accordance with Article IX.K, or (iii) the close of business on November 10, 2029, at which time it shall terminate. Upon termination, any balances in the reserve established under Section I.D. shall be cancelled, and no Awards shall be granted under the Plan thereafter. The Plan shall continue in effect, however, insofar as is necessary, to complete all of the Company's obligations under outstanding Awards or to conclude the administration of the Plan.

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As adopted by the Board of Directors of
Energizer Holdings, Inc. as of November 11, 2019

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

FORM 10-K

(Mark One)
☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended September 30, 2019
OR
☐ TRANSITION REPORT PURSUANT TO SECTION 10 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _______________ to _______________

Commission File No. 001-36837

Energizer Holdings, Inc.

ENERGIZER HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Missouri	**36-4802442**
(State or other jurisdiction of incorporation or organization)	**(I. R. S. Employer Identification No.)**
533 Maryville University Drive St. Louis, Missouri	**63141**
(Address of principal executive offices)	**(Zip Code)**

(314) 985-2000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value $.01 per share	ENR	New York Stock Exchange
Series A Mandatory Convertible Preferred Stock, par value $.01 per share	ENR PRA	New York Stock Exchange

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes: ☒ No: ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.
Yes: ☐ No: ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes: ☒ No: ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes: ☒ No: ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the voting common equity held by nonaffiliates of the registrant as of the close of business on March 31, 2019, the last day of the registrant's most recently completed second quarter: $3,139,481,593.

(For purposes of this calculation only, without determining whether the following are affiliates of the registrant, the registrant has assumed that (i) its directors and executive officers are affiliates, and (ii) no party who has filed a Schedule 13D or 13G is an affiliate. Registrant does not have a class of non-voting common equity securities.)

Number of shares of Energizer Holdings, Inc. Common Stock (“ENR Stock”), $.01 par value, outstanding as of close of business on November 15, 2019: 69,178,343.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of Energizer Holdings, Inc. Notice of Annual Meeting and Proxy Statement (“Proxy Statement”) for our Annual Meeting of Shareholders which will be held January 27, 2020 have been incorporated into Part III of this Annual Report on Form 10-K. The Proxy Statement will be filed within 120 days of the end of the fiscal year ended September 30, 2019.

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Part I.

Item 1. *Business*.

Additional information required by this item is incorporated herein by reference to Management's Discussion and Analysis (MD&A); and Notes 1 and 2 to our Consolidated Financial Statements. Unless the context indicates otherwise, the terms “Energizer,” the “Company,” “we,” “us” or “our” in this Annual Report on Form 10-K, we mean Energizer Holdings, Inc. and its subsidiaries on a consolidated basis, unless we state or the context implies otherwise.

Energizer, through its operating subsidiaries, is a global diversified household products leader in batteries, lights and auto care. Energizer is one of the world’s largest manufacturers, marketers and distributors of household and specialty batteries; portable lights; and automotive appearance, performance, refrigerants and freshener products. Information about our legal separation from our former parent company, recent acquisitions and planned divestments can be found in the MD&A and Notes 1, 2, 5 and 6 to our Consolidated Financial Statements.

Energizer is the beneficiary of over 100 years of expertise in the battery and portable lighting products industries. Its brand names, Energizer® and Eveready®, have worldwide recognition for innovation, quality and dependability, and are marketed and sold around the world.

Energizer operates as an independent, publicly traded company on the New York Stock Exchange, trading under the symbol "ENR."

We use the Energizer name and logo as our trademark as well as those of our subsidiaries. Product names appearing throughout are trademarks of Energizer. This section also may refer to brand names, trademarks, service marks and trade names of other companies and organizations, and these brand names, trademarks, service marks and trade names are the property of their respective owners.

Unless indicated otherwise, the information concerning our industry contained in this Annual Report is based on Energizer’s general knowledge of and expectations concerning the industry. Energizer’s market position, market share and industry market size are based on estimates using Energizer’s internal data and estimates, based on data from various industry analyses, its internal research and adjustments and assumptions that it believes to be reasonable. Energizer has not independently verified data from industry analyses and cannot guarantee their accuracy or completeness. In addition, Energizer believes that data regarding the industry, market size and its market position and market share within such industry provide general guidance but are inherently imprecise. Further, Energizer’s estimates and assumptions involve risks and uncertainties and are subject to change based on various factors, including those discussed in the “Risk Factors” section. These and other factors could cause results to differ materially from those expressed in the estimates and assumptions.

Financial Information about Segments

Information about our reportable segments can be found in the MD&A and Note 22, Segments, to our Consolidated Financial Statements.

Narrative Description of the Business

Our Products

Energizer offers batteries using many technologies including lithium, alkaline, carbon zinc, nickel metal hydride, zinc air, and silver oxide. These products are sold under the Energizer and Eveready brands, and the acquisition of the global battery, lighting and portable power business (Battery Acquisition) from Spectrum Brands Holdings, Inc. (Spectrum) added the Rayovac® brand globally and the Varta® brand in Latin America and Asia Pacific, as well as Rayovac-branded hearing aid batteries sold globally. These products include primary, rechargeable, specialty and hearing aid batteries and are offered in the performance, premium and price segments.

In addition, we offer an extensive line of lighting products designed to meet a variety of consumer needs. We manufacture, distribute, and market lighting products including headlights, lanterns, children’s lights and area lights. In addition to the Energizer, Eveready and Rayovac brands, we market our flashlights under the Hard Case®, Dolphin®, and WeatherReady® sub-brands. In addition to batteries and portable lights, Energizer licenses the Energizer and Eveready brands to companies developing consumer solutions in gaming, automotive batteries, portable power for critical devices (like smart phones), generators, power tools, household light bulbs and other lighting products.

In addition, we offer auto care products in the appearance, fragrance, performance and air conditioning recharge product categories. The appearance and fragrance categories include protectants, wipes, tire and wheel care products, glass cleaners, leather care products, air fresheners and washes designed to clean, shine, refresh and protect interior and exterior automobile surfaces under the brand names Armor All, Nu Finish®, Refresh Your Car!®, LEXOL®, Eagle One®, California Scents®, Driven® and Bahama & Co.®

The performance product category includes STP®-branded fuel and oil additives, functional fluids and other performance chemical products that benefit from a rich heritage in the car enthusiast and racing scenes, characterized by a commitment to technology, performance and motor sports partnerships for over 60 years. The brand equity of STP also provides for attractive licensing opportunities that augment our presence in our core performance categories.

The air conditioning recharge product category includes do-it-yourself automotive air conditioning recharge products led by the A/C PRO® brand name, along with other refrigerant and recharge kits, sealants and accessories.

Additional Information about our products can be found in the MD&A and Note 4 to our Consolidated Financial Statements.

Our Industry

We are a branded manufacturing and distribution company that markets and sells in the battery, lights and auto care categories. These categories are highly competitive, both in the U.S. and on a global basis. We invest in our brands and innovation to meet the needs of consumers, and with our large global footprint, we both manufacture and source our products. Competition within our categories is based upon brand perceptions, product performance, price, retail execution and customer service. Key drivers of the battery business are device technology, consumer demographics and disasters. Competition in this category remains aggressive in the U.S. and other markets and could continue to put additional pressure on our results going forward, particularly as consumers shift consumption between channels such as e-commerce and discounters.

Sales and Distribution

We distribute our products to consumers through numerous retail locations worldwide, including mass merchandisers and warehouse clubs, food, drug and convenience stores, electronics specialty stores and department stores, hardware and automotive centers, e-commerce and military stores. Although a large percentage of our sales are attributable to a relatively small number of retail customers, in fiscal year 2019, only Wal-Mart Stores, Inc. accounted for ten percent or more (13.8%) of the Company's annual sales.

Our products are marketed primarily through a direct sales force, but also through exclusive and non-exclusive distributors and wholesalers. Our products are sold through both “modern” and “traditional” trade. “Modern” trade, which is most prevalent in North America, Western Europe, and more developed economies throughout the world, generally refers to sales through large retailers with nationally or regionally recognized brands. “Traditional” trade, which is more common in developing markets in Latin America, Asia, the Middle East and Africa, generally refers to sales by wholesalers or small retailers who may not have a national or regional presence.

Additional Information can be found in the MD&A and Notes 2 and 4 to our Consolidated Financial Statements.

Sources and Availability of Raw Materials

The principal raw materials used by Energizer in the production of batteries and lighting products include electrolytic manganese dioxide, zinc, silver, nickel, lithium, graphite, steel, plastic, brass wire, and potassium hydroxide. The prices and availability of these raw materials have fluctuated over time. The principal raw material used by auto care is refrigerant R-134a. We believe that adequate supplies of the raw materials required for all of our operations are available at the present time, although we cannot predict their future availability or prices. These raw materials are generally available from a number of different sources, and the prices of those raw materials are susceptible to currency fluctuations and price fluctuations due to supply and demand, transportation, government regulations, price controls, tariffs, economic climate, or other unforeseen circumstances. In the past, we have not experienced any significant interruption in availability of raw materials. We believe we have extensive experience in purchasing raw materials in the commodity markets. From time to time, our management has purchased materials or entered into forward commitments for raw materials to assure supply and to protect margins on anticipated sales volume.

Our Trademarks, Patents and Technology

Our ability to compete effectively in the battery, auto care and portable lighting categories depends, in part, on our ability to protect our brands and maintain the proprietary nature of our technologies and manufacturing processes through a combination of trademark, patent and trade secret protection. We own thousands of Energizer, Rayovac, Varta and Eveready trademarks globally, which we consider to be of substantial importance and which are used individually or in conjunction with other sub-brand names.

The number of Energizer, Rayovac, Varta, Eveready, Energizer Bunny design, and Mr. Energizer design trademarks, including related designs, slogans and sub-brands, is currently over 2,900 worldwide.

In our auto care business, we also have the Refresh Your Car!, California Scents, Driven, Bahama & Co., LEXOL, Eagle One, Armor All, STP, Tuff Stuff, Kent Car Care, A/C Pro and the Nu Finish trademarks. The number of trademarks making up the total of the auto care trademark portfolio globally, including related designs, slogans, and sub-brands, is currently over 1,400 worldwide.

We also own a number of patents, patent applications and other technology that relate primarily to battery, lighting and automotive fragrance, performance and appearance products, which we believe are significant to our business.

Seasonality

Sales and operating profit for our business tends to be seasonal, with increased purchases by consumers and increases in retailer inventories occurring for batteries during our fiscal first quarter and for automotive fragrance, appearance, performance and air conditioning recharge products during our fiscal second and third quarters. In addition, natural disasters such as hurricanes can create conditions that drive short-term increases in the need for portable power and lighting products and thereby increase our battery and flashlight sales. As a result of this seasonality, our inventory and working capital needs fluctuate throughout the year.

Employees

As of September 30, 2019, we have approximately 7,500 employees, including approximately 2,450 employees based in the U.S. and 1,300 employees employed by the Varta consumer battery business in the Europe, Middle East and Africa regions, including manufacturing and distribution facilities in Germany (Divestment Business) that we have agreed to sell to VARTA Aktiengesellschaft (VARTA AG). Roughly 415 employees are unionized, primarily at our Fennimore, Wisconsin, Portage, Wisconsin and Marietta, Ohio facilities. Overall, we consider our employee relations to be good.

Governmental Regulations and Environmental Matters

Our operations are subject to various federal, state, foreign and jurisdiction laws and regulations intended to protect public health and the environment. Additional Information can be found in the MD&A and Note 17 to our Consolidated Financial Statements.

Available Information

Energizer regularly files periodic reports with the SEC, including annual reports on Form 10-K and quarterly reports on Form 10-Q, as well as, from time to time, current reports on Form 8-K, and amendments to those reports. The SEC maintains an Internet site containing these reports, and proxy and information statements, at www.sec.gov. These filings are also available free of charge on Energizer's website, at www.energizerholdings.com, as soon as reasonably practicable after their electronic filing with the SEC. Information on Energizer's website does not constitute part of this Form 10-K.

Item 1A. ***Risk Factors***.

In the course of conducting our business operations, we are exposed to a variety of risks, some of which are inherent in our industry and others of which are more specific to our own businesses. The discussion below addresses the most significant factors, of which we are currently aware, that could affect our businesses, results of operations and financial condition. Additional factors that could affect our businesses, results of operations and financial condition are discussed in Forward-Looking Statements in MD&A. However, other factors not discussed below or elsewhere in this Annual Report on Form 10-K could also adversely affect our businesses, results of operations and financial condition. Therefore, the risk factors below should not be considered a complete list of potential risks that we may face.

Any risk factor described in this Annual Report on Form 10-K or in any of our other SEC filings could by itself, or together with other factors, materially adversely affect our liquidity, competitive position, business, reputation, results of operations, capital position or financial condition, including by materially increasing our expenses or decreasing our revenues, which could result in material losses.

Risks Related to Our Business

We face risks associated with global economic conditions.

Unfavorable global economic conditions and uncertainty about future economic prospects could reduce consumer demand for our products. This could occur as a result of a reduction in discretionary spending or a shift of purchasing patterns to lower cost options such as private label brands sold by retail chains or price brands. This shift could drive the market towards lower margin products or force us to reduce prices for our products in order to compete. Similarly, our retailer customers could reduce their inventories, shift to different products or require us to lower our prices to retain the shelf placement of our products. Declining financial performance by certain of our retailer customers could impact their ability to pay us on a timely basis, or at all. Worsening economic conditions could harm our sales and profitability. Additionally, disruptions in financial markets could reduce our access to debt and equity capital markets, negatively affecting our ability to implement our business strategy.

Competition in our industries may hinder our ability to execute our business strategy, achieve profitability, or maintain relationships with existing customers.

The categories in which we operate are mature and highly competitive, both in the United States and globally, as a limited number of large manufacturers compete for consumer acceptance, limited retail shelf space and e-commerce opportunities. Because of the highly competitive environment in which we operate, as well as increasing retailer concentration, our retailer customers, including online retailers, frequently seek to obtain pricing concessions or better trade terms, resulting in either reduction of our margins or losses of distribution to lower-cost competitors.

Competition is based upon brand perceptions, innovation, product performance, customer service and price. Our ability to compete effectively may be affected by a number of factors, including:

- our competitors may have substantially greater financial, marketing, research and development and other resources and greater market share in certain segments than we do, which could provide them with greater scale and negotiating leverage with retailers and suppliers;
- our competitors may have lower production, sales and distribution costs, and higher profit margins, which may enable them to offer aggressive retail discounts and other promotional incentives;
- our competitors have obtained, and may in the future be able to obtain, exclusivity or sole source at particular retailers or favorable in-store placement; and
- we may lose market share to certain retailers, including club stores, grocery, dollar stores, mass merchandisers and internet-based retailers, which may offer "private label" brands that are typically sold at lower prices and compete with the Company's products in certain categories.

The changing retail environment could affect our business, financial condition and results of operations.

Our sales are largely concentrated in the traditional retail grocery, mass retail outlet, warehouse club and dollar store channels. The retail environment is changing with the growth of alternative retail channels and this could significantly change the way traditional retailers do business. Alternative retail channels, including hard discounters, e-commerce retailers and subscription services, have become more prevalent and consumer products are increasingly being sold through such alternative retail channels. Although we are engaged in e-commerce with respect to many of our products, if we are not successful in expanding sales in such alternative retail channels, our business, financial condition and results of operations may be negatively impacted. In addition, the growth of the alternative retail channels that are focused on limiting the number of items they sell and selling predominantly "private label" products may reduce our ability to market and sell our products through such retailers. If these alternative retail channels were to take significant market share away from traditional retailers and/or we are not successful in these alternative retail channels, our margins and results of operations may be negatively impacted.

Loss of reputation of our Company or our leading brands or failure of our marketing plans could have an adverse effect on our business.

We depend on the continuing reputation and success of our brands. Our operating results could be adversely affected if any of our leading brands suffers damage to its reputation due to real or perceived quality issues. Any damage to our brands could impair our ability to charge premium prices for our products, resulting in the reduction of our margins or losses of distribution to lower price competitors.

The success of our brands can suffer if our marketing plans or new product offerings do not improve, or have a negative impact on, our brands' image or ability to attract and retain consumers. Additionally, if claims made in our marketing campaigns become subject to litigation alleging false advertising, which is common in our industry, it could damage our brand, cause us to alter our marketing plans in ways that may materially and adversely affect sales, or result in the imposition of significant damages against us. Negative publicity, posts or comments by consumers or competitors about the Company, its brands, is products, its marketing activities or its employees, whether accurate or inaccurate, or disclosure of non-public sensitive information about the Company, could be widely disseminated through the use of social media or network sites or through other media or in other formats. Such events, if they were to occur, could harm the Company's image and adversely affect is business, financial condition and results of operations, as well as require resources to rebuild the Company's reputation.

Furthermore, a move by one or more of our large customers to sell significant quantities of private label products, which we do not produce on their behalf and which directly compete with our products, could have a material adverse effect on our business, financial condition and results of operations.

Loss of any of our principal customers could significantly decrease our sales and profitability.

Generally, sales to our top customers are made pursuant to purchase orders and we do not have guarantees of minimum purchases from them. As a result, these customers may cancel their purchase orders or reschedule or decrease their level of purchases from us at any time. The loss or a substantial decrease in the volume of purchases by any of our top customers would harm our sales and profitability. Additionally, increasing retailer customer concentration could result in reduced sales outlets for our products, as well as greater negotiating pressures and pricing requirements on us.

Our ability to meet our growth targets depends on successful product, marketing and operations innovation and successful responses to competitive innovation and changing consumer habits.

We are a company that relies on continued global demand for our brands and products. Achieving our business results depends, in part, on successfully developing, introducing and marketing new products and on making significant improvements to our equipment and manufacturing processes. The successful development and introduction of new products requires retail and consumer acceptance and overcoming the reaction from competitors. New product introductions in categories where we have existing products will likely also reduce the sales of our existing products. Our investments in research and development may not result in successful products or innovation that will recover the costs of such investments. Our customers or end consumers may not purchase our new products once introduced. Additionally, new products could require regulatory approval which may not be available or may require modification to the product which could impact the production process. Our competitors may introduce new or enhanced products that outperform ours, or develop manufacturing technology that permits them to manufacture at a lower cost relative to ours and sell at a lower price. If we fail to develop and launch successful new products or fail to reduce our cost structure to a competitive level, we may be unable to grow our business and compete successfully.

We must also successfully respond to technological advances made by, and intellectual property rights granted to, competitors. Failure to continually innovate, improve and respond to competitive moves and changing consumer habits could compromise our competitive position and adversely impact our results. With respect to the battery category, we have been assessing volume and device trends in the battery category over the last several years, and although baseline emerging device and demographic trends combined with the stabilization of the device universe lead us to believe the long term outlook for category volume will be flat to slightly positive, there is no assurance this trend will continue. An increasing number of devices are using built-in battery systems, such as rechargeable hearing aids, particularly in developed markets, leading to potential declining volume trend in the battery category. Additionally, there could be a negative impact on the demand for primary batteries and could put additional pressure on results going forward, both directly through reduced consumption and indirectly as manufacturers aggressively price and promote their products to seek to retain market share or gain battery shelf space.

Our business also depends on our ability to continue to manufacture our existing products to meet the applicable product performance claims we have made to our customers. Any decline in these standards could result in the loss of business and negatively impact our performance and financial results. Finally, our ability to maintain favorable margins on our products requires us to manage our manufacturing and other production costs relative to our prices. We may not be able to increase our prices in the event that our production costs increase, which would decrease our profit margins and negatively impact our business and financial results.

We are subject to risks related to our international operations, including currency fluctuations, which could adversely affect our results of operations.

Our business is currently conducted on a worldwide basis, with more than 40% of our sales in fiscal year 2019 arising from foreign countries, and a significant portion of our production capacity and cash located overseas. Consequently, we are subject to a number of risks associated with doing business in foreign countries, including:

- the possibility of expropriation, confiscatory taxation or price controls;
- the inability to repatriate foreign-based cash for strategic needs in the U.S., either at all or without incurring significant income tax and earnings consequences, as well as the heightened counterparty, internal control and country-specific risks associated with holding cash overseas;
- the effect of foreign income taxes, value-added taxes and withholding taxes, including the inability to recover amounts owed to us by a government authority without extended proceedings or at all;
- the effect of the U.S. tax treatment of foreign source income and losses, and other restrictions on the flow of capital between countries;
- adverse changes in local investment, local employment, local training or exchange control regulations;
- restrictions on and taxation of international imports and exports;
- currency fluctuations, including the impact of hyper-inflationary conditions in certain economies, particularly where exchange controls limit or eliminate our ability to convert from local currency;
- political or economic instability, government nationalization of business or industries, government corruption and civil unrest, including political or economic instability in the countries of the Eurozone, Egypt, Russia, the Middle East and certain markets in Latin America;
- legal and regulatory constraints, including tariffs and other trade barriers, including current uncertainty;
- difficulty in enforcing contractual and intellectual property rights; and
- a significant portion of our sales are denominated in local currencies but reported in U.S. dollars, and a high percentage of product costs for such sales are denominated in U.S. dollars. Therefore, although we may hedge a portion of the exposure, the strengthening of the U.S. dollar relative to such currencies can negatively impact our reported sales and operating profits.

Our reliance on certain significant suppliers subjects us to numerous risks, including possible interruptions in supply, which could adversely affect our business.

Our ability to maintain consistent quality throughout our operations depends in part upon our ability to acquire certain products in sufficient quantities. Supply shortages for a particular component can delay production and thus delay shipments to customers and the associated revenue of all products using that component. This could cause the Company to experience a reduction in sales, increased inventory levels and costs and could adversely affect relationships with existing and prospective customers. In some cases, we may have only one supplier for a product or service. Our dependence on single-source suppliers subjects us to the possible risks of shortages, interruptions and price fluctuations, and possible litigation when we change vendors because of performance issues. Global economic factors and the weak economic recovery continue to put significant pressure on suppliers, with some suppliers facing financial distress and others attempting to rebuild profitability, all of which tends to make the supply environment more expensive. In addition, the content and enforcement of environmental, health and safety regulations have tightened in China, which has resulted in the closure of facilities without notice. The shutdown of one or more of our vendors could disrupt the supply of products necessary to our operations. If any of these vendors is unable to fulfill its obligations, or if we are unable to find replacement suppliers in the event of a supply disruption, we could encounter supply shortages and/or incur higher costs to secure adequate supplies, either of which could materially harm our business.

Our business is subject to increasing regulation in the U.S. and abroad.

The manufacture, packaging, labeling, storage, distribution, advertising and sale of our products are subject to extensive regulation in the U.S., including by the Consumer Product Safety Commission, the Environmental Protection Agency, and by the Federal Trade Commission with respect to advertising. Similar regulations have been adopted by authorities in foreign countries where we sell our products, and by state and local authorities in the U.S. In order to conduct our operations in compliance with these laws and regulations we must obtain and maintain numerous permits, approvals and certificates from various federal, foreign, state and local governmental authorities. Legislation is continually being introduced in the United States and other countries, and new or more restrictive regulations or more restrictive interpretations of existing regulations are likely and could have an adverse impact on our business. Legislative and regulatory changes by taxing authorities have an impact on our effective tax rate, and we may be subject to additional costs arising from new or changed regulations, including those relating to health care and energy. Additionally, recent reform proposals have introduced greater uncertainty with respect to tax and trade policies, tariffs and government regulations affecting trade between the U.S. and other countries. Major developments in tax policy or trade relations could have a material effect on our balance sheet and results of operations.

The U.S. Foreign Corrupt Practices Act (FCPA) prohibits bribery of public officials to obtain or retain business in foreign jurisdictions and requires us to keep accurate books and records and to maintain internal accounting controls to detect and prevent bribery and to ensure that transactions are properly authorized. We are also subject to similar or even more restrictive anticorruption laws imposed by the governments of other countries where we do business, including the UK Bribery Act of 2010 and the Brazil

Clean Company Act. We make sales and operate in countries known to experience corruption that are rated as high-risk nations. Our business activities in such countries create the risk of unauthorized conduct by one or more of our employees, customs brokers, freight forwarders, or distributors that could be in violation of various laws including the FCPA or similar local regulations. In addition, we may be held liable for actions taken by such parties even though such parties are not subject to the FCPA or similar laws. Any determination that we have violated the FCPA or similar laws may result in severe criminal or civil sanctions, and we may be subject to other liabilities that could have a material adverse effect on our business, results of operations and financial condition.

Our business is subject to competition laws in the various jurisdictions where we operate, including the Sherman Antitrust Act and related federal and state antitrust laws in the U.S. These laws and regulations generally prohibit competitors from fixing prices, boycotting competitors, or engaging in other conduct that unreasonably restrains competition. In many jurisdictions, compliance with these competition laws is of special importance to us, and our operations may come under special scrutiny by competition law authorities, due to our competitive position in those jurisdictions.

Outside the U.S., our business is subject to numerous similar statutes and regulations, as well as other legal and regulatory requirements. For example, we are subject to legal and regulatory requirements of the European Union (the EU), as well as those of EU countries where we conduct business (including the U.K., Ireland, and France), which requirements relate to, among other things, competition, product composition, packaging, labeling, advertisement and the safety of our products, as well as the health, safety and working conditions of employees.

We are subject to privacy laws in the EU, including the new regulation that became effective in May 2018, the General Data Protection Regulation (GDPR), which requires companies to meet new requirements regarding the handling of personal data, including, for example, increased requirements to erase an individual’s information upon request, mandatory data breach notification requirements and onerous new obligations on service providers. The implementation of the GDPR may require substantial amendments to procedures and policies, and these changes could impact our business by increasing operational and compliance costs.

All of our company’s facilities and other operations in the U.S. and elsewhere around the world are subject to various environmental protection statutes and regulations. See the risk factor entitled “*We are subject to environmental laws and regulations that may expose us to significant liabilities.*” below.

A finding that we are in violation of, or not in compliance with, applicable laws or regulations in the areas above, as well laws or regulations related to environmental issues, occupational safety, employment, competition/antitrust, anti-corruption, trade compliance, data privacy and other areas, could subject us to material civil remedies, including fines, damages, injunctions, product recalls, or criminal sanctions. Even if a claim is unsuccessful, is not merited or is not fully pursued, the negative publicity surrounding such assertions could jeopardize our reputation and brand image and have a material adverse effect on our businesses, as well as require resources to rebuild our reputation.

A change in governmental regulations regarding the use of refrigerant gas R-134a or its potential future substitutes could have a material adverse effect on the ability of the auto care business to sell its aftermarket A/C products.

The refrigerant R-134a is a critical component of our auto care business’ aftermarket A/C products. Older generation refrigerants such as R-12 (Freon) have been regulated for some time in the United States and elsewhere, due to concerns about their potential to contribute to ozone depletion. In recent years, refrigerants such as R-134a, which is an approved substitute for R-12, have also become the subject of regulatory focus due to their potential to contribute to global warming.

The EU has passed regulations that essentially phased out of R-134a in automotive cooling systems in new vehicles by 2017. Canada has also implemented similar regulations, phasing into effect beginning in 2021. In the United States, while such regulations are not currently in effect, the applicable regulations could be implemented and if so, depending on the scope and timing of the regulations, could have a materially adverse impact on our business.

In addition, regulations may be enacted governing the packaging, use and disposal of our auto care business' products containing refrigerants. For example, regulations are currently in effect in California that govern the sale and distribution of products containing R-134a. If the future use of R-134a is phased out or is limited or prohibited in jurisdictions in which we do business, or if substitutes for R-134a become widely used in A/C systems and their use for DIY and retrofit purposes is not approved by the EPA or other regulatory bodies, the future market for our auto care business' products containing R-134a may be limited, which could have a material adverse impact on our results of operations, financial condition, and cash flows.

In addition, any alternatives to R-134a for use in the A/C systems of new vehicles will likely be at a higher cost than that of R-134a and access to supply may be limited. If an alternative becomes widely used, we may be unable to obtain sufficient supply or we may obtain supply at a cost that impacts our net sales and gross margins if we are unable to price products to reflect the increased cost of the alternatives.

Our business is vulnerable to the availability of raw materials, our ability to forecast customer demand and our ability to manage production capacity.

Our ability to meet customer demand depends, in part, on our production capacity and on obtaining supplies, a number of which can only be obtained from a single supplier or a limited number of suppliers. A reduction or disruption in our production capacity or our supplies could delay products and fulfillment of orders and otherwise negatively impact our business.

We must accurately predict both the demand for our products and the lead times required to obtain the necessary components and materials. If we overestimate demand, we may experience underutilized capacity and excess inventory levels. If we underestimate demand, we may miss delivery deadlines and sales opportunities and incur additional costs for labor overtime, equipment overuse and logistical complexities. Additionally, our production capacity could be affected by manufacturing problems. Difficulties in the production process could reduce yields or interrupt production, and, as a result, we may not be able to deliver products on time or in a cost-effective, competitive manner. Our failure to adequately manage our capacity could have a material adverse effect on our business, financial condition and results of operations.

Our ability to meet customer demand also depends on our ability to obtain timely and adequate delivery of materials, parts and components from our suppliers. From time to time, suppliers may extend lead times, limit the amounts supplied to us or increase prices due to capacity constraints or other factors. Supply disruptions may also occur due to shortages in critical materials. In addition, a number of our raw materials are obtained from a single supplier. Many of our suppliers must undertake a time-consuming qualification process before we can incorporate their raw materials into our production process. If we are unable to obtain materials from a qualified supplier, it can take up to a year to qualify a new supplier, assuming an alternative source of supply is available. A reduction or interruption in supplies or a significant increase in the price of one or more supplies could have a material adverse effect on our business, financial condition and results of operations.

Additionally, as a result of the desire of retailers to more closely manage inventory levels, there is a growing trend among them to purchase products on a "just-in-time" basis. Due to a number of factors, including (i) manufacturing lead-times, (ii) seasonal purchasing patterns and (iii) the potential for material price increases, we may be required to shorten our lead-time for production and more closely anticipate our retailers' and customers' demands, which could in the future require us to carry additional inventories and increase our working capital and related financing requirements. This may increase the cost of warehousing inventory or result in excess inventory becoming difficult to manage, unusable or obsolete. In addition, if our retailers significantly change their inventory management strategies, we may encounter difficulties in filling customer orders or in liquidating excess inventories, or may find that customers are cancelling orders or returning products, which may have a material adverse effect on our business.

A failure of a key information technology system could adversely impact our ability to conduct business.

We rely extensively on information technology systems, including some that are managed by third-party service providers, in order to conduct business. These systems include, but are not limited to, programs and processes relating to internal and external communications, ordering and managing materials from suppliers, converting materials to finished products, shipping products to customers, processing transactions, summarizing and reporting results of operations, and complying with regulatory, legal or tax requirements. These information technology systems could be damaged or cease to function properly due to the poor performance or failure of third party service providers, catastrophic events, power outages, security breaches, network outages, failed upgrades or other similar events. If our business continuity plans do not effectively resolve such issues on a timely basis, we may suffer interruptions in conducting our business, which may adversely impact our operating results. In addition, we continuously assess and implement upgrades to improve our information technology systems globally. As such, during these implementation periods, we face a heightened risk of system interruptions and deficiencies or failures in our internal controls involving our information systems and processes.

Our operations depend on the use of information technology systems that are subject to data privacy regulations, including recently effective European Union requirements, and could be the target of cyberattack.

Our systems and networks, as well as those of our retailer customers, suppliers, service providers, and banks, have and may in the future become the target of cyberattacks or information security breaches, which in turn could result in the unauthorized release and misuse of confidential or proprietary information about our company, employees, customers or consumers, as well as disrupt their and our operations or damage their and our facilities or those of third parties. Additionally, their and our systems are subject to regulation to preserve the privacy of certain data held on those systems. Laws and regulations in several countries restrict certain collection, processing, storage, use, disclosure and security of personal information, require notice to individuals of privacy practices, and provide individuals with certain rights to prevent use and disclosure of protected information. Several foreign countries and governmental bodies, including the countries of the EU and Canada, have laws and regulations which are often more restrictive than those in the United States.

The GDPR imposes more stringent operational requirements for processors and controllers of personal data, including, for example, increased requirements to erase an individual's information upon request, mandatory data breach notification requirements and onerous new obligations on service providers. The implementation of the GDPR may require substantial amendments to procedures and policies, and these changes could impact our business by increasing operational and compliance costs. For example, we may be required to implement new technical and organizational measures to protect data from unauthorized access, revise their and our mechanisms of obtaining consent from EU data subjects, offer new controls to EU users with respect to their data (including by enabling them to exercise their rights to erasure and data portability) and devote additional resources to violation notification.

A failure to comply with applicable regulations or an unauthorized breach or cyberattack could negatively impact our revenues and increase our operating and capital costs. In particular, the GDPR significantly increases penalties for non-compliance. Non-compliance could also damage the reputation of our company with retailer customers and consumers and diminish the strength and reputation of their and our brands, or require the payment of monetary penalties. We may also be required to incur additional costs to modify or enhance their or our systems or in order to try to prevent or remediate any such attacks.

We are subject to laws and regulations governing the handling and disposal of hazardous substances and wastes and the investigation and remediation of contamination that may expose it to material costs and liabilities.

We must comply with various environmental laws and regulations in the jurisdictions in which we operate, including those relating to the handling and disposal of solid and hazardous wastes, recycling of batteries and packaging, the remediation of contamination associated with the use and disposal of hazardous substances, chemicals in products and product safety. A release of such substances due to accident or an intentional act or the presence of contamination that predates our ownership or operation of our facilities could result in substantial liability to governmental authorities or to third parties. Pursuant to certain environmental laws, we could be subject to joint and several strict liability for contamination relating to our or their predecessors' current or former properties or any of their respective third-party waste disposal sites. In addition to potentially significant investigation and remediation costs, any such contamination can give rise to claims from governmental authorities or other third parties for natural resource damage, personal injury, property damage or other liabilities. Contamination has been identified at certain of our current and former facilities as well as third-party waste disposal sites, and we are conducting investigation and remediation activities in relation to such properties. The discovery of additional contamination or the imposition of further cleanup obligations at these or other properties or the assertion of tort claims related to such contamination could have a material adverse effect on our businesses, results of operations or financial condition. We have incurred, and will continue to incur, capital and operating expenses and other costs in complying with environmental laws and regulations. As new laws and regulations are introduced, we could become subject to additional environmental liabilities in the future that could cause a material adverse effect on our results of operations or financial condition.

The resolution of our tax contingencies may result in additional tax liabilities, which could adversely impact our cash flows and results of operations.

Significant estimation and judgment are required in determining our tax provisions for taxes in the U.S. and jurisdictions outside the U.S. In the ordinary course of our business, there are transactions and calculations in which the ultimate tax determination is uncertain. We are regularly audited by tax authorities and, although we believe our tax positions are defensible and our tax provision estimates are reasonable, the final outcome of tax audits and related litigation could be materially different than that reflected in our income tax provisions and accruals. The unfavorable resolution of any audits or litigation could have an adverse impact on future operating results and our financial condition.

Changes in production costs, including raw material prices, could erode our profit margins and negatively impact operating results.

Pricing and availability of raw materials, energy, shipping and other services needed for our business can be volatile due to general economic conditions, labor costs, production levels, import duties and tariffs and other factors beyond our control. There is no certainty that we will be able to offset future cost increases. This volatility can significantly affect our production cost and may, therefore, have a material adverse effect on our business, results of operations and financial condition.

Our manufacturing facilities, supply channels or other business operations may be subject to disruption from events beyond our control.

Operations of our manufacturing and packaging facilities worldwide and of our corporate offices, and the methods we use to obtain supplies and to distribute our products, may be subject to disruption for a variety of reasons, including availability of raw materials, work stoppages, industrial accidents, disruptions in logistics, loss or impairment of key manufacturing sites, product quality or safety issues, licensing requirements and other regulatory issues, trade disputes between countries in which we have operations, such as the U.S. and China, and acts of war, terrorism, pandemics, fire, earthquake, flooding or other natural disasters. The supply of our raw materials may be similarly disrupted. There is also a possibility that third-party manufacturers, which produce a significant portion of certain of our products, could discontinue production with little or no advance notice, or experience financial problems or problems with product quality or timeliness of product delivery, resulting in manufacturing delays or disruptions, regulatory sanctions, product liability claims or consumer complaints. If a major disruption were to occur, it could result in delays in shipments of products to customers or suspension of operations. We maintain business interruption insurance to potentially mitigate the impact of business interruption, but such coverage may not be sufficient to offset the financial or reputational impact of an interruption.

In addition, sales of certain of our products tend to be seasonal. As a result of this seasonality, our inventory and working capital needs fluctuate significantly throughout the year. Orders from retailers are often made late in the period preceding the applicable peak season, making forecasting of production schedules and inventory purchases difficult. If we are unable to accurately forecast and prepare for customer orders or our working capital needs, or there is a general downturn in business or economic conditions during these periods, our business, financial condition and results of operations could be materially and adversely affected.

Sales of certain of our products are seasonal and adverse weather conditions during our peak selling seasons for certain auto care products could have a material adverse effect.

Sales of certain of our auto care products tend to be seasonal. Historically, sales for certain auto care products typically have peaked during the first six months of the calendar year due to customer seasonal purchasing patterns and the timing of promotional activities. Purchases of our auto care products, especially our auto appearance and A/C recharge products, can be significantly impacted by unfavorable weather conditions during the summer period, and as a result we may suffer decreases in net sales if conditions are not favorable for use of our products. If adverse weather conditions during the first six months of the calendar year (the Company's second and third fiscal quarters) when demand for auto care products typically peaks persist, our business, financial condition and results of operations could be materially and adversely affected.

We have significant debt obligations that could adversely affect our business and our ability to meet our obligations.

As of September 30, 2019, our total aggregate outstanding indebtedness was approximately $3.5 billion, with $370.2 million of additional capacity available under a senior secured revolving credit facility, inclusive of issued and outstanding letters of credit totaling $4.8 million.

This significant amount of debt could have important consequences to us and our shareholders, including:

- requiring a substantial portion of our cash flow from operations to make payments on this debt, thereby limiting the cash we have available to fund future growth opportunities, such as research and development, capital expenditures and acquisitions;
- restrictive covenants in our debt arrangements which limit our operations and borrowing, and place restrictions on our ability to pay dividends or repurchase common stock;
- the risk of a future credit ratings downgrade of our debt or rising interest rates on our variable rate debt increasing future debt costs and limiting the future availability of debt financing;
- increasing our vulnerability to general adverse economic and industry conditions and limiting our flexibility in planning for, or reacting to, changes in our business and industry, due to the need to use our cash to service our outstanding debt;
- placing us at a competitive disadvantage relative to our competitors that are not as highly leveraged with debt and that may therefore be able to invest more in their business or use their available cash to pursue other opportunities, including acquisitions; and
- limiting our ability to borrow additional funds as needed or take advantage of business opportunities as they arise.

In addition, our actual cash requirements in the future may be greater than expected. Our cash flow from operations may not be sufficient to repay all of our outstanding debt as it becomes due, and we may not be able to borrow money, sell assets or otherwise raise funds on acceptable terms, or at all, to refinance our debt.

Despite our high debt level, we may need additional financing in the future, which could exacerbate the risks of our substantial indebtedness, and such financing may not be available on favorable terms, or at all, and may be dilutive to existing shareholders.

We may need to seek additional financing for our general corporate purposes. For example, we may need to increase our investment in research and development activities or require funding to make acquisitions. Although the indentures and credit agreements relating to our existing debt contain restrictions on the incurrence of additional debt, these restrictions are subject to a number of significant qualifications and exceptions, and, under certain circumstances, the amount of debt that could be incurred in compliance with these restrictions could be substantial. If new debt is added to our and our subsidiaries' existing debt levels, the related risks that we now face would increase. In addition, none of the indentures or credit agreements relating to our existing debt will prevent us from incurring obligations that do not constitute debt under those agreements. We may be unable to obtain desired additional financing on terms favorable to us, or at all. For example, during periods of volatile credit markets, there is a risk that lenders, even those with strong balance sheets and sound lending practices, could fail or refuse to honor their credit commitments and obligations, including, but not limited to, extending credit up to the maximum permitted by a credit facility and otherwise accessing capital or honoring loan commitments. If our lenders are unable to fund borrowings under their loan commitments or we are unable to borrow, it could be difficult to replace such loan commitments on similar terms or at all. If adequate funds are not available on acceptable terms, we may be unable to fund growth opportunities, successfully develop or enhance products, or respond to competitive pressures, any of which could negatively affect our business. If we raise additional funds through the issuance of equity securities, our shareholders will experience dilution of their ownership interest. If we raise additional funds by issuing debt, we may be subject to limitations on our operations and ability to pay dividends due to restrictive covenants. Generally, to the extent that we incur additional indebtedness, all of the risks described above in connection with our debt obligations could increase.

If we fail to adequately protect our intellectual property rights, competitors may manufacture and market similar products, which could adversely affect our market share and results of operations.

The vast majority of our total revenues are from products bearing proprietary trademarks and brand names. In addition, we own or license from third parties a number of patents, patent applications and other technology. We rely on trademark, trade secret, patent and copyright laws to protect our intellectual property rights. There is a risk that we will not be able to obtain and perfect or maintain our own intellectual property rights or, where appropriate, license intellectual property rights necessary to support new product introductions. In addition, even if such rights are protected in the United States, the laws of some other countries in which our products are or may be sold do not protect intellectual property rights to the same extent as the laws of the United States. We cannot be certain that our intellectual property rights will not be invalidated, circumvented or challenged in the future, and we could incur significant costs in connection with legal actions relating to such rights. As patents expire, we could face increased competition, which could negatively impact our operating results. If other parties infringe on our intellectual property rights, they may dilute the value of our brands in the marketplace, which could diminish the value that consumers associate with our brands and harm our sales.

Our future financial performance and success are dependent on our ability to execute our business strategies successfully.

Our products are currently marketed and sold through a dedicated commercial organization and exclusive and non-exclusive third-party distributors and wholesalers. As part of the separation from our former parent, we increased our use of exclusive and non-exclusive third-party distributors and wholesalers. We also decreased or eliminated our business operations in certain countries with large numbers of local and regional low-cost competitors in order to increase our profitability. In addition, we shifted from a decentralized management structure to a model in which many functions are managed centrally. We expect that these changes in our business strategy will enable us to reach new retail customers and consumers, and focus our business operations on more profitable markets. However, the use of distributors in markets where we have historically maintained a direct presence could adversely impact the reputation of our brands and negatively impact our results of operations. Despite our efforts, we cannot guarantee that we will be able to efficiently implement our strategies in a timely manner to exploit potential market opportunities, achieve the goals of our long-term business strategies, or meet competitive challenges. If we are unable to execute our business strategies successfully, our revenues and marketability may be adversely affected.

If we pursue strategic acquisitions, divestitures or joint ventures, we may not be able to successfully consummate favorable transactions or successfully integrate acquired businesses.

From time to time, we may evaluate potential acquisitions, divestitures or joint ventures that would further our strategic objectives. With respect to acquisitions, we may not be able to identify suitable candidates, consummate a transaction on terms that are favorable to us, or achieve expected returns and other benefits as a result of integration challenges. With respect to proposed divestitures of assets or businesses, we may encounter difficulty in finding acquirers or alternative exit strategies on terms that are favorable to us, which could delay the accomplishment of our strategic objectives, or our divestiture activities may require us to recognize impairment charges. Companies or operations acquired or joint ventures created may not be profitable or may not achieve sales levels and profitability that justify the investments made. Our corporate development activities may present financial and operational risks, including diversion of management attention from existing core businesses, integrating or separating personnel and financial and other systems, and may have adverse effects on our existing business relationships with suppliers and customers. Future acquisitions could also result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities or amortization expenses related to certain intangible assets, and increased operating expenses, which could adversely affect our results of operations and financial condition. Furthermore, if we issue equity or debt securities to raise additional funds, our existing shareholders may experience significant dilution, and the new equity or debt securities may have rights, preferences and privileges senior to those of our existing shareholders. Furthermore, if we sell a substantial number of shares of common stock in the public markets, the availability of those shares for sale could adversely affect the market price of our common stock. Such sales, or the perception in the market that holders of a large number of shares intend to sell shares, could depress the market price of our common stock and impair our ability to raise capital through the sale of additional equity securities. For one or more of these transactions, we may:

- use cash that we may need in the future to operate our business;
- incur large charges or substantial liabilities;
- incur debt on terms unfavorable to us or that we are unable to repay; and
- encounter difficulties retaining key employees of the acquired company.

We may be unable to realize the anticipated benefits of the recent acquisitions of the global auto care business (Auto Acquisition) and Battery Acquisition (together with the Auto Acquisition, the Acquisitions).

In order to realize the anticipated benefits of the Acquisitions, we have been and will continue to be required to devote significant management attention and resources to aligning the business practices, cultures and operations of the acquired businesses. We may encounter difficulties as we continue to align these businesses in a manner that permits us to achieve the synergies and other benefits anticipated to result from the Acquisitions. Accordingly, the contemplated benefits of the Acquisitions may not be realized fully, or at all, or may take longer to realize than expected.

The successful integration of these Acquisitions depends on our ability to manage the operations and personnel of the acquired businesses. Integrating operations is complex and requires significant efforts and expenses on the part of both us and the acquired businesses. Potential difficulties we may encounter as part of the integration process include, but are not limited to, the following:

- the challenge of integrating complex systems, operating procedures, compliance programs, technology, networks and other assets of the Acquisitions in a manner that minimizes any adverse impact on customers, suppliers, employees and other constituencies;
- employees may voluntarily or involuntarily separate employment from us because of the Acquisitions;
- our management may have its attention diverted while trying to integrate the Acquisitions;
- we may encounter obstacles when incorporating the Acquisitions into our operations and management, including integrating or separating personnel, financial systems, operating procedures, regulatory compliance programs, technology, networks and other assets in a seamless manner that minimizes any adverse impact on customers, suppliers, employees and other constituencies;
- the challenge of managing the expanded operations of a significantly larger and more complex company and coordinating geographically separate organizations;
- differences in business backgrounds, corporate cultures and management philosophies;
- integration may be more costly, more time consuming and complex or less effective than anticipated;
- inability to maintain uniform standards, controls and procedures; and
- we may discover previously undetected operational or other issues, such as fraud.

Any of these factors could adversely affect our ability to maintain relationships with customers, suppliers, employees and other constituencies. In addition, the success of the Acquisitions will depend, in part, on our ability to realize the anticipated growth opportunities and cost synergies through the successful integration of the Acquisitions. Even if we are successful in integrating acquired businesses, we cannot assure you that these integrations will result in the realization of the full benefit of any anticipated growth opportunities or cost synergies or that these benefits will be realized within the expected time frames. In addition, acquired businesses may have unanticipated liabilities or contingencies.

The benefits that we expect to achieve as a result of the Acquisitions depend, in part, on our ability to realize anticipated growth opportunities and synergies due to cost reductions, alignment of purchase terms and logistics and pricing optimization. Our success in realizing these growth opportunities and synergies, and the timing of this realization, depends on the successful integration of the businesses and operations of the Acquisitions. Even if we successfully integrate the Acquisitions with our existing operations, this integration may not result in the realization of the full benefits of the growth opportunities and annual run-rate synergies that we currently expect from this integration within the estimated three year anticipated time frame. For example, we may be unable to eliminate duplicative costs, or could lose suppliers or customers if we fail to maintain our business relationships. Accordingly, the benefits from the Acquisitions may be offset by costs or delays incurred in integrating the Acquisitions.

The Acquisitions may have liabilities that are not known to us and the Acquisition Agreements may not provide us with sufficient indemnification with respect to such liabilities.

The Acquisitions may have liabilities that we failed, or were unable, to discover in the course of performing Energizer's due diligence investigations of the Acquired Businesses. We cannot assure you that the indemnification available to us under the acquisition agreements in respect of the Acquisitions will be sufficient in amount, scope or duration to fully offset the possible liabilities associated with the business of the Acquisitions or that the terms of the acquisition agreements will be complied with. We may learn additional information about the Acquisitions that materially adversely affects us, such as unknown or contingent liabilities and liabilities related to compliance with applicable laws. Any such liabilities, individually or in the aggregate, could have a material adverse effect on our business, financial condition and results of operations.

We may not be able to successfully close the divestiture of the Divestment Business.

On May 29, 2019, we entered into an acquisition agreement with VARTA AG to divest the Divestment Business. Pursuant to the terms of the acquisition agreement, the Company will sell the Divestment Business for an aggregate purchase price of €180 million, subject to purchase price adjustments. Pursuant to the terms of the acquisition agreement with Spectrum for the Battery Acquisition, Spectrum will be contributing an additional US $200 million to Energizer in connection with the divestiture of the Divestment Business.

Divestitures involve significant risks and uncertainties, including:

- failure to effectively transfer liabilities, contracts, operations, facilities and employees to buyers;
- requirements that we retain or indemnify buyers against certain liabilities and obligations;
- the possibility that we will become subject to third-party claims arising out of such divestiture;
- challenges in identifying and separating the intellectual property and data to be divested from the intellectual property and data that we wish to retain;
- inability to reduce fixed costs previously associated with the divested assets or business;
- challenges in collecting the proceeds from any divestiture;
- ability to reduce costs to achieve expected synergies for the rest of our business;
- disruption of our ongoing business and distraction of management;
- difficulties with transition services following the divestiture that result in material impacts to our ongoing operations;
- loss of key employees who leave our company as a result of a divestiture; and
- if customers or partners of the divested business do not receive the same level of service from the new owners, our other businesses may be adversely affected, to the extent that these customers or partners also purchase other products offered by us or otherwise conduct business with our retained business.

We and VARTA AG have agreed to enter into related agreements ancillary to the acquisition that will become effective upon the consummation of the acquisition, including a hearing aid battery supply agreement pursuant to which we will sell to VARTA AG hearing aid products bearing the Rayovac® trademark for sale by VARTA AG to retail customers in EMEA; an Alkaline Supply Agreement for the sale by VARTA AG to us during a transition period of certain alkaline battery products bearing the Varta® trademark; an agreement for the allocation and shared use of certain tools acquired by the Company from Spectrum; and a transition services agreement. VARTA AG will also become a party to the transition services agreement previously entered into between us and Spectrum on January 2, 2019 under which VARTA AG will provide to Spectrum that portion of the transition services currently provided by the Divestment Business. In addition, as part of the Acquisition, VARTA AG will acquire, indirectly through the acquisition of the Divestment Business, the Varta® brand globally and will, immediately following the closing date, enter into a license agreement with us under which we will receive a royalty-free license to use the Varta® brand in the non-EMEA territories for use in the consumer field (excluding sales to original equipment manufacturers) with the range of consumer product categories currently being sold by the Divestment Business under the Varta® brand consisting of certain consumer batteries, chargers, power banks and lighting products under the current Varta® trademarks and subbrands used today by the Divestment Business, as well as certain future Varta® marks. Subject to material compliance with its terms, the license granted to us is perpetual and exclusive within the specified field in all countries in the Non-EMEA territories where we currently sell Varta® branded products, and in respect of non-EMEA countries where we currently do not sell Varta® branded products, will also be exclusive unless after a specified period of time we do not reach certain sales thresholds in those countries, in which case the license will convert to non-exclusive in those territories where such thresholds are not achieved and will remain exclusive in all other territories.

Several factors, including consumer perception, adverse events and publicity about the products marketed under the brand, VARTA AG's failure to maintain the quality of products sold under Varta® brand, VARTA AG's failure to properly prosecute intellectual property rights related to the brand, or supply shortages or other operational issues in countries where we do not operate, could diminish the value of this brand with varying degrees of significance, including in countries where we operate and use it. Additionally, the lack of control over the sales and distribution of the Rayovac-branded hearing aid batteries in such channel could result in reduced customer loyalty and awareness which could have an adverse impact on the value of the Rayovac brand and our future revenues. Further, the transition services agreement could result in an increased risk of potential disruption to our business from the failure by a party to provide services in a timely fashion.

We cannot assure you that we will be successful in managing these or any other significant risks that we encounter in closing the divestiture of the Divestment Business, and such divestiture could materially and adversely affect our business, financial condition, results of operations and cash flows.

Our business involves the potential for claims of product liability and other tort claims against us, which could affect our results of operations and financial condition and result in product recalls or withdrawals.

We face exposure to claims arising out of alleged defects in our products, including for property damage, bodily injury or other adverse effects. We maintain product liability insurance, but this insurance does not cover all types of claims, particularly claims that do not involve personal injury or property damage or claims that exceed the amount of insurance coverage. Further, we may not be able to maintain such insurance in sufficient amounts, on desirable terms, or at all, in the future. In addition to the risk of monetary judgments not covered by insurance, product liability claims could result in negative publicity that could harm our products' reputation and in certain cases require a product recall. Product withdrawals or product liability claims, and any subsequent remedial actions, could have a material adverse effect on our business, reputation, brand value, results of operations and financial condition.

We may not be able to attract, retain and develop key personnel.

Our future performance depends in significant part upon the continued service of our executive officers and other key personnel. The loss of the services of one or more of our executive officers or other key employees could have a material adverse effect on our business, prospects, financial condition and results of operations. Our success also depends on our continuing ability to attract, retain and develop highly qualified personnel, including future members of our management team. Competition for such personnel is intense, and there can be no assurance that we can retain and motivate our key employees or attract and retain other highly qualified personnel in the future. Additionally, the escalating costs of offering and administering health care, retirement and other benefits for employees could result in reduced profitability.

As we continue to optimize our operations, the risk of potential employment-related claims and disputes will also increase. As such, we may be subject to claims, allegations or legal proceedings related to employment matters including discrimination, harassment, wrongful termination or retaliation, local, state, federal and non-U.S. labor law violations, injury, and wage violations. In addition, our employees in certain countries in Europe are subject to works council arrangements, exposing us to associated delays, works council claims and associated litigation. In the event we or our partners are subject to one or more employment-related claims, allegations or legal proceedings, we may incur substantial costs, losses or other liabilities in the defense, investigation, settlement, delays associated with, or other disposition of such claims. In addition to the economic impact, we may also suffer reputational harm as a result of such claims, allegations and legal proceedings and the investigation, defense and prosecution of such claims, allegations and legal proceedings could cause substantial disruption in our business and operations, including delaying and reducing the expected benefits of any operations' optimization. We have policies and procedures in place to reduce our exposure to these risks, but such policies and procedures may not be effective and we may be exposed to such claims, allegations or legal proceedings.

We may experience losses or be subject to increased funding and expenses related to our pension plans.

We assumed pension plan liabilities related to our current and former employees in connection with the separation. Effective January 1, 2014, the pension benefit earned to date by active participants under the legacy U.S. pension plan was frozen and future retirement service benefits are no longer accrued under this retirement program; however, our pension plan obligations remain significant. If the investment of plan assets does not provide the expected long-term returns, if interest rates or other assumptions change, or if governmental regulations change the timing or amounts of required contributions to the plans, we could be required to make significant additional pension contributions, which may have an adverse impact on our liquidity, our ability to comply with debt covenants and may require recognition of increased expense within our financial statements.

Our credit ratings are important to our cost of capital.

We expect that the major credit rating agencies will continue to evaluate our creditworthiness and give us specified credit ratings. These ratings would be based on a number of factors, including our financial strength and financial policies as well as our strategies, operations and execution. These credit ratings are limited in scope, and do not address all material risks related to investment in Energizer, but rather reflect only the view of each rating agency at the time the rating is issued. Nonetheless, the credit ratings we receive will impact our borrowing costs as well as our access to sources of capital on terms that will be advantageous to our business. Failure to obtain sufficiently high credit ratings could adversely affect the interest rate in future financings, our liquidity or our competitive position and could also restrict our access to capital markets. There can be no assurance that any credit ratings we receive will remain in effect for any given period of time or that a rating will not be lowered, suspended or withdrawn entirely by the applicable rating agencies if, in such rating agency's judgments, circumstances so warrant.

Risks Related to Our Common Stock

We cannot guarantee the timing, amount or payment of dividends or share repurchases on our common stock.

The timing, declaration, amount and payment of future dividends to shareholders or repurchases of the Company's Common stock will fall within the discretion of our Board of Directors.

The Board's decisions regarding the payment of dividends or repurchase of shares will depend on many factors, such as our financial condition, earnings, capital requirements, debt service obligations, covenants associated with certain of our debt service obligations, industry practice, legal requirements, regulatory constraints and other factors that our Board of Directors deems relevant. The payment of dividends on our common stock is subject to the preferential rights of the Mandatory Convertible Preferred Stock and other preferred stock that the Board may create from time to time. Our indentures and credit agreements relating to our debt also contain limitations on our ability to pay dividends to our shareholders if we are in default, or such dividend payments would cause us to be in default, of our obligations thereunder. In the event that any agreements governing any such debt restrict our ability to declare and pay dividends in cash on our common and preferred stock, we may be unable to declare and pay dividends in cash on our common or preferred stock unless we can repay or refinance the amounts outstanding under such agreements. Our ability to pay dividends and repurchase shares will depend on our ongoing ability to generate cash from operations and on our access to the capital markets. We cannot guarantee that we will pay a dividend or repurchase shares in the future or continue to pay any dividend or conduct share repurchase programs.

Our common stock ranks junior to our Mandatory Convertible Preferred Stock with respect to dividends and amounts payable in the event of our liquidation, dissolution or winding-up of our affairs.

Our common stock ranks junior to our Mandatory Convertible Preferred Stock, with respect to the payment of dividends and amounts payable in the event of our liquidation, dissolution or winding-up of our affairs. This means that, unless accumulated dividends have been paid on all our Mandatory Convertible Preferred Stock through the most recently completed dividend period, no dividends may be declared or paid on our common stock and we will not be permitted to repurchase any of our common stock, subject to limited exceptions. Likewise, in the event of our voluntary or involuntary liquidation, dissolution or winding-up of our affairs, no distribution of our assets may be made to holders of our common stock until we have paid to holders of our Mandatory Convertible Preferred Stock a liquidation preference equal to $100 per share plus accumulated and unpaid dividends.

Holders of our Mandatory Convertible Preferred Stock will have the right to elect two directors in the case of certain dividend arrearages.

If dividends on any shares of our Mandatory Convertible Preferred Stock have not been declared and paid for the equivalent of six or more quarterly dividend periods, whether or not for consecutive dividend periods, the holders of shares of our Mandatory Convertible Preferred Stock, voting together as a single class with holders of any and all other series of our capital stock on a parity with our Mandatory Convertible Preferred Stock (as to the payment of dividends and amounts payable on a liquidation, dissolution or winding up of our affairs) upon which like voting rights have been conferred and are exercisable will be entitled to vote for the election of a total of two additional members of our Board of Directors, subject to certain terms and limitations. This right to elect directors will dilute the representation of the holders of our common stock on our Board of Directors and may adversely affect the market price of our common stock.

Certain rights of the holders of the Mandatory Convertible Preferred Stock could delay or prevent an otherwise beneficial takeover or takeover attempt of us.

Certain rights of the holders of the Mandatory Convertible Preferred Stock could make it more difficult or more expensive for a third party to acquire us. For example, if a fundamental change were to occur on or prior to January 15, 2022, holders of the Mandatory Convertible Preferred Stock may have the right to convert their Mandatory Convertible Preferred Stock, in whole or in part, at an increased conversion rate and will also be entitled to receive a make-whole amount equal to the present value of all remaining dividend payments on their Mandatory Convertible Preferred Stock as described in the certificate of designation. These features of the Mandatory Convertible Preferred Stock could increase the cost of acquiring us or otherwise discourage a third party from acquiring us or removing incumbent management.

Your percentage of ownership in Energizer may be diluted in the future.

In the future, your percentage ownership in Energizer may be diluted because of equity issuances for acquisitions, capital market transactions or otherwise, including equity awards that we grant to our directors, officers and employees. From time to time, we will issue additional stock-based awards to our employees under our employee benefits plans. Such awards will have a dilutive effect on our earnings per share, which could adversely affect the market price of our common stock.

In addition, our amended and restated articles of incorporation authorizes us to issue, without the approval of our shareholders, one or more additional classes or series of preferred stock having such designation, powers, preferences and relative, participating, optional and other special rights, including preferences over our common stock respecting dividends and distributions, as our Board of Directors generally may determine. The terms of one or more classes or series of preferred stock could dilute the voting power or reduce the value of our common stock. For example, as in the case of the Mandatory Convertible Preferred Stock, we could grant the holders of preferred stock the right to elect some number of our directors in all events or on the happening of specified events or the right to veto specified transactions. Similarly, the repurchase or redemption rights or liquidation preferences we could assign to holders of preferred stock could affect the residual value of our common stock.

Certain provisions in our amended and restated articles of incorporation and bylaws, and of Missouri law, may deter or delay an acquisition of Energizer.

Our amended and restated articles of incorporation and amended and restated bylaws contain, and the General and Business Corporation Law of Missouri, which we refer to as “Missouri law,” contains, provisions that are intended to deter coercive takeover practices and inadequate takeover bids by making such practices or bids unacceptably expensive to the bidder and to encourage prospective acquirers to negotiate with our Board of Directors rather than to attempt a hostile takeover by making the replacement of incumbent directors more time-consuming and difficult. These provisions include, among others:

- limitations on the ability of our shareholders to call a special meeting;
- rules regarding how we may present proposals or nominate directors for election at shareholder meetings;
- the right of our Board of Directors to issue preferred stock without shareholder approval;
- a provision that our shareholders may only remove directors “for cause” and with the approval of the holders of two-thirds of our outstanding voting stock at a special meeting of shareholders called expressly for that purpose; and
- the ability of our directors, and not shareholders, to fill vacancies on our Board of Directors.

In addition, because we have not chosen to opt out of coverage of Section 351.459 of Missouri law, which we refer to as the “business combination statute,” these provisions could also deter or delay a change of control. The business combination statute restricts certain business combination transactions between us and an “interested shareholder,” generally any person who, together with his or her affiliates and associates, owns or controls 20% or more of the outstanding shares of our voting stock, for a period of five years after the date of the transaction in which the person becomes an interested shareholder, unless either such transaction or the interested shareholder’s acquisition of stock is approved by our Board on or before the date the interested shareholder obtains such status. The business combination statute also provides that, after the expiration of such five-year period, business combinations are prohibited unless (i) the holders of a majority of the outstanding voting stock, other than the stock owned by the interested shareholder, or any affiliate or associate of such interested shareholder, approve the business combination or (ii) the business combination satisfies certain detailed fairness and procedural requirements.

We believe that these provisions will help to protect our shareholders from coercive or otherwise unfair takeover tactics by requiring potential acquirers to negotiate with our Board of Directors and by providing our Board of Directors with more time to assess any acquisition proposal. These provisions are not intended to make us immune from takeovers. However, these provisions will apply even if the offer may be considered beneficial by some shareholders and could deter or delay an acquisition that our Board of Directors determines is not in our best interests or the best interests of our shareholders. These provisions may also prevent or discourage attempts to remove and replace incumbent directors.

1B. *Unresolved Staff Comments*

None.

Item 2. *Properties*

Our principal executive office is in St. Louis, Missouri. Below is a list of Energizer's principal plants and facilities as of the date of filing. Management believes that the Company's production facilities are adequate to support the business and the properties and equipment have been well maintained.

Americas

Asheboro, NC (an owned manufacturing plant and an owned packaging facility)

Bennington, VT (an owned manufacturing plant)

Garrettsville, OH (an owned manufacturing plant)

Marietta, OH (an owned manufacturing plant)

Westlake, OH (an owned research facility)

Glenshaw, PA (a leased manufacturing facility)

Dixon, IL (a leased manufacturing and packaging facility)

Dayton, OH (a leased manufacturing and distribution facility)

Fennimore, WI (an owned manufacturing facility)

Portage, WI (an owned manufacturing facility)

International

Cimanggis, Indonesia (an owned manufacturing facility on leased land)

Jurong, Singapore (an owned manufacturing facility on leased land)

Shenzhen, People’s Republic of China (a leased manufacturing facility)

Alexandria, Egypt (an owned manufacturing facility)

Washington, UK (a leased manufacturing facility)

Rassau, UK (a leased manufacturing facility)

Guatemala City, Guatemala (an owned manufacturing facility)

Cavaleiro, Brazil (an owned manufacturing facility)

Santo Domingo, Dominican Republic (an owned distribution facility)

In addition to the properties identified above, Energizer and its subsidiaries own or operate sales offices, regional offices, storage facilities, distribution centers and terminals and related properties.

Through our global supply chain and global manufacturing footprint, we strive to meet diverse consumer demands within each of the markets we serve. Our portfolio of household and specialty batteries, and portable lighting, automotive fragrance and appearance products is distributed through a global sales force and global distributor model.

Item 3. *Legal Proceedings*

We are parties to a number of legal proceedings in various jurisdictions arising out of our business operations in the normal course of business. Many of these legal matters are in preliminary stages and involve complex issues of law and fact, and may proceed for protracted periods of time. The amount of liability, if any, from these proceedings cannot be determined with certainty. However, based upon present information, we believe that our liability, if any, arising from such pending legal proceedings, asserted legal claims and known potential legal claims which are likely to be asserted, are not reasonably likely to be material to our financial position, results of operations, or cash flows, taking into account established accruals for estimated liabilities.

See also the discussion captioned “Governmental Regulations and Environmental Matters” under Item 1 above.

Item 4. ***Mine Safety Disclosure***

None.

Item 4A. ***Information About Our Executive Officers***

A list of the executive officers of Energizer and their business experience follows. Ages shown are as of November 19, 2019. Executive officers are appointed by, and hold office at the discretion of, our Board of Directors.

Alan R. Hoskins - Chief Executive Officer. Mr. Hoskins was President until November 2019 and served as President and Chief Executive Officer of Energizer Household Products Division, a position he held with our former parent company from April 2012 to June 2015. Prior to that position, Mr. Hoskins held several leadership positions at our former parent company, including Vice President, Asia-Pacific, Africa and Middle East from 2008 to 2011, Vice President, North America Household Products Division from 2005 to 2008, Vice President, Sales and Trade Marketing from 1999 to 2005, and Director, Brand Marketing from 1996 to 1999. He started his career at Union Carbide in 1983 following several years in the retailer, wholesaler and broker industry. Mr. Hoskins holds a B.S. in Business Administration from Western New England University and a Masters of Business Administration from Webster University. He also completed the Senior Executive Program at Columbia University. Age: 58.

Mark S. LaVigne - President since November 2019 and Chief Operating Officer since 2015. He previously served as Executive Vice President from 2015 to November 2019. Mr. LaVigne was with our former parent company since 2010. Mr. LaVigne led our Spin-off from our former parent company in 2015, in addition to serving as Vice President, General Counsel and Secretary. Prior to joining the Company, Mr. LaVigne was a partner at Bryan Cave LLP from 2007 to 2010, where he advised our former parent company on several strategic acquisitions. Mr. LaVigne holds a J.D. from St. Louis University School of Law and a B.A. from the University of Notre Dame. Age: 48.

Sue K. Drath - Chief Human Capital Officer. In this role, Ms. Drath is responsible for Energizer's global human resources function including culture, talent acquisition, rewards and development for our global colleagues. Ms. Drath was Vice President, Global Rewards of our former parent company. In this role, Sue was responsible for the design, development, and implementation of all corporate-driven compensation and benefits programs across Energizer’s businesses and areas. Ms. Drath was with our former parent company since 1992, previously serving as Vice President, Global Compensation and Benefits. Ms. Drath graduated from the University of North Dakota with a B.A. degree in Business Administration. Age: 49.

John J. Drabik - SVP, Corporate Controller. Mr. Drabik was appointed as SVP, Corporate Controller and was designated as our Chief Accounting Officer in November 2019. Mr. Drabik has served as the Company's Treasurer since July 2015. Mr. Drabik is responsible for the Company’s global accounting and financial support functions, including global controllership, external reporting, tax, operations accounting and treasury. Mr. Drabik joined Energizer in December 2001 and has held several roles of increasing responsibility, including Vice President, Corporate Development from October 2013 to October 2017 and Vice President, Corporate Controller and Treasurer from October 2017 to November 2019. Mr. Drabik holds an MBA from Washington University in St. Louis and a BS in Accounting from the University of Missouri at Columbia. Age: 47.

Timothy W. Gorman - Executive Vice President, Chief Financial Officer. Mr. Gorman joined the Company in September 2014, and has served as the Chief Financial Officer since June 2017 and as Chief Accounting Officer from July 2015 until November 2019. Prior to that Mr. Gorman served in finance and accounting leadership roles for the Company, including as Vice President of Finance, Controller and Chief Accounting Officer from July 2015 until June 2017 and Vice President, Controller – Household Products of our former parent company from September 2014 to July 2015. Prior to joining the Company, Mr. Gorman worked as an independent financial consultant and in a variety of senior roles during a twenty-five year career at PepsiAmericas, Inc. (previously known as Whitman Corporation), most recently as Senior Vice President and Controller. Mr. Gorman holds a B.S. in Accounting from Indiana University. Age: 59.

Hannah H. Kim - Chief Legal Officer and Corporate Secretary. Ms. Kim was appointed Chief Legal Officer and

Corporate Secretary in November 2019. Ms. Kim has served as Energizer's Assistant General Counsel and Corporate Secretary since June 2018. Prior to joining Energizer, Ms. Kim was Senior Vice President and Assistant General Counsel for Bank of America from May 2016 to June 2018. Previously, Ms. Kim served as Vice President, Associate General Counsel, Deputy Chief Compliance Officer and Assistant Corporate Secretary for the Lowe's Companies, Inc. from October 2008 to May 2016. Ms. Kim holds a law degree and a bachelor's degree in Business Administration and Marketing from the University of Tennessee at Knoxville. Age: 41

Gregory T. Kinder - Executive Vice President and Chief Supply Chain Officer. Mr. Kinder has strong experience in maximizing efficiencies across end-to-end Supply Chain and the ability to leverage the scale of our company globally. He joined our former parent company in May 2013, bringing with him over 30 years of Procurement, Supply Chain, and Operations experience. He has previously worked with leading manufacturing companies and suppliers across diverse industries and geographies, including experience working and living abroad for five years in Europe and six years in Asia (Singapore and Shanghai, China). Prior to joining the Company, Mr. Kinder served as Vice President and Chief Procurement Officer at Doosan Infracore International, Inc. from 2009 to 2013. He has also served as Vice President, Global Sourcing for Modine Manufacturing Company. Mr. Kinder also held a variety of purchasing and supply chain/ operations related positions over 21 years with Johnson Controls, Inc., including Vice President of Purchasing, APAC. Mr. Kinder holds a B.A. in Procurement and Materials Management and Production Operations from Bowling Green State University. Age: 58.

Part II.

Item 5. ***Market for Registrant's Common Equity and Related Stockholder Matters and Issuer Purchases of Equity Securities.***

The Company's Common Stock is listed on the New York Stock Exchange (NYSE). As of September 30, 2019, there were approximately 6,009 shareholders of record of the Company's Common Stock under the symbol "ENR".

The Company expects to continue to pay regular quarterly dividends. Future dividends are dependent on future earnings, capital requirements and the Company's financial condition and are declared at the sole discretion of the Company's Board of Directors. See Item 1A - Risk Factors - Risks Related to Our Common Stock - *We cannot guarantee the timing, amount or payment of dividends or share repurchases on our common stock.*

Issuer Purchases of Equity Securities. The following table reports purchases of equity securities during the fourth quarter of fiscal 2019 by Energizer and any affiliated purchasers pursuant to SEC rules, including any treasury shares withheld to satisfy employee withholding obligations upon vesting of restricted stock and the execution of net exercises.

Issuer Purchases of Equity Securities				
Period	Total Number of Shares Purchased (1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Maximum Number That May Yet Be Purchased Under the Plans or Programs
July 1, 2019 - July 31, 2019	29,162	$ 40.26	—	2,802,791
August 1, 2019 - August 31, 2019	73	$ 37.49	—	2,802,791
September 1, 2019 - September 30, 2019	51	$ 45.19	—	2,802,791
Total	29,286	$ 40.26	—	

(1) 29,286 shares purchased during the quarter relate to the surrender to the Company of shares of common stock to satisfy tax withholding obligations in connection with the vesting of restricted stock or execution of net exercises.

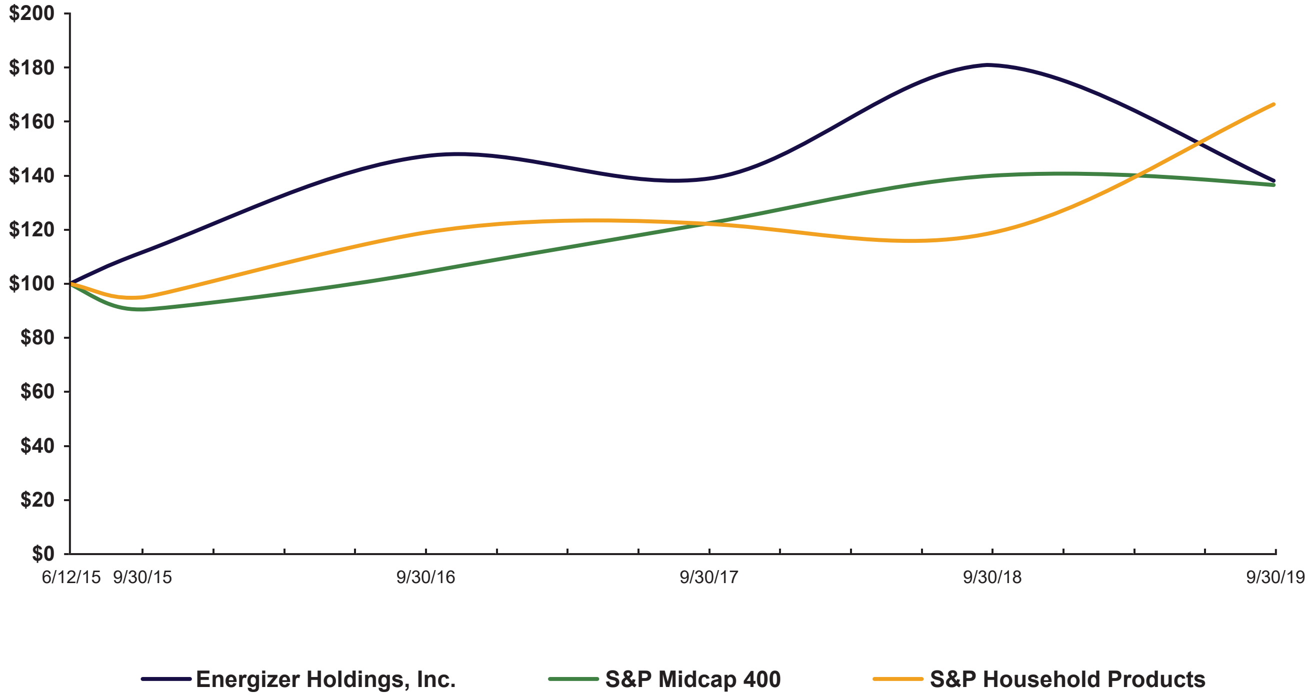
(2) On July 1, 2015, the Board of Directors approved a new share repurchase authorization for the repurchase of up to 7.5 million shares. No shares were repurchased on the open market during the quarter under this share repurchase authorization.

The graph below matches Energizer Holdings, Inc.'s cumulative 51-Month total shareholder return on common stock with the cumulative total returns of the S&P Midcap 400 index and the S&P Household Products index. The graph tracks the performance of a $100 investment in our common stock and in each index (with the reinvestment of all dividends) from 6/12/2015 to 9/30/2019.

These indices are included only for comparative purposes as required by Securities and Exchange Commission rules and do not necessarily reflect management's opinion that such indices are an appropriate measure of the relative performance of the Common Stock. They are not intended to forecast possible future performance of the Common Stock.

COMPARISON OF 51 MONTH CUMULATIVE TOTAL RETURN*

Among Energizer Holdings, Inc., the S&P Midcap 400 Index
and the S&P Household Products Index



*$100 invested on 6/12/15 in stock or 5/31/15 in index, including reinvestment of dividends.
Fiscal year ending September 30.

	6/12/15	9/30/15	9/30/16	9/30/17	9/30/18	9/30/19
Energizer Holdings, Inc.	100.0	111.3	147.2	138.8	179.5	138.0
S&P Midcap 400	100.0	90.3	104.1	122.4	139.8	136.3
S&P Household Products	100.0	94.9	118.7	122.1	118.7	166.2

Item 6. *Selected Financial Data.*

All amounts discussed are in millions of U.S. dollars, unless otherwise indicated.

We derived the selected statements of earnings data for the years ended September 30, 2019, 2018, 2017, 2016, and 2015 and selected balance sheet data as of September 30, 2019, 2018, 2017, 2016, and 2015 as set forth below, from our audited Consolidated Financial Statements. The historical results do not necessarily indicate the results expected for any future period. To ensure a full understanding, you should read the selected historical financial data presented below in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Consolidated Financial Statements and accompanying notes included elsewhere in this Annual Report.

	For the Years Ended September 30,				
	2019	2018	2017	2016	2015
Statements of Earnings Data					
Net sales	$ 2,494.5	$ 1,797.7	$ 1,755.7	$ 1,634.2	$ 1,631.6
Depreciation and amortization	92.8	45.1	50.2	34.3	41.8
Earnings/(loss) before income taxes	73.1	175.2	273.3	165.7	(0.7)
Income taxes	8.4	81.7	71.8	38.0	3.3
Net earnings/(loss) from continuing operations	$ 64.7	$ 93.5	$ 201.5	$ 127.7	$ (4.0)
Earnings/(loss) per common share from continuing operations: (a)					
Basic	$ 0.79	$ 1.56	$ 3.27	$ 2.06	$ (0.06)
Diluted	$ 0.78	$ 1.52	$ 3.22	$ 2.04	$ (0.06)
Average shares outstanding:					
Basic	66.4	59.8	61.7	61.9	62.2
Diluted	67.3	61.4	62.6	62.2	62.2
Dividend per common share (a)	$ 1.20	$ 1.16	$ 1.10	$ 1.00	$ 0.25

	At September 30,				
	2019	2018	2017	2016	2015
Balance Sheet Data (b)					
Working capital (c)	$ 967.8	$ 419.9	$ 438.2	$ 356.4	$ 610.5
Property, plant and equipment, net	362.0	166.7	176.5	201.7	205.6
Total assets (d)	5,449.6	3,178.8	1,823.6	1,731.5	1,618.6
Long-term debt	3,461.6	976.1	978.5	981.7	984.3
Long-term debt held in escrow (e)	—	1,230.7	—	—	—

(a) The Company issued a $0.30 per share dividend in each quarter of 2019 for a total dividend of $1.20 per share, a $0.29 per share dividend in each quarter of 2018 for a total dividend of $1.16 per share, a $0.275 per share dividend in each quarter of 2017 for a total dividend of $1.10 per share, a $0.25 per share dividend in each quarter of 2016 for a total dividend of $1.00 per share, and a $0.25 per share dividend in the fourth quarter of 2015.

(b) The balances as of September 30, 2019 include the working capital and assets of the Battery and Auto Care Acquisitions, as well as the debt assumed to complete those transactions in fiscal 2019.

(c) Working capital is current assets less current liabilities.

(d) At September 30, 2018, total assets included $1,246.2 of restricted cash associated with the debt from the Battery Acquisition which was funded into escrow in fiscal 2018 and utilized to complete the transaction in fiscal 2019.

(e) This represents the debt related to the Battery Acquisition which was funded into escrow in fiscal 2018 and then released from escrow in fiscal 2019 to complete the acquisition.

Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations.*

The following discussion is a summary of the key factors management considers necessary in reviewing the Company's results of operations, operating segment results, and liquidity and capital resources. Statements in this Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) that are not historical may be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995.

You should read the following MD&A in conjunction with the audited Consolidated Financial Statements and corresponding notes included elsewhere in this Annual Report. This MD&A contains forward-looking statements. The matters discussed in these forward-looking statements are subject to risk, uncertainties, and other factors that could cause actual results to differ materially from those projected or implied in the forward-looking statements. Please see above "Risk Factors" and "Forward-Looking Statements" for a discussion of the uncertainties, risks and assumptions associated with these statements.

All amounts discussed are in millions of U.S. dollars, unless otherwise indicated.

Forward-Looking Statements

This document contains both historical and forward-looking statements. Forward-looking statements are not based on historical facts but instead reflect our expectations, estimates or projections concerning future results or events, including, without limitation, the future sales, gross margins, costs, earnings, cash flows, tax rates and performance of Energizer. These statements generally can be identified by the use of forward-looking words or phrases such as "believe," "expect," "expectation," "anticipate," "may," "could," "intend," "belief," "estimate," "plan," "target," "predict," "likely," "will", "should," "forecast," "outlook," or other similar words or phrases. These statements are not guarantees of performance and are inherently subject to known and unknown risks, uncertainties and assumptions that are difficult to predict and could cause our actual results to differ materially from those indicated by those statements. We cannot assure that any of our expectations, estimates or projections will be achieved. The forward-looking statements included in this document are only made as of the date of this document and we disclaim any obligation to publicly update any forward-looking statement to reflect subsequent events or circumstances. Numerous factors could cause our actual results and events to differ materially from those expressed or implied by forward-looking statements, including, without limitation:

- market and economic conditions;
- market trends in the categories in which we compete;
- our ability to integrate businesses, to realize the projected results of acquisitions of the acquired businesses, and to obtain expected cost savings, synergies and other anticipated benefits of the acquired businesses within the expected timeframe, or at all;
- the impact of the acquired businesses on our business operations;
- our ability to close the divestiture of the Europe-based Varta® consumer battery, chargers, portable power and portable lighting business which serves the Europe, the Middle East and Africa markets;
- the success of new products and the ability to continually develop and market new products;
- our ability to attract, retain and improve distribution with key customers;
- our ability to continue planned advertising and other promotional spending;
- our ability to timely execute strategic initiatives, including restructurings, and international go-to-market changes in a manner that will positively impact our financial condition and results of operations and does not disrupt our business operations;
- the impact of strategic initiatives, including restructurings, on our relationships with employees, customers and vendors;
- our ability to maintain and improve market share in the categories in which we operate despite heightened competitive pressure;
- financial strength of distributors and suppliers;
- our ability to improve operations and realize cost savings;
- the impact of foreign currency exchange rates and currency controls, as well as offsetting hedges;
- the risk of economic uncertainty associated with the pending exit of the United Kingdom from the European Union or any other similar referendums that may be held;
- the impact of adverse or unexpected weather conditions;
- uncertainty from the expected discontinuance of LIBOR and the transition to any other interest rate benchmark;
- the impact of raw materials and other commodity costs;
- the impact of legislative changes or regulatory determinations or changes by federal, state and local, and foreign authorities, including customs and tariff determinations, as well as the impact of potential changes to tax laws, policies and regulations;
- costs and reputational damage associated with cyber-attacks or information security breaches or other events;
- the impact of advertising and product liability claims and other litigation; and
- compliance with debt covenants and maintenance of credit ratings as well as the impact of interest and principal repayment of our existing and any future debt.

In addition, other risks and uncertainties not presently known to us or that we consider immaterial could affect the accuracy of any such forward-looking statements. The list of factors above is illustrative, but by no means exhaustive. All forward-looking statements should be evaluated with the understanding of their inherent uncertainty. Additional risks and uncertainties include those described in the section entitled “Risk Factors” in this Report, as updated from time to time in the Company’s public filings.

Non-GAAP Financial Measures

The Company reports its financial results in accordance with accounting principles generally accepted in the U.S. (GAAP). However, management believes that certain non-GAAP financial measures provide users with additional meaningful comparisons to the corresponding historical or future period. These non-GAAP financial measures exclude items that are not reflective of the Company's on-going operating performance, such as acquisition and integration costs and related items, settlement loss on pension plan termination, gains on sale of real estate, spin-off related items, and the one-time impact of the new U.S. tax legislation. In addition, these measures help investors to analyze year over year comparability when excluding currency fluctuations, acquisition activity as well as other company initiatives that are not on-going. We believe these non-GAAP financial measures are an enhancement to assist investors in understanding our business and in performing analysis consistent with financial models developed by research analysts. Investors should consider non-GAAP measures in addition to, not as a substitute for, or superior to, the comparable GAAP measures. In addition, these non-GAAP measures may not be the same as similar measures used by other companies due to possible differences in method and in the items being adjusted.

We provide the following non-GAAP measures and calculations, as well as the corresponding reconciliation to the closest GAAP measure:

Segment Profit. This amount represents the operations of our two reportable segments including allocations for shared support functions. General corporate and other expenses, global marketing expenses, R&D expenses, amortization expense, interest expense, other items, net, charges related to acquisition and integration, settlement loss on pension plan termination, gains on sale of real estate and the spin-off have all been excluded from segment profit.

Adjusted net earnings from continuing operations and Adjusted Diluted net earnings per common share - continuing operations (EPS). These measures exclude the impact of the costs related to acquisition and integration, settlement loss on pension plan terminations, the spin off and the gain on sale of real estate and the one-time impact of the new U.S. tax legislation.

Organic. This is the non-GAAP financial measurement of the change in revenue or segment profit that excludes or otherwise adjusts for the impact of acquisitions, change in Argentina operations and the impact of currency from the changes in foreign currency exchange rates as defined below:

Impact of acquisitions. Energizer completed the Auto Care Acquisition on January 28, 2019, the Battery Acquisition on January 2, 2019, and the Nu Finish Acquisition on July 2, 2018. These adjustments include the impact each acquisition's on-going operations contributed to each respective income statement caption for the first year's operations directly after the acquisition date. This does not include the impact of acquisition and integration costs or the one time inventory fair value step up costs associated with the acquisitions.

Change in Argentina Operations. The Company is presenting separately all changes in sales and segment profit from our Argentina affiliate due to the designation of the economy as highly inflationary as of July 1, 2018.

Impact of currency. The Company evaluates the operating performance of our Company on a currency neutral basis. The impact of currency is the difference between the value of current year foreign operations at the current period ending USD exchange rate, compared to the value of the current year foreign operations at the prior period ending USD exchange rate.

Adjusted Gross Profit, Adjusted Gross Margin and adjusted Selling, General & Administrative (SG&A) as a percent of sales. Details for adjusted gross margin and adjusted SG&A as a percent of sales are also supplemental non-GAAP measure disclosures. These measures exclude the impact of costs related to acquisition and integration and inventory step up from purchase accounting.

Battery Acquisition

On January 2, 2019, the Company acquired Spectrum Brands Holdings, Inc.'s (Spectrum) global battery, lighting and portable power business (Battery Acquisition) including the brands Rayovac® and Varta®. The acquisition expanded our battery portfolio globally with the addition of a strong value brand. The final cash consideration after contractual and working capital adjustments was $1,962.4. Energizer funded the Battery Acquisition through net proceeds from the issuance of senior notes, term loans and cash on hand. Success fees of $13.0 were earned by financial advisers in January 2019 after closing the acquisition. This was in addition to the $2.0 paid in January 2018 for services rendered on the transaction.

On December 11, 2018, the European Commission approved the acquisition of the Acquired Battery Business conditioned on the divestiture of the Divestment Business. Energizer retained the rights to the Varta brand in Latin America and Asia Pacific, as well as Spectrum's global Rayovac branded consumer and hearing aid batteries business. On May 29, 2019, the Company signed a definitive agreement for the sale of the Divestment Business to VARTA AG and expects to timely complete this divestiture upon receipt of the European Commission approval. The assets and liabilities associated with this business have been reported as held for sale both on the preliminary purchase price allocation and the Consolidated Balance Sheets as of September 30, 2019.

For the twelve months ended September 30, 2019, the revenue associated with the Battery Acquisition was $338.9 and the income before income taxes was $8.7, which included the inventory fair value adjustment of $14.6.

Auto Care Acquisition

On January 28, 2019, the Company acquired Spectrum's global auto care business, including Armor All®, STP®, and A/C PRO® brands (Auto Care Acquisition). The initial cash paid after contractual and estimated working capital adjustments was $938.7. The Company also issued 5.3 million shares to Spectrum as additional consideration which was valued at $240.5. The Company funded a portion of the cash consideration of the Auto Care Acquisition with the issuance of new senior notes and the issuance of common stock and Series A mandatory convertible preferred stock in January 2019. Success fees of $6.0 were earned by a financial adviser in January 2019 after closing the acquisition. This was in addition to the $2.0 earned in November 2018 for services rendered on the transaction.

For the twelve months ended September 30, 2019, the revenue associated with the Auto Care Acquisition was $315.8 and the income before income taxes was $19.6, which included the inventory fair value adjustment of $21.6.

Nu Finish Acquisition

On July 2, 2018, the Company acquired all of the assets of Reed-Union Corporation's automotive appearance business, including Nu Finish Car Polish® and Scratch Doctor® brands (Nu Finish Acquisition). The acquisition purchase price of $38.1 was funded through a combination of cash on hand and committed debt facilities. The revenue in the first nine months of fiscal 2019 and the last quarter of fiscal 2018 associated with the Nu Finish acquisition was $5.9 and $2.3, respectively, and earnings before income taxes was $0.2 and $0.2, respectively.

Overview

General

Energizer, through its operating subsidiaries, is one of the world's largest manufacturers, marketers and distributors of household batteries, specialty batteries and lighting products, and a leading designer and marketer of automotive fragrance, appearance, performance and air conditioning recharge products. Energizer manufactures, markets and/or licenses one of the most extensive product portfolios of household batteries, specialty batteries, auto care products and portable lights. Energizer is the beneficiary of over 100 years of expertise in the battery and portable lighting products industries. Its brand names, Energizer and Eveready, have worldwide recognition for innovation, quality and dependability, and are marketed and sold around the world.

Energizer has a long history of innovation within our categories. Since our commercialization of the first dry-cell battery in 1893 and the first flashlight in 1899, we have been committed to developing and marketing new products to meet evolving consumer needs and consistently advancing battery technology as the universe of devices powered by batteries has evolved. Over the past 100+ years we have developed or brought to market:

- the first flashlight;
- the first dry cell alkaline battery;
- the first mercury-free alkaline battery; and
- Energizer Ultimate Lithium®, the world's longest-lasting AA and AAA battery for high-tech devices.

Energizer offers batteries using many technologies including lithium, alkaline, carbon zinc, nickel metal hydride, zinc air, and silver oxide. These products are sold under the Energizer and Eveready brands, and the Battery Acquisition added the Rayovac brand globally and the Varta brand in Latin America and Asia Pacific, as well as Rayovac-branded hearing aid batteries sold globally. These products include primary, rechargeable, specialty and hearing aid batteries and are offered in the performance, premium and price segments.

In addition, we offer an extensive line of lighting products designed to meet a variety of consumer needs. We manufacture, distribute, and market lighting products including headlights, lanterns, children's lights and area lights. In addition to the Energizer, Eveready and Rayovac brands, we market our flashlights under the Hard Case®, Dolphin®, and WeatherReady® sub-brands. In addition to batteries and portable lights, Energizer licenses the Energizer and Eveready brands to companies developing consumer solutions in gaming, automotive batteries, portable power for critical devices (like smart phones), generators, power tools, household light bulbs and other lighting products.

In addition, we offer auto care products in the appearance, fragrance, performance and air conditioning recharge product categories. The appearance and fragrance categories include protectants, wipes, tire and wheel care products, glass cleaners, leather care products, air fresheners and washes designed to clean, shine, refresh and protect interior and exterior automobile surfaces under the brand names Armor All, Nu Finish®, Refresh Your Car!®, LEXOL®, Eagle One®, California Scents®, Driven® and Bahama & Co.®

The performance product category includes STP branded fuel and oil additives, functional fluids and other performance chemical products that benefit from a rich heritage in the car enthusiast and racing scenes, characterized by a commitment to technology, performance and motor sports partnerships for over 60 years. The brand equity of STP also provides for attractive licensing opportunities that augment our presence in our core performance categories.

The air conditioning recharge product category includes do-it-yourself automotive air conditioning recharge products led by the A/C PRO brand name, along with other refrigerant and recharge kits, sealants and accessories.

Through our global supply chain, global manufacturing footprint and seasoned commercial organization, we seek to meet diverse customer demands within each of the markets we serve. Energizer distributes its portfolio of batteries, lighting and auto care products through a global sales force and global distributor model. We sell our products in multiple retail and business-to-business channels, including: mass merchandisers, club, electronics, food, home improvement, dollar store, auto, drug, hardware, e-commerce, convenience, sporting goods, hobby/craft, office, industrial, medical and catalog.

In recent years, we have also focused on reducing our costs and improving our cash flow from operations. Our restructuring efforts and working capital initiative have resulted in substantial cost reductions and improved cash flows.

These initiatives, coupled with our strong product margins over recent years, have significantly contributed to our results of operations and working capital position.

We use the Energizer name and logo as our trademark as well as those of our subsidiaries. Product names appearing throughout are trademarks of Energizer. This MD&A also may refer to brand names, trademarks, service marks and trade names of other companies and organizations, and these brand names, trademarks, service marks and trade names are the property of their respective owners.

Operations for Energizer are managed via two major geographic reportable segments: Americas and International.

Financial Results

Net earnings from continuing operations for the fiscal year ended September 30, 2019 was $64.7, or $0.78 per diluted common share, compared to net earnings from continuing operations of $93.5, or $1.52 per diluted common share, and net earnings from continuing operations of $201.5, or $3.22 per diluted common share, for the fiscal years ended September 30, 2018 and 2017, respectively.

Net earnings from continuing operations and diluted net earnings from continuing operations per common share for the time periods presented were impacted by certain items related to acquisition and integration costs, settlement loss on pension plan termination, gain on sale of real estate, the spin-off transaction, and the one-time impact of the new U.S. Tax Legislation as described in the tables below. The impact of these items on reported net earnings from continuing operations and reported diluted net earnings from continuing operations per common share are provided below as a reconciliation to arrive at respective non-GAAP measures. See disclosure under Non-GAAP Financial Measures above.

	For the Twelve Months Ended September 30,		
	2019	2018	2017
Net earnings attributable to common shareholders	$ 39.1	$ 93.5	$ 201.5
Mandatory preferred stock dividends	(12.0)	—	—
Net earnings	51.1	93.5	201.5
Net loss from discontinued operations, net of income tax expense	(13.6)	—	—
Net earnings from continuing operations	$ 64.7	$ 93.5	$ 201.5
Pre-tax adjustments			
Acquisition and integration (1)	188.4	84.6	8.4
Settlement loss on pension plan terminations (2)	3.7	14.1	—
Gain on sale of real estate	—	(4.6)	(16.9)
Spin restructuring	—	—	(3.8)
Total adjustments, pre-tax	$ 192.1	$ 94.1	$ (12.3)
After tax adjustments			
Acquisition and integration	148.1	61.6	4.2
Settlement loss on pension terminations	3.7	10.4	—
Gain on sale of real estate	—	(3.5)	(16.5)
Spin restructuring	—	—	(2.4)
Acquisition withholding tax (3)	—	6.0	—
One-time impact of the new U.S. Tax Legislation	(0.4)	39.1	—
Total adjustments, after tax	$ 151.4	$ 113.6	$ (14.7)
Adjusted net earnings from continuing operations (4)	$ 216.1	$ 207.1	$ 186.8

	For the Twelve Months Ended September 30,		
	2019	2018	2017
Diluted net earnings per common share - continuing operations	$ 0.78	$ 1.52	$ 3.22
Adjustments			
Acquisition and integration	2.06	1.00	0.06
Settlement loss on pension terminations	0.05	0.17	—
Gain on sale of real estate	—	(0.06)	(0.26)
Spin restructuring	—	—	(0.04)
Acquisition withholding tax	—	0.10	—
One-time impact of the new U.S. Tax Legislation	(0.01)	0.64	—
Impact for diluted share calculation	0.12	—	—
Adjusted diluted net earnings per diluted share - continuing operations	$ 3.00	$ 3.37	$ 2.98
Weighted average shares of common stock - Diluted	67.3	61.4	62.6
Adjusted weighted average shares of common stock - Diluted (5)	72.0	61.4	62.6

(1) Acquisition and integration costs were included in the following lines in the Consolidated Statement of Earnings and Comprehensive Income:

	Twelve Months Ended September 30,		
	2019	2018	2017
Cost of products sold	$ 58.7	$ 0.2	$ 1.1
Selling, general and administrative expense	82.3	62.9	4.0
Research and development expense	1.1	—	—
Interest expense	65.6	41.9	—
Other items, net	(19.3)	(20.4)	3.3
Total acquisition and integration costs	$ 188.4	$ 84.6	$ 8.4

(2) Represents the actuarial losses that were previously recorded to Other comprehensive loss, and then recognized to Other items, net upon the termination of the Ireland pension plan in 2019 and Canadian pension plan in 2018.

(3) This represents the $6.0 of tax withholding expense related to cash movement to fund the Battery Acquisition for the twelve months ended September 30, 2018 recorded in Income tax provision.

(4) The effective tax rate for the Adjusted - Non-GAAP Net earnings from continuing operations and Diluted net earnings from continuing operations per common share was 18.5%, 23.1% and 28.4% for the years ended September 30, 2019, 2018 and 2017, respectively, as calculated utilizing the statutory rate for where the costs were incurred.

(5) For the twelve month calculation, the Adjusted Weighted average shares of common stock - Diluted assumes conversion of the preferred shares as those results are more dilutive. The shares have been adjusted for the 4.7 million share conversion and the preferred dividend has been adjusted out of the net earnings.

Operating Results

Net Sales

	For the Years Ended September 30,				
	2019	% Chg	2018	% Chg	2017
Net sales - prior year	$ 1,797.7		$ 1,755.7		$ 1,634.2
Organic	73.4	4.1 %	22.5	1.3 %	49.9
Impact of Battery Acquisition	338.9	18.9 %	—	— %	—
Impact of Auto Care Acquisition	315.8	17.6 %	—	— %	—
Impact of Nu Finish Acquisition	5.9	0.3 %	2.3	0.1 %	—
Impact of 2016 Auto Care Acquisition	—	— %	—	— %	83.1
Change in Argentina operations	(4.5)	(0.3)%	(1.9)	(0.1)%	2.6
Impact of currency	(32.7)	(1.8)%	19.1	1.1 %	(14.1)
Net sales - current year	$ 2,494.5	38.8 %	$ 1,797.7	2.4 %	$ 1,755.7

Net sales for the year ended September 30, 2019 increased 38.8%. The increase was driven by the impact of the acquisitions which added $660.6, or 36.8%, and the increase in organic sales of $73.4, or 4.1%. These increases were partially offset by the unfavorable impact of currency of $32.7, or 1.8% and the unfavorable change in Argentina's operations of $4.5, or 0.3%.

Organic net sales increased 4.1% primarily due to:

- Category growth and distribution gains which contributed 2.7% to the organic increase;
- Favorable pricing across several markets increased net sales by 0.9%; and
- The impact of the reclassification of licensing revenues contributed 0.5%.

Net sales for the year ended September 30, 2018 increased 2.4%. The increase was driven by the impact of the acquisitions which added $2.3, or 0.1%, impact of currency of $19.1, or 1.1% as well as the increase in organic sales of $22.5, or 1.3%. These increases were partially offset by the change in Argentina operations of $1.9, or 0.1%.

Organic net sales increased 1.3% primarily due to:

- Favorable pricing across several markets increased net sales by 1.5%;
- Investments made for our portfolio optimization in the back half of fiscal 2017 benefited our top-line in fiscal 2018 accounting for 0.7% of the organic sales increase;
- Distribution gains across both segments and increased volumes at existing customers, primarily in North America, contributed 0.4% to the organic increase; and
- Partially offsetting the increase was lapping of storm volume from prior year of 0.9% and the May 2017 divestiture of the non-core promotional sales business acquired with the 2016 auto care acquisition negatively impacted net sales by 0.4%.

For further discussion regarding net sales in each of our geographic segments, including a summary of reported versus organic changes, please see the section titled "Segment Results" provided below.

Gross Profit

Gross profit dollars were $1,003.8 in fiscal 2019 versus $830.9 in fiscal 2018. Excluding the current and prior year inventory step up resulting from purchase accounting and the current and prior year acquisition and integration costs, gross profit dollars were $1,062.5 in fiscal 2019 versus $831.1 in fiscal 2018. The increase in gross profit dollars was due to the impact of our acquisitions and the increase in net sales mentioned earlier slightly offset by unfavorable movement in foreign currencies.

Gross margin as a percent of net sales for fiscal 2019 was 40.2% versus 46.2% in the prior year. Excluding the current and prior year inventory step up resulting from purchase accounting and the current year acquisition and integration costs, gross margin was 42.6%, down 360 basis points from prior year, largely driven by the lower margin rate profile of the acquired businesses, which accounted for 350 basis points of the decrease. The remaining decrease was driven by unfavorable movement in foreign currencies and tariffs partially offset by benefits realized from pricing, synergy recognition and continuous improvement initiatives.

Gross profit dollars were $830.9 in fiscal 2018 versus $811.3 in fiscal 2017. The increase in gross profit dollars was due primarily to the increase in net sales mentioned earlier.

Gross margin as a percent of net sales for fiscal 2018 was 46.2%, flat compared to the prior year. Excluding acquisition and integration costs of $0.2 and $1.1 in 2018 and 2017, respectively, gross margin decreased 10 basis points as the net favorable currency impact for the fiscal year was fully offset by higher commodity costs.

Selling, General and Administrative

SG&A expenses were $515.7 in fiscal 2019, or 20.7% of net sales as compared to $421.7, or 23.5% of net sales for fiscal 2018 and $361.3, or 20.6% of net sales for fiscal 2017. Included in SG&A in fiscal 2019 were acquisition and integration costs of $82.3. Included in SG&A in fiscal 2018 were acquisition and integration costs of $62.9. Included in SG&A in fiscal 2017 were acquisition and integration costs of $4.0 related to the 2016 auto care acquisition. Excluding the impacts of these items, SG&A as a percent of net sales was 17.4% in fiscal 2019 as compared to 20.0% in fiscal 2018 and 20.4% in fiscal 2017. In fiscal 2019, the acquired businesses added $83.8 of SG&A. The legacy business as a percent of net sales, and excluding acquisition and integration costs, was 19.1%, or $349.6, down 90 basis points to fiscal 2018. The improvement versus the prior year reflects improved top-line performance due to organic sales growth, the realization of synergies and cost savings from our continuous improvement initiatives and the lapping of prior year investments in those initiatives. These improvements were slightly offset by the licensing revenue reclassification to net sales. The improved percentage in fiscal 2018 compared to fiscal 2017 reflects the improved top-line performance due to organic sales growth, as well as cost savings from our continuous improvement initiatives and focus on managing costs.

Advertising and Sales Promotion

A&P was $127.3, down $14.4 as compared to fiscal 2018. A&P as a percent of net sales was 5.1%, 6.3% and 6.6% in fiscal years 2019, 2018, and 2017, respectively. Excluding $15.9 of A&P from the acquired businesses, the legacy business A&P was $111.4, or 6.1% of net sales, consistent with the prior year. The higher level of A&P spending in fiscal 2017 was due to slightly higher investments in support of our portfolio optimization and the launch of our improved Energizer Max offering. A&P expense may vary from year to year due to new product launches, strategic brand support initiatives, the overall competitive environment, as well as the type of A&P spending.

Research and Development

R&D expense was $32.8 in fiscal 2019, $22.4 in fiscal 2018 and $22.0 in fiscal 2017. As a percent of net sales, R&D expense was consistent as a percentage of sales at 1.3% in fiscal 2019, 1.2% in fiscal 2018 and 1.3% in fiscal 2017.

Gain on Sale of Real Estate

Gain on sale of real estate was $4.6 in fiscal 2018, and included a previously closed manufacturing facility in Asia. Gain on sale of real estate was $16.9 in fiscal 2017 and included $15.2 related to the sale of office building space in Asia and $1.7 associated with the sale of land related to a market we exited as part of our international go-to-market changes initiated after the spin.

Interest expense

Interest expense for fiscal 2019 was $226.0, as compared to fiscal 2018 expense of $98.4 and $53.1 in fiscal 2017. Interest expense for fiscal 2019 and 2018 include $65.6 and $41.9, respectively, for ticking and debt commitment fees related to the acquisitions. Excluding these amounts for both years, the current year interest expense increased $103.9 over fiscal 2018 attributable to higher debt associated with the acquisitions. Excluding the $41.9 in fiscal 2018, interest expense was $56.5, an increase of $3.4 over fiscal 2017 and was driven by increased borrowings and increased rates on our variable debt outstanding.

Other Items, Net

Other items, net was income of $14.3, $6.6 and $5.0 in fiscal 2019, 2018 and 2017, respectively, and is summarized below:

	For the Years Ended September 30,		
	2019	**2018**	**2017**
Other items, net			
Interest income	$ (7.7)	$ (1.4)	$ (2.0)
Interest income on restricted cash (1)	(5.8)	(5.2)	—
Foreign currency exchange loss	5.2	8.1	4.7
Pension benefit other than service costs	(2.3)	(6.3)	(11.7)
Settlement loss on pension plan terminations (2)	3.7	14.1	—
Acquisition foreign currency gain (3)	(13.6)	(15.2)	—
Settlement of acquired business hedging contracts (4)	1.5	—	—
Transition services agreement income	(1.4)	—	—
Loss on sale of promotional business (5)	—	—	3.3
Other	6.1	(0.7)	0.7
Total Other items, net	$ (14.3)	$ (6.6)	$ (5.0)

(1) Represents the interest income earned on the restricted cash held for the Battery Acquisition.

(2) Represents the actuarial losses that were previously recorded to Other comprehensive income, and then recognized to Other items, net upon the termination of the Ireland pension plan in 2019 and Canadian pension plan in 2018.

(3) The gain for the twelve months ended September 30, 2019, includes $9.0 related to to currency movement in the escrowed USD funds held in our European Euro functional currency entity and $4.6 related to the gain on our hedge contract for the

expected proceeds from the anticipated sale of the Divestment Business. The gain for the twelve months ended September 30, 2018, includes $9.4 related to contracts which were entered into in June 2018 and locked in the U.S. dollar (USD) value of the Euro notes related to the Battery Acquisition. These contracts were terminated when the funds were placed into escrow on July 6, 2018. The remaining $5.8 related to the movement in the escrowed USD funds held in our European Euro functional entity.

(4) Settlement of acquired business hedging contracts that were terminated upon the Company's request at the acquisition date.

(5) Represents the loss on the sale of a non-core promotional sales business acquired with the 2016 auto care acquisition.

Income Taxes

For fiscal 2019, the effective tax rate was 11.5%. The current year rate was favorably impacted by lower overall foreign tax rates and a return to provision benefit slightly offset by disallowed transaction costs. Excluding the impact of all of our non-GAAP adjustments, the effective tax rate for fiscal 2019 was 18.5% as compared to 23.1% in the prior year. The decrease in the rate is driven primarily by the new 21% statutory U.S. rate that is now effective for all of fiscal year 2019 compared to the statutory rate of 24.5% in fiscal year 2018 as well as more favorable return to provision adjustments in the current fiscal year.

For fiscal 2018, the effective tax rate was 46.6%. The rate includes a $39.1 charge for the one-time impact of the Tax Cuts and Jobs Act (the Tax Act) passed in December 2017, as well as the impact of $6.0 related to tax withholding expense for cash movement to fund the Battery Acquisition. Excluding the impact of all of our non-GAAP adjustments, the effective tax rate for fiscal 2018 was 23.1%. The decrease was driven primarily by the lower statutory U.S. rate that became effective for fiscal 2018 brought about by the Tax Act passed at the end of the calendar year 2017.

For fiscal 2017, the effective tax rate was 26.3%. Impacting this rate was the favorable impacts of $1.3 of adjustments related to our prior year provision estimates, the benefit of the non-taxable gain on the sale of real estate in Asia during the second quarter, and the $1.6 tax benefit recognized in our income tax provision as a result of the new stock compensation guidance adopted in the first quarter. Excluding the impact of all of our non-GAAP adjustments, the effective tax rate for fiscal year 2017 was 28.4%.

Energizer's effective tax rate is highly sensitive to the mix of countries from which earnings or losses are derived. Declines in earnings in lower tax rate countries, earnings increases in higher tax rate countries, repatriation of foreign earnings or foreign operating losses in the future could increase future tax rates. In addition, the enactment of legislation implementing changes in the U.S. on the taxation of international business activities or the adoption of other U.S. tax reform could impact our effective tax rate in the future.

Acquisition and integration costs

The Company incurred pre-tax acquisition and integration costs related to the Battery Acquisition, the Auto Care Acquisition, and the Nu Finish Acquisition of $188.4, $84.6 and $8.4 in the twelve months ended September 30, 2019, 2018, and 2017, respectively.

Pre-tax costs recorded in Costs of products sold were $58.7 for the twelve months ended September 30, 2019 and primarily related to the inventory fair value adjustment of $36.2 and integration restructuring cots of $12.1 as discussed below. Pre-tax costs recorded in Costs of products sold were $0.2 and $1.1 for the twelve months ended September 30, 2018 and 2017, respectively.

Pre-tax acquisition and integration costs recorded in SG&A were $82.3, $62.9 and $4.0 for the twelve months ended September 30, 2019, 2018 and 2017, respectively. These expenses primarily related to acquisition success fees and legal, consulting and advisory fees to assist with obtaining regulatory approval around the globe and to plan for the closing and integration of the Battery Acquisition and Auto Care Acquisition.

For the twelve months ended September 30, 2019 the Company recorded $1.1 in research and development.

Also included in the pre-tax acquisition costs for the twelve months ended September 30, 2019 was $65.6 of interest expense, including ticking fees, related to the escrowed debt for the Battery Acquisition and the financing fees incurred related to amending and issuing the debt for the Battery and Auto Care Acquisitions. The pre-tax acquisition costs for the twelve months ended September 30, 2018 was $41.9 of interest expense, ticking fees and debt commitment fees related to the Battery Acquisition.

Included in Other items, net was pre-tax income of $19.3, $20.4 and expense of $3.3 in the twelve months ended September 30, 2019, 2018 and 2017, respectively. The pre-tax income recorded in fiscal 2019 was primarily driven by the escrowed debt funds held in restricted cash prior to the closing of the Battery Acquisition. The Company recorded a pre-tax gain of $9.0 related to the favorable movement in the escrowed USD restricted cash held in our European Euro functional entity. The Company also recorded interest income of $5.8 earned on the Restricted cash funds held in escrow associated with the Battery Acquisition. The Company recorded a gain of $4.6 related to the hedge contract on the anticipated proceeds from the Divestment Business and recorded income on transition services agreements of $1.4 for the twelve months ended September 30, 2019. These income items were offset by $1.5 of expense to settle hedge contracts of the acquired business.

The Company recorded a pre-tax gain in Other items, net of $15.2 on foreign currency gains related to the Battery Acquisition during the twelve months ended September 30, 2018. Of the gain, $9.4 was related to contracts which were entered into in June 2018 and locked in the U.S. dollar (USD) value of the Euro notes related to the Battery Acquisition. These contracts were terminated when the funds were placed into escrow on July 6, 2018. The remaining $5.8 related to the movement in the escrowed USD restricted cash held in our European Euro functional entity. The Company also recorded interest income in Other items, net of $5.2 earned in restricted cash funds held in escrow associated with this acquisition during the twelve months ended September 30, 2018.

The Company incurred $6.0 of tax withholding costs in the twelve months ended September 30, 2018, related to the cash movement to fund the Battery Acquisition, which were recorded in Income tax provision.

Restructuring Costs

In the fourth fiscal quarter of 2019, Energizer's Board of Directors approved restructuring related integration plans for our manufacturing and distribution networks. These plans include the closure and combination of distribution and manufacturing facilities in order to reduce complexity and realize greater efficiencies in our manufacturing, packaging and distribution processes. All activities within this plan are expected to be completed by December 31, 2021.

The pre-tax expense for charges related to the restructuring plans for the twelve months ended September 30, 2019 were $12.1 reflected in Cost of goods sold on the Consolidated Statement of Earnings and Comprehensive Income. At September 30, 2019 the remaining restructuring reserve within Other accrued liabilities was $9.8 for the severance and related benefit costs. We expect to incur additional severance and related benefit costs and other exit-related costs associated with these plans of up to $40 through the end of calendar 2021.

Spin Costs

The Company incurred costs associated with the evaluation, planning and execution of the Spin-off. On a project to date basis, the total costs incurred and allocated to Energizer for the Spin-off were $197.6, inclusive of the costs of early debt retirement recorded in fiscal 2015. All spin activity is complete and we do not expect any further costs related to the Spin-off.

No spin costs were incurred in the period ending September 30, 2019 or 2018. During the twelve months ended September 30, 2017, the Company recorded income of $3.8 in spin restructuring which included $2.5 of income in the second quarter reflecting the true up of previously accrued contract termination costs related to the 2016 right-sizing of the corporate headquarters and the first quarter sale of a facility in North America that was previously closed as part of the spin for a gain of $1.3.

Argentina Hyperinflation

Effective July 1, 2018, the financial statements for our Argentina subsidiary are consolidated under the rules governing the translation of financial information in a highly inflationary economy. Under U.S. GAAP, an economy is considered highly inflationary if the cumulative inflation rate for a three year period meets or exceeds 100 percent. The Argentina economy exceeded the three year cumulative inflation rate of 100 percent as of June 2018. If a subsidiary is considered to be in a highly inflationary economy, the financial statements of the subsidiary must be remeasured into the Company's reporting currency (U.S. dollar) and future exchange gains and losses from the remeasurement of monetary assets and liabilities are reflected in current earnings, rather than exclusively in the equity section of the balance sheet, until such time as the economy is no longer considered highly inflationary. It is difficult to determine what continuing impact the use of highly inflationary accounting for Argentina may have on our consolidated financial statements as such impact is dependent upon movements in the applicable exchange rates between the local currency and the U.S. dollar and the amount of monetary assets and liabilities included in our affiliates balance sheet.

Segment Results

Operations for Energizer are managed via two major geographic reportable segments: Americas and International. Segment performance is evaluated based on segment operating profit, exclusive of general corporate expenses, share-based compensation costs, costs associated with spin initiatives, acquisition and integration activities, amortization costs, business realignment activities, research & development costs, gains on sale of real estate, settlement loss on pension plan termination, and other items determined to be corporate in nature. Financial items, such as interest income and expense, are managed on a global basis at the corporate level. The exclusion of substantially all acquisition, integration, restructuring and realignment costs from segment results reflects management's view on how it evaluates segment performance.

Energizer's operating model includes a combination of standalone and shared business functions between the geographic segments, varying by country and region of the world. Shared functions include IT and finance shared service costs. Energizer applies a fully allocated cost basis, in which shared business functions are allocated between segments. Such allocations are estimates, and do not represent the costs of such services if performed on a standalone basis.

Segment Net Sales	**For the Years Ended September 30,**				
	2019	**% Chg**	**2018**	**% Chg**	**2017**
Americas					
Net sales - prior year	$ 1,135.6		$ 1,111.8		$ 1,002.0
Organic	36.1	3.2 %	20.5	1.8 %	34.1
Impact of Battery Acquisition	278.5	24.5 %	—	— %	—
Impact of Auto Care Acquisition	288.7	25.4 %	—	— %	—
Impact of Nu Finish Acquisition	5.7	0.5 %	2.2	0.2 %	—
Impact of 2016 Auto Care Acquisition	—	— %	—	— %	74.2
Change in Argentina operations	(4.5)	(0.4)%	(1.9)	(0.2)%	2.6
Impact of currency	(5.3)	(0.4)%	3.0	0.3 %	(1.1)
Net sales - current year	$ 1,734.8	52.8 %	$ 1,135.6	2.1 %	$ 1,111.8
International					
Net sales - prior year	$ 662.1		$ 643.9		$ 632.2
Organic	37.3	5.6 %	2.0	0.3 %	15.8
Impact of Battery Acquisition	60.4	9.1 %	—	— %	—
Impact of Auto Care Acquisition	27.1	4.1 %	—	— %	—
Impact of Nu Finish Acquisition	0.2	— %	0.1	— %	—
Impact of 2016 Auto Care Acquisition	—	— %	—	— %	8.9
Impact of currency	(27.4)	(4.1)%	16.1	2.5 %	(13.0)
Net sales - current year	$ 759.7	14.7 %	$ 662.1	2.8 %	$ 643.9
Total Net Sales					
Net sales - prior year	$ 1,797.7		$ 1,755.7		$ 1,634.2
Organic	73.4	4.1 %	22.5	1.3 %	49.9
Impact of Battery Acquisition	338.9	18.9 %	—	— %	—
Impact of Auto Care Acquisition	315.8	17.6 %	—	— %	—
Impact of Nu Finish Acquisition	5.9	0.3 %	2.3	0.1 %	—
Impact of 2016 Auto Care Acquisition	—	— %	—	— %	83.1
Change in Argentina operations	(4.5)	(0.3)%	(1.9)	(0.1)%	2.6
Impact of currency	(32.7)	(1.8)%	19.1	1.1 %	(14.1)
Net sales - current year	$ 2,494.5	38.8 %	$ 1,797.7	2.4 %	$ 1,755.7

Total net sales for the twelve months ended September 30, 2019 increased 38.8%, including organic sales increase of $73.4, or 4.1%, and sales related to the acquisitions of $660.6, or 36.8%. These increases were partially offset by the unfavorable impact of currency of $32.7, or 1.8%, and a $4.5 decrease due to our Argentina operations, which were deemed to be highly inflationary. Segment sales results for the twelve months ended September 30, 2019 are as follows:

- Americas net sales improved 52.8% versus the prior fiscal year, including the impact of the acquisitions which increased net sales by 50.4%, a 0.4% decline due to our Argentina operations, and an unfavorable currency impact on sales of 0.4%. Excluding the impact of Argentina, currency movement and the acquisitions, organic net sales increased 3.2% due to category growth, distribution gains, pricing and the reclassification of licensing income.

- International net sales improved 14.7% versus the prior fiscal year, which included an increase of 13.2% from the impact of the acquisitions and unfavorable foreign currency movements of 4.1%. Excluding the impacts of the acquisitions and foreign currency movements, organic net sales improved 5.6% resulting from strong volumes, phasing of holiday promotional activity and pricing actions in our developed and modern markets as well as the reclassification of licensing revenue.

Net sales for the year ended September 30, 2018 increased 2.4%, including organic sales increase of $22.5, or 1.3%, sales related to the Nu Finish acquisition of $2.3, or 0.1%, and the favorable impact of currency of $19.1, or 1.1%. These increases were offset by a $1.9 decrease due to our Argentina operations, which were deemed to be highly inflationary. Segment sales results for the twelve months ended September 30, 2018 are as follows:

- Americas net sales increased 2.1% versus the prior fiscal year, inclusive of a 0.2% decline due to our Argentina operations. The Nu Finish acquisition improved net sales by 0.2% and currency had a favorable impact on sales of 0.3%. Excluding the impact of Argentina and the Nu Finsh acquisition, organic net sales increased 1.8% due primarily to distribution gains, increased volumes, favorable pricing and the favorable net impact of our portfolio optimization. These amounts were partially offset by retailer merchandising changes, lower year-over-year storm volume and the May 2017 divestiture of the non-core promotional sales business acquired with the 2016 auto care acquisition.

- International net sales improved 2.8% versus the prior fiscal year, inclusive of a 2.5% improvement due to favorable currency movements. Excluding the impact of currency movements, organic net sales improved 0.3% driven primarily by pricing actions taken in certain markets as well as distribution gains partially offset by the timing of holiday activity.

Segment Profit	For the Years Ended September 30,				
	2019	% Chg	2018	% Chg	2017
Americas					
Segment Profit - prior year	$ 326.1		$ 310.0		$ 266.5
Organic	17.4	5.3 %	13.7	4.4 %	23.9
Impact of Battery Acquisition	42.5	13.0 %	—	— %	—
Impact of Auto Care Acquisition	74.5	22.8 %	—	— %	—
Impact of Nu Finish Acquisition	1.9	0.6 %	0.9	0.3 %	—
Impact of 2016 Auto Care Acquisition	—	— %	—	— %	20.4
Change in Argentina operations	(2.2)	(0.7)%	(0.6)	(0.2)%	—
Impact of currency	(3.6)	(1.0)%	2.1	0.7 %	(0.8)
Segment Profit - current year	$ 456.6	40.0 %	$ 326.1	5.2 %	$ 310.0
International					
Segment Profit - prior year	$ 149.6		$ 143.0		$ 121.7
Organic	22.5	15.0 %	(3.7)	(2.6)%	22.6
Impact of Battery Acquisition	20.2	13.5 %	—	— %	—
Impact of Auto Care Acquisition	2.3	1.5 %	—	— %	—
Impact of Nu Finish Acquisition	0.1	0.1 %	—	— %	—
Impact of 2016 Auto Care Acquisition	—	— %	—	— %	5.1
Impact of currency	(19.8)	(13.2)%	10.3	7.2 %	(6.4)
Segment Profit - current year	$ 174.9	16.9 %	$ 149.6	4.6 %	$ 143.0
Total Segment Profit					
Segment Profit - prior year	$ 475.7		$ 453.0		$ 388.2
Organic	39.9	8.4 %	10.0	2.2 %	46.5
Impact of Battery Acquisition	62.7	13.2 %	—	— %	—
Impact of Auto Care Acquisition	76.8	16.1 %	—	— %	—
Impact of Nu Finish Acquisition	2.0	0.4 %	0.9	0.2 %	—
Impact of 2016 Auto Care Acquisition	—	— %	—	— %	25.5
Change in Argentina operations	(2.2)	(0.5)%	(0.6)	(0.1)%	—
Impact of currency	(23.4)	(4.8)%	12.4	2.7 %	(7.2)
Segment Profit - current year	$ 631.5	32.8 %	$ 475.7	5.0 %	$ 453.0

Refer to Note 22, Segments, in the Consolidated Financial Statements for a reconciliation from segment profit to earnings before income taxes.

Total segment profit in fiscal 2019 was $631.5, an increase of 32.8% versus the prior fiscal year, driven by an increase of $141.5, or 29.7%, from the acquisitions and organic segment profit increase of 8.4%. These increases were partially offset by unfavorable movement in foreign currency of $23.4, or 4.8% and by $2.2, or 0.5%, of unfavorable changes in Argentina operations. Segment operating profit results for the twelve months ended September 30, 2019 are as follows:

- Americas segment profit was $456.6, an increase of $130.5, or 40.0%, versus the prior fiscal year inclusive of the $118.9 increase due to the acquisitions. This increase was partially offset by $2.2 of unfavorable changes in Argentina operations and unfavorable foreign currency movements of $3.6. Excluding the impact of currency movements, the acquisitions, and changes in Argentina operations, segment profit increased $17.4, or 5.3%. This increase was driven by top-line growth noted above as well as favorable gross profit improvement slightly offset by higher overhead spending.

- International segment profit was $174.9, an increase of $25.3, or 16.9%, versus the prior fiscal year inclusive of the positive impact of the acquisitions of $22.6 as well as the unfavorable $19.8 impact of currency movements.

Excluding the impact of the acquisitions and currency movements, segment profit increased $22.5, or 15.0%, driven by top-line growth and the benefit of our continuous improvement initiatives as well as lapping prior year investments in those initiatives slightly offset by higher overheads versus the prior year comparative period and increased A&P driven by the brand refresh across our international markets.

Total segment profit in fiscal 2018 was $475.7, an increase of 5.0% versus the prior fiscal year, driven by an increase of $0.9, or 0.2%, from the Nu Finish acquisition, organic segment profit increase of 2.2% and favorable movement in foreign currency which improved segment profit by $12.4, or 2.7%. These increases were partially offset by $0.6, or 0.1%, of unfavorable changes in Argentina operations. Segment operating profit results for the twelve months ended September 30, 2018 are as follows:

- The Americas segment profit was $326.1, an increase of $16.1 or 5.2%, versus the prior fiscal year inclusive of the positive $2.1 impact of currency movements and $0.9 increase due to the Nu Finish acquisition. These increases were partially offset by $0.6 of unfavorable changes in Argentina operations. Excluding the impact of currency movements, the acquisition, and changes in Argentina operations, segment profit increased $13.7, or 4.4%. This increase was driven by top-line growth noted above as well as favorable gross margin improvement. In addition, lower A&P and marketing & selling expense contributed to the increased segment profit due to higher spending in fiscal 2017 in support of our portfolio optimization and the launch of our improved Energizer Max offering.

- International segment profit was $149.6, an increase of $6.6, or 4.6%, versus the prior fiscal year inclusive of the positive $10.3 impact of currency movements. Excluding the impact of currency movements, segment profit decreased $3.7, or 2.6%, as top-line growth was more than offset by unfavorable product and customer mix and increased overhead spending due to current year investments in our continuous improvement initiatives.

GENERAL CORPORATE	**For the Years Ended September 30,**		
	2019	**2018**	**2017**
General corporate and other expenses	$ 111.5	$ 97.3	$ 92.5
Global marketing expenses	18.2	19.0	21.5
Total	$ 129.7	$ 116.3	$ 114.0
% of net sales	5.2%	6.5%	6.5%

For fiscal 2019, general corporate expenses were $111.5, an increase of $14.2 compared to fiscal 2018 expense of $97.3. Excluding the corporate and other expenses of $23.3 related to the acquisitions, the legacy business accounted for a decrease of $9.1 compared to fiscal 2018. The decreases were due to lower mark to market expense on our unfunded deferred compensation liability in the current year, the lapping of unfavorable legal reserves in the prior year and benefits realized from our prior year continuous improvement initiatives. The increase in fiscal 2018 of $4.8 compared to fiscal 2017 was primarily due to increased compensation costs and mark to market expense on our unfunded deferred compensation liability.

Global marketing expenses were $18.2 in fiscal 2019, $19.0 in fiscal 2018, and $21.5 in fiscal 2017. The global marketing expense represents a center led approach to managing global marketing activities in support of our brands.

Liquidity and Capital Resources

Energizer's primary future cash needs are centered on operating activities, working capital and strategic investments. We believe that our future cash from operations, together with our access to capital markets, will provide adequate resources to fund our operating and financing needs. Our access to, and the availability of, financing on acceptable terms in the future will be affected by many factors, including, but not limited to: (i) our financial condition and prospects, (ii) for debt, our credit rating, (iii) the liquidity of the overall capital markets and (iv) the current state of the economy. There can be no assurances that we will continue to have access to capital markets on terms acceptable to us. See "Risk Factors" for a further discussion.

Cash is managed centrally with net earnings reinvested locally and working capital requirements met from existing liquid funds. At September 30, 2019, Energizer had $258.5 of cash and cash equivalents, 75.8% of which was outside of the U.S. Given our extensive international operations, a significant portion of our cash is denominated in foreign currencies. We manage our worldwide cash requirements by reviewing available funds among the many subsidiaries through which we conduct our business and the cost effectiveness with which those funds can be accessed. The repatriation of cash balances from certain of our subsidiaries could have adverse tax consequences or be subject to regulatory capital requirements, however, those balances are generally available without legal restrictions to fund ordinary business operations.

On December 17, 2018, the Company entered into a credit agreement which provided for a 5-year $400.0 revolving credit facility (2018 Revolving Facility) and which provided for a $200.0 3-year term loan A facility and $1,000.0 7-year term loan B facility (2018 Term Loans). The borrowings under the term loan A require quarterly principal payments at a rate of 6.25% of the original principal balance, or $12.5. The borrowings under the term loan B require quarterly principal payments at a rate of 0.25% of the original principal balance, or $2.5. The borrowings will bear interest at a rate per annum equal to, at the option of the Company, LIBOR or the Base Rate (as defined) plus the applicable margin based on total Company leverage. The credit agreement also contains customary affirmative and restrictive covenants. As of September 30, 2019, the Company had $25.0 of outstanding borrowings under the 2018 Revolving Facility and had $4.8 of outstanding letters of credit. Taking into account outstanding letters of credit, $370.2 remained available as of September 30, 2019.

On January 2, 2019, the Company completed the Battery Acquisition and paid cash consideration of $1,924.6, net of cash acquired. The Company utilized the proceeds of two senior note offerings due in 2026 of $500.0 at 6.375% and €650.0 at 4.625% as well as the proceeds of $1,200.0 of borrowings under a $200.0 3-year term loan A facility and $1,000.0 7-year term loan B facility. The term loan borrowings bear interest at a rate per annum equal to, at the option of the Company, LIBOR or the Base Rate (as defined) plus the applicable margin based on total Company leverage. The proceeds from the borrowings were utilized to fund the Battery Acquisition, repay borrowings under the Term Loan due in 2022 and outstanding under the Revolving Facility, and pay acquisition related costs including debt issuance costs.

On January 17, 2019, the Company finalized pricing of $600.0 in senior notes due in 2027 at 7.750% (2027 Notes), which were issued by wholly-owned subsidiaries. The 2027 Notes priced at 100% of the principal amount and the offering closed concurrently with the Auto Care Acquisition on January 28, 2019.

On January 28, 2019, the Company completed the Auto Care Acquisition and paid cash consideration of $935.4, net of cash acquired, and equity consideration of $240.5. The Company utilized the proceeds of the 2027 Notes as well as the net proceeds of $404.8 from issuance of common stock and Series A Mandatory Convertible Preferred Stock in January 2019 to fund the cash consideration of the Auto Care Acquisition and pay acquisition related costs including debt issuance costs and the capped call transactions.

Debt Covenants

The credit agreements governing the Company's debt agreements contain certain customary representations and warranties, affirmative, negative and financial covenants, and provisions relating to events of default. If the Company fails to comply with these covenants or with other requirements of these credit agreements, the lenders may have the right to accelerate the maturity of the debt. Acceleration under one of these facilities would trigger cross defaults to other borrowings. As of September 30, 2019, the Company was, and expects to remain, in compliance with the provisions and covenants associated with its debt agreements.

Operating Activities

Cash flow from operating activities from continuing operations is the primary funding source for operating needs and capital investments. Cash flow from operating activities was $142.1 in fiscal 2019, $228.7 in fiscal 2018, and $197.2 in fiscal 2017.

Cash flow from operating activities from continuing operations was $142.1 in fiscal 2019 as compared to $228.7 in the prior fiscal year. The decrease was driven by lower year over year net earnings and increased working capital. Strong organic growth in the business was more than offset by cash expenditures of approximately $159, versus $27 in the prior year, associated with the Battery and Auto Care Acquisitions, most notably the payment of interest and ticking fees associated with the debt utilized to fund the Battery Acquisition and the fees paid related to the issuance of the bonds to fund the Auto Care Acquisition. The working capital increase was driven by the timing of collections and payments on our transition services agreement and working capital settlements with Spectrum and an increase in accounts receivable due to strong organic growth in our legacy business year over year.

Cash flow from operating activities from continuing operations was $228.7 in fiscal 2018 as compared to $197.2 in fiscal 2017. The increase was primarily driven by the year over year improvement in working capital of approximately $47, driven primarily by accounts receivable. The strong operating performance in the last quarter of fiscal 2017, largely driven by hurricane activity in the U.S., as well as strong organic growth in fiscal 2018, driven by distribution gains, increased volumes, price increases and our portfolio optimization, resulted in higher cash collections in fiscal 2018 as compared to fiscal 2017. The improvements in working capital were partially offset by lower year over year net earnings, driven by higher cash costs associated with the Battery Acquisition.

Investing Activities

Net cash used by investing activities from continuing operations was $2,514.9 in fiscal 2019 and $56.2 in fiscal 2018, and net cash from investing activities from continuing operations was $2.0 in fiscal 2017, and consisted of the following:

- Capital expenditures were $55.1, $24.2, and $25.2 in fiscal years 2019, 2018 and 2017, respectively.
- Proceeds from asset sales were $0.2, $6.1 and $27.2 in fiscal 2019, 2018 and 2017, respectively. The fiscal 2018 proceeds were related to the sale of a previously closed manufacturing facility and the fiscal 2017 proceeds were related to the sales of a previously closed facility, office space and land.
- Acquisitions, net of cash acquired, were $2,460.0 in fiscal 2019 related to the Battery and Auto Care Acquisitions and $38.1 in fiscal 2018 for the purchase of Nu Finish.

Investing cash outflows of approximately $40 to $45 are anticipated in fiscal 2020 for capital expenditures relating to maintenance, product development and cost reduction investments. Additional investing cash outflows of approximately $50 to $60 are anticipated in fiscal 2020 for integration related capital expenditures for the Battery and Auto Care Acquisitions.

Financing Activities

Net cash from financing activities from continuing operations was $1,276.8 and $1,226.3 in fiscal 2019 and 2018, respectively, and net cash used by financing activities from continuing operations was $106.9 in fiscal year 2017. For fiscal 2019, cash flow from financing activities from continuing operations consists of the following:

- Cash proceeds from issuance of debt with original maturities greater than 90 days of $1,800.0 related to the funding of the 2018 Term Loans utilized to fund the Battery Acquisition and the bonds utilized to fund the Auto Care Acquisition;
- Payments on debt with maturities greater than 90 days of $529.5, primarily related to the repayment of our Term Loan due in 2022 and additional $140.0 of payments on the 2018 Term Loan A and 2018 Term Loan B;
- Payments of debt with maturities of 90 days or less of $214.1, primarily related to repayment of borrowings on our 2015 Revolving Facility;
- Debt issuance costs of $40.1 related to the 2018 Term Loans and bonds utilized to fund the Auto Care Acquisition;
- Net proceeds from the issuance of common stock of $205.3 utilized to fund the Auto Care Acquisition;
- Net proceeds from the issuance of Mandatory Preferred Convertible Stock (MCPS) of $199.5 utilized to fund the Auto Care Acquisition;
- Dividends paid on common stock of $83.0 during fiscal 2019 (see below);
- Dividends paid on mandatory convertible preferred stock of $8.0 during fiscal 2019 (see below);
- Purchase of treasury stock representing the cash paid for stock repurchases under the current authorization during the twelve months ended September 30, 2019 (see below); and
- Taxes paid for withheld share-based payments of $8.3.

For fiscal 2018, cash flow from financing activities from continuing operations consists of the following:

- Cash proceeds from issuance of debt with original maturities greater than 90 days of $1,259.9 representing the funds currently held in escrow for the Battery Acquisition;

- Payments on debt with maturities greater than 90 days representing the quarterly principal payments on the seven-year $400.0 senior secured term loan B facility (Term Loan);

- Increase on debt with maturities of 90 days or less of $143.4 representing the increase in notes payable and our 2015 Revolving Facility;

- Debt issuance costs of $22.6 related the escrowed bonds for the Battery Acquisition;

- Dividends paid on common stock of $70.0 during fiscal 2018;

- Purchase of treasury stock representing the cash paid for stock repurchases under the current authorization during the twelve months ended September 30, 2018 (see below); and

- Taxes paid for withheld share-based payments of $10.4.

For fiscal 2017, cash flow used by financing activities from continuing operations consists of the following:

- Payments on debt with maturities greater than 90 days representing the quarterly principal payments on the seven-year $400.0 senior secured term loan B facility (2015 Term Loan);

- Increase on debt with maturities of 90 days or less of $36.5 representing the increase in notes payable and our 2015 Revolving Facility;

- Debt issuance costs of $0.8;

- Dividends paid of $69.1 during fiscal 2017;

- Purchase of treasury stock representing the cash paid for stock repurchases under the current authorization during the twelve months ended September 30, 2017 (see below); and

- Taxes paid for withheld share-based payments of $10.0.

Dividends

Total dividends declared to common shareholders were $82.4 of which $83.0 were paid. The dividends paid included amounts on restricted shares that vested in the period. Total dividends declared to preferred shareholders were $12.0 of which $8.0 were paid. The remaining dividend was recorded in Other liabilities at September 30, 2019 and was paid to the preferred shareholders on October 15, 2019.

Subsequent to the fiscal year end, on November 11, 2019, the Board of Directors declared a dividend for the first quarter of fiscal 2020 of $0.30 per share of common stock, payable on December 17, 2019, to all shareholders of record as of the close of business on November 26, 2019.

Subsequent to the end of the fiscal year, on November 11, 2019, the Board of Directors declared a dividend of $1.875 per share of MCPS, payable on January 15, 2020, to all shareholders of record as of the close of business January 1, 2020.

Share Repurchases

On July 1, 2015, the Company's Board of Directors approved an authorization for Energizer to acquire up to 7.5 million shares of its common stock. Under this authorization, the Company has repurchased 1,036,000 shares for $45.0, at an average price of $43.46 per share, 1,439,211 shares for $70.0, at an average price of $48.66 per share, and 1,389,027 shares for $58.7, at an average price of $42.23 per share, during the twelve months ended September 30, 2019, 2018, and 2017. Future share repurchase, if any, would be made on the open market and the timing and the amount of any purchases will be determined by the Company based on its evaluation of the market conditions, capital allocation objectives, legal and regulatory requirements and other factors.

Contractual Obligations

A summary of Energizer's contractual obligations at September 30, 2019 is shown below:

	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-term debt, including current maturities	$ 3,468.4	$ —	$ 97.5	$ 20.0	$ 3,350.9
Interest on long-term debt (1)	1,258.6	189.2	373.6	368.2	327.6
Notes payable	31.9	31.9	—	—	—
Operating leases	83.8	16.8	16.9	11.2	38.9
Capital leases (2)	118.4	9.5	18.8	15.8	74.3
Pension plans (3)	5.7	5.7	—	—	—
Purchase obligations and other (4)	15.5	15.0	0.5	—	—
Mandatory transition tax	16.7	—	—	9.6	7.1
Total	$ 4,999.0	$ 268.1	$ 507.3	$ 424.8	$ 3,798.8

(1) The above table is based upon the debt balance and LIBOR rate on drawn debt as of September 30, 2019. Energizer has entered into two interest rate swap agreements that fixed the variable benchmark component (LIBOR) on (1) $200.0 of Energizer's variable rate debt through June 2022 at an interest rate of 2.03% and (2) up to $400.0 of variable rate debt at an interest rate of 2.47%. At the effective date, the second swap has a notional value of $400.0. Beginning April 1, 2019, the notional amount decreases $50.0 each quarter, and continues to decrease until its termination date of December 31, 2020. The notional value of the swap was $300.0 at September 30, 2019.

(2) Capital lease payments include the full capital lease obligation of $46.9, as well as interest included in the payment of $71.5.

(3) Globally, total pension contributions for the Company in the next year are estimated to be $5.7. The projected payments beyond fiscal year 2020 are not currently estimable.

(4) Included in the table above are future purchase commitments for goods and services which are legally binding and that specify all significant terms including price and/or quantity.

Energizer is also party to various service and supply contracts that generally extend approximately one to three months. These arrangements are primarily individual, short-term purchase orders for routine goods and services at market prices, which are part of our normal operations and are reflected in historical operating cash flow trends. These contracts can generally be canceled at our option at any time. We do not believe such arrangements will adversely affect our liquidity position.

Other Matters

Environmental Matters

The operations of Energizer are subject to various federal, state, foreign and local laws and regulations intended to protect the public health and the environment. These regulations relate primarily to worker safety, air and water quality, underground fuel storage tanks and waste handling and disposal. Under the Comprehensive Environmental Response, Compensation and Liability Act, Energizer has been identified as a "potentially responsible party" (PRP) and may be required to share in the cost of cleanup with respect to certain federal "Superfund" sites. It may also be required to share in the cost of cleanup with respect to state-designated sites or other sites outside of the U.S.

Accrued environmental costs at September 30, 2019 were $8.2, of which approximately $2.0 is expected to be spent during fiscal 2020. It is difficult to quantify with certainty the cost of environmental matters, particularly remediation and future capital expenditures for environmental control equipment. Current environmental spending estimates could be modified as a result of changes in our plans or our understanding of underlying facts, changes in legal requirements or the enforcement or interpretation of existing requirements.

Legal Proceedings

The Company and its affiliates are subject to a number of legal proceedings in various jurisdictions arising out of its operations. Many of these legal matters are in preliminary stages and involve complex issues of law and fact, and may proceed for protracted periods of time. The amount of liability, if any, from these proceedings cannot be determined with certainty. We are a party to legal proceedings and claims that arise during the ordinary course of business. We review our legal proceedings and claims, regulatory reviews and inspections on an ongoing basis and follow appropriate accounting guidance when making accrual and disclosure decisions. We establish accruals for those contingencies where the incurrence of a loss is probable and can be reasonably estimated, and we disclose the amount accrued and the amount of a reasonably possible loss in excess of the amount accrued, if such disclosure is necessary for our financial statements to not be misleading. We do not record liabilities when the likelihood that the liability has been incurred is probable, but the amount cannot be reasonably estimated. Based upon present information, the Company believes that its liability, if any, arising from such pending legal proceedings, asserted legal claims and known potential legal claims which are likely to be asserted, is not reasonably likely to be material to the Company's financial position, results of operations, or cash flows, taking into account established accruals for estimated liabilities.

Critical Accounting Policies

The methods, estimates, and judgments Energizer uses in applying its most critical accounting policies have a significant impact on the results the Company reports in its Consolidated Financial Statements. Specific areas, among others, requiring the application of management's estimates and judgment include assumptions pertaining to accruals for consumer and trade-promotion programs, pension benefit costs, acquisition, goodwill and intangible assets, uncertain tax positions, the reinvestment of undistributed foreign earnings and tax valuation allowances. On an ongoing basis, Energizer evaluates its estimates, but actual results could differ materially from those estimates.

The Company's critical accounting policies have been reviewed with the Audit Committee of the Board of Directors. A summary of Energizer's significant accounting policies is contained in Note 2, Summary of Significant Accounting Policies, of the Notes to the Consolidated Financial Statements. This listing is not intended to be a comprehensive list of all of Energizer's accounting policies.

- ***Revenue Recognition*** - The Company measures revenue as the amount of consideration for which it expects to be entitled in exchange for transferring goods. Net sales reflect the transaction prices for contracts, which include units shipped at selling list prices reduced by variable consideration as determined by the terms of each individual contract. Discounts are offered to customers for early payment and an estimate of the discount is recorded as a reduction of net sales in the same period as the sale. Our standard sales terms are final and returns or exchanges are not permitted unless a special exception is made. Reserves are established and recorded in cases where the right of return does exist for a particular sale.

  Energizer offers a variety of programs, primarily to its retail customers, designed to promote sales of its products. Such programs require periodic payments and allowances based on estimated results of specific programs and are recorded as a reduction to net sales. Methodologies for determining these provisions are dependent on specific customer pricing and promotional practices, which range from contractually fixed percentage price reductions to reimbursement based on actual occurrence or performance. Where applicable, future reimbursements are estimated based on a combination of historical patterns and future expectations regarding specific in-market product performance. Energizer accrues, at the time of sale, the estimated total payments and allowances associated with each transaction. Customers redeem trade promotions in the form of payments from the accrued trade allowances or invoice credits against trade receivables. Additionally, Energizer offers programs directly to consumers to promote the sale of its products. Revenue is recorded net of the taxes we collect on behalf of governmental authorities which are generally included in the price to the customer. Energizer continually assesses the adequacy of accruals for customer and consumer promotional program costs not yet paid. To the extent total program payments differ from estimates, adjustments may be necessary. Historically, these adjustments have not been material.

  Our standard sales terms generally include payments within 30 to 60 days and are final with returns or exchanges not permitted unless a special exception is made. Our Auto Care channel terms are longer, in some cases up to 365 days, in which case we use our Trade Receivables factoring program for more timely collection. Reserves are established based on historical data and recorded in cases where the right of return does exist for a particular sale. The Company does not offer warranties on products.

  The Company's contracts with customers do not have significant financing components or non-cash consideration and the Company does not have unbilled revenue or significant amounts of prepayments from customers. Revenue is recorded net of the taxes we collect on behalf of governmental authorities which are generally included in the price to the customer. Shipping and handling activities are accounted for as contract fulfillment costs and recorded in Cost of products sold.

- ***Pension Plans*** - The determination of the Company's obligation and expense for pension benefits is dependent on certain assumptions developed by the Company and used by actuaries in calculating such amounts. Assumptions include, among others, the discount rate, future salary increases and the expected long-term rate of return on plan assets. Actual results that differ from assumptions made, or impacts to the obligation that are due to changes to assumptions, are recognized on the balance sheet and subsequently amortized to earnings over future periods. Significant differences in actual experience or significant changes in macroeconomic conditions resulting in changes to assumptions may materially affect pension obligations. In determining the discount rate, the Company uses the yield on high-quality bonds in conjunction with the cash flows of its plans' estimated payouts. For the U.S. plans, which were frozen January 1, 2014 and represent the Company's most significant obligations, we consider the Mercer Above-Mean yield curve in determining the discount rates.

Of the assumptions listed above, changes in the expected long-term rate of return on plan assets and changes in the discount rate used in developing plan obligations will likely have the most significant impact on the Company's annual earnings, prospectively. Based on plan assets at September 30, 2019, a 100 basis point decrease or increase in expected asset returns would increase or decrease the Company's U.S. pre-tax pension expense by $4.4. In addition, poor asset performance may increase and accelerate the rate of required pension contributions in the future. Uncertainty related to economic markets and the availability of credit may produce changes in the yields on corporate bonds rated as high-quality. As a result, discount rates based on high-quality corporate bonds may increase or decrease leading to lower or higher, respectively, pension obligations. A 100 basis point decrease in the discount rate would increase U.S. pension obligations by $51.7 at September 30, 2019.

As allowed under GAAP, the Company's U.S. qualified pension plan's impact on earnings is determined using Market Related Value, which recognizes market appreciation or depreciation in the portfolio over five years and therefore reduces the short-term impact of market fluctuations.

- ***Acquisitions, Goodwill and Intangible Assets*** - The Company allocates the cost of an acquired business to the assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition. The excess value of the cost of an acquired business over the estimated fair value of the assets acquired and liabilities assumed is recognized as goodwill. The valuation of the acquired assets and liabilities will impact the determination of future operating results. The Company uses a variety of information sources to determine the value of acquired assets and liabilities including: third-party appraisers for the values and lives of property, identifiable intangibles and inventories; actuaries for defined benefit retirement plans; and legal counsel or other advisors to assess the obligations associated with legal, environmental or other claims.

  During fiscal 2019, Energizer used variations of the income approach in determining the fair value of intangible assets acquired in the Battery and Auto Care Acquisitions. Specifically, the Company utilized the multi-period excess earnings method for determining the fair value of the indefinite lived trade names and customer relationships acquired, and the relief from royalty method to determine the fair value of the proprietary technology acquired. Our determination of the fair value of the indefinite lived trade names acquired involved the use of significant estimates and assumptions related to revenue growth rates and discount rates. Our determination of the fair value of customer relationships acquired involved significant estimates and assumptions related to revenue growth rates, discount rates, and customer attrition rates. Our determination of the fair value of the proprietary technology acquired involved the use of significant estimates and assumptions related to revenue growth rates, royalty rates and discount rates. Energizer believes that the fair value assigned to the assets acquired and liabilities assumed are based on reasonable assumptions and estimates that marketplace participants would use. However, our assumptions are inherently risky and actual results could differ from those estimates.

  Significant judgment is also required in assigning the respective useful lives of intangible assets. Certain brand intangibles are expected to have indefinite lives based on their history and our plans to continue to support and build the acquired brands. Other intangible assets are expected to have determinable useful lives. Our assessment of intangible assets that have an indefinite life and those that have a determinable life is based on a number of factors including the competitive environment, market share, brand history, underlying product life cycles, operating plans and the macroeconomic environment. Our estimates of the useful lives of determinable-lived intangible assets are primarily based on the same factors. The costs of determinable-lived intangible assets are amortized to expense over the estimated useful life. The value of indefinite-lived intangible assets and residual goodwill is not amortized, but is tested at least annually for impairment. See Note 8, Goodwill and intangible assets, of the Notes to Consolidated Financial Statements.

  However, future changes in the judgments, assumptions and estimates that are used in our acquisition valuations and intangible asset and goodwill impairment testing, including discount rates or future operating results and related cash flow projections, could result in significantly different estimates of the fair values in the future. An increase in discount rates, a reduction in projected cash flows or a combination of the two could lead to a reduction in the estimated fair values, which may result in impairment charges that could materially affect our financial statements in any given year.

During fiscal 2019, we tested goodwill for impairment. There were no indications of impairment of goodwill noted during this testing. In addition, we completed impairment testing on indefinite-lived intangible assets other than goodwill, which are trademarks/brand names used in our various product categories. No impairment was indicated as a result of this testing.

- ***Income Taxes*** - Our annual effective income tax rate is determined based on our income, statutory tax rates and the tax impacts of items treated differently for tax purposes than for financial reporting purposes. Tax law requires certain items be included in the tax return at different times than the items are reflected in the financial statements. Some of these differences are permanent, such as expenses that are not deductible in our tax return, and some differences are temporary, reversing over time, such as depreciation expense. These temporary differences create deferred tax assets and liabilities.

  The Company estimates income taxes and the effective income tax rate in each jurisdiction that it operates. This involves estimating taxable earnings, specific taxable and deductible items, the likelihood of generating sufficient future taxable income to utilize deferred tax assets, the portion of the income of foreign subsidiaries that is expected to be remitted to the U.S. and be taxable and possible exposures related to future tax audits. Deferred tax assets are evaluated on a subsidiary by subsidiary basis to ensure that the asset will be realized. Valuation allowances are established when the realization is not deemed to be more likely than not. Future performance is monitored, and when objectively measurable operating trends change, adjustments are made to the valuation allowances accordingly. To the extent the estimates described above change, adjustments to income taxes are made in the period in which the estimate is changed.

  The Company operates in multiple jurisdictions with complex tax and regulatory environments, which are subject to differing interpretations by the taxpayer and the taxing authorities. At times, we may take positions that management believes are supportable, but are potentially subject to successful challenges by the appropriate taxing authority. The Company evaluates its tax positions and establishes liabilities in accordance with guidance governing accounting for uncertainty in income taxes. The Company reviews these tax uncertainties in light of the changing facts and circumstances, such as the progress of tax audits, and adjusts them accordingly.

  In January 2018, the Financial Accounting Standard Board released guidance on the accounting for tax on the global intangible low-taxed income (GILTI) provisions of the Tax Cuts and Jobs Act (the Tax Act). The GILTI provisions impose a tax on foreign income in excess of a deemed return on tangible assets of foreign corporations. The guidance indicates that either accounting for deferred taxes related to GILTI inclusions or to treat any taxes on GILTI inclusions as a period cost are both acceptable methods subject to an accounting policy election. The Company has completed its analysis of the GILTI rules and has made an accounting policy election to treat the taxes due from GILTI as a period expense when incurred.

  In general, it is our practice and intention to permanently reinvest the earnings of our foreign subsidiaries and repatriate earnings only when the tax impact is zero or very minimal, and that position has not changed after incurring the transition tax under the Tax Act. No provision has been provided for taxes that would result upon repatriation of our foreign investments to the United States. We intend to reinvest these earnings indefinitely in our foreign subsidiaries to fund local operations, fund strategic growth objectives, and fund capital projects. See Note 9, Income Taxes, of the Notes to Consolidated Financial Statements for further discussion.

Recently Adopted Accounting Pronouncements

In fiscal year 2019, the Company early adopted ASU 2017-12, *Targeted Improvements to Accounting for Hedging Activities,* on a modified retrospective basis effective October 1, 2018. This update simplifies hedge accounting and decreases complexity for both the preparation and understanding of hedging disclosures in the financial statements. Upon adoption, the Company recorded $8.4 of hedging settlement gains for the twelve months ended September 30, 2019 in Cost of products sold. The gains were related to our currency hedges on payment of inventory purchases and are now recorded in Cost of products sold to align with the new guidance. Prior year gains remain in Other items, net. The Company also began a zinc hedging program in the second quarter. See additional discussion in Note 16, Financial Instruments and Risk Management.

Effective October 1, 2018, the Company adopted ASU 2014-09, *Revenue from Contracts with Customers*, on a modified retrospective basis for all contracts as of the effective date. This guidance provides a single comprehensive revenue recognition model for all contracts with customers to improve comparability within industries, across industries and across capital markets. There was no material impact to retained earnings as a result of the adoption. See Note 4, Revenue, for additional discussion.

Effective October 1, 2018, the Company early adopted ASU 2018-15, *Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract*. This update requires implementation costs incurred by customers in cloud computing arrangements to be deferred and recognized over the term of the arrangement similar to internal-use software guidance. The Company will defer and recognize allowable implementation costs for future projects. Capitalized implementation costs were $0.8 and amortization expense on these costs was $0.1 for the twelve months ended September 30, 2019.

Effective October 1, 2018, the Company adopted ASU 2016-15, *Statement of Cash Flows- Classification of Certain Cash Receipts and Cash Payments*, which is intended to reduce diversity in practice in how certain transactions are classified in the statements of cash flows. The Company has determined that this new guidance has no immediate impact on the Company's consolidated financial position, results of operations or cash flows.

Recently Issued Accounting Pronouncements

On February 25, 2016, the FASB issued ASU 2016-02, *Leases*. This update aligns the measurement of leases under GAAP more closely with International Financial Reporting Standards by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. This amendment is effective for Energizer beginning October 1, 2019 and will be adopted using the modified retrospective transition method. The Company has elected the practical expedients to not restate prior periods and to not adopt this guidance for short term leases. We have implemented a global lease management and accounting software solution, and are assessing the impact that the new standard will have on our Consolidated Financial Statements. The Company's assessment of the quantitative impact is an estimate and subject to change as we finalize implementation of the accounting guidance. The Company estimates that the adoption of this guidance will result in a Right of use asset and offsetting lease liabilities of approximately $40 to $45 associated with its operating leases upon adoption of this guidance. It is not expected that this adoption will have a material impact on our results of operations or cash flows. These updates will also impact our accounting policies, internal controls and disclosures related to leases.

Item 7A. *Quantitative and Qualitative Disclosure About Market Risk.*

Market Risk Sensitive Instruments and Positions

The market risk inherent in the Company's financial instruments' positions represents the potential loss arising from adverse changes in currency rates, commodity prices and interest rates. The following risk management discussion and the estimated amounts generated from the sensitivity analysis are forward-looking statements of market risk assuming certain adverse market conditions occur. The Company's derivatives are used only for identifiable exposures, and we have not entered into hedges for trading purposes where the sole objective is to generate profits.

Currency Exposure

Our business is conducted on a worldwide basis, with more than 40% of our sales in fiscal year 2019 arising from foreign countries, and a significant portion of our production capacity and cash located overseas. Consequently, we are subject to currency risks associated with doing business in foreign countries. Currency risk is heightened in areas with political or economic instability such as the Eurozone, Egypt, Russia and the Middle East and certain markets in Latin America. A significant portion of our sales are denominated in local currencies but reported in U.S. dollars, and a high percentage of product costs for such sales are denominated in U.S. dollars. Therefore, although we may hedge a portion of the exposure, the strengthening of the U.S. dollar relative to such currencies can negatively impact our reported sales and operating profits. The following discussion describes programs in place to mitigate our foreign currency exposure:

Derivatives Designated as Cash Flow Hedging Relationships

A significant share of Energizer's product cost is more closely tied to the U.S. dollar than to the local currencies in which the product is sold. As such, a weakening of currencies relative to the U.S. dollar results in margin declines unless mitigated through pricing actions, which are not always available due to the economic or competitive environment. Conversely, strengthening of currencies relative to the U.S. dollar can improve margins. The primary currencies to which Energizer is exposed include the Euro, the British pound, the Canadian dollar and the Australian dollar. However, the Company also has significant exposures in many other currencies which, in the aggregate, may have a material impact on the Company's operations.

The Company has entered into a series of forward currency contracts to hedge the cash flow uncertainty of forecasted inventory purchases due to currency fluctuations. Energizer's primary foreign affiliates, which are exposed to U.S. dollar purchases, have the Euro, the British pound, the Canadian dollar and the Australian dollar as their local currencies. These foreign currencies represent a significant portion of Energizer's foreign currency exposure. At September 30, 2019 and 2018, Energizer had an unrealized pre-tax gain of $4.5 and $4.3, respectively, on these forward currency contracts accounted for as cash flow hedges included in Accumulated other comprehensive loss on the Consolidated Balance Sheets. Assuming foreign exchange rates versus the U.S. dollar remain at September 30, 2019 levels, over the next twelve months, $4.5 of the pre-tax gain included in Accumulated other comprehensive loss is expected to be included in earnings.

Derivatives Not Designated as Cash Flow Hedging Relationships

Energizer's foreign subsidiaries enter into internal and external transactions that create nonfunctional currency balance sheet positions at the foreign subsidiary level. These exposures are generally the result of intercompany purchases, intercompany loans and to a lesser extent, external purchases, and are revalued in the foreign subsidiary's local currency at the end of each period. Changes in the value of the non-functional currency balance sheet positions in relation to the foreign subsidiary's local currency results in an exchange gain or loss recorded in Other items, net on the Consolidated Statements of Earnings and Comprehensive Income. The primary currency to which Energizer's foreign subsidiaries are exposed is the U.S. dollar.

The Company enters into foreign currency derivative contracts which are not designated as cash flow hedges for accounting purposes to hedge balance sheet exposures. Any gains or losses on these contracts would be offset by corresponding exchange gains or losses on the underlying exposures; thus they are not subject to significant market risk. The change in estimated fair value of the foreign currency contracts for the twelve months ended September 30, 2019 resulted in a gain of $5.3 and was recorded in Other items, net on the Consolidated Statements of Earnings and Comprehensive Income.

Commodity Price Exposure

The Company uses raw materials that are subject to price volatility. The Company has in the past and may in the future use hedging instruments to reduce exposure to variability in cash flows associated with future purchases of certain materials and commodities.

In February 2019, the Company entered a hedging program on zinc purchases. This program was determined to be a cash flow hedge and qualified for hedge accounting. The pre-tax loss recognized on these zinc contracts was $1.0 at September 30, 2019, and was included in Accumulated other comprehensive loss on the Consolidated Balance Sheet.

Interest Rate Exposure

The Company has interest rate risk with respect to interest expense on variable rate debt. At September 30, 2019, Energizer had variable rate debt outstanding with a principal balance of $1,060.0 under the 2018 Term Loans and $25.0 of outstanding borrowings on the 2015 Revolving Facility. In March 2017, the Company entered into an interest rate swap agreement with one major financial institution that fixed the variable benchmark component (LIBOR) on $200.0 of Energizer's variable rate debt through June 2022 at an interest rate of 2.03% (2017 Swap).

In February 2018, the Company entered into a forward starting interest rate swap with an effective date of October 1, 2018, with one major financial institution that will fixed the variable benchmark component (LIBOR) on additional variable rate debt at an interest rate of 2.47%. At the effective date, the swap had a notional value of $400.0. Beginning April 1, 2019, the notional amount decreases $50.0 each quarter, and continues to decrease until its termination date of December 31, 2020. The notional value of the swap was $300.0 at September 30, 2019.

For the year ended September 30, 2019, our weighted average interest rate on variable rate debt was 4.60%.

Argentina Currency Exposure and Hyperinflation

Effective July 1, 2018, the financial statements for our Argentina subsidiary were consolidated under the rules governing the translation of financial information in a highly inflationary economy. Under U.S. GAAP, an economy is considered highly inflationary if the cumulative inflation rate for a three year period meets or exceeds 100 percent. The Argentina economy exceeded the three year cumulative inflation rate of 100 percent as of June 2018. If a subsidiary is considered to be in a highly inflationary economy, the financial statements of the subsidiary must be remeasured into the Company's reporting currency (U.S. dollar) and future exchange gains and losses from the remeasurement of monetary assets and liabilities are reflected in current earnings, rather than exclusively in the equity section of the balance sheet, until such time as the economy is no longer considered highly inflationary. It is difficult to determine what continuing impact the use of highly inflationary accounting for Argentina may have on our consolidated financial statements as such impact is dependent upon movements in the applicable exchange rates between the local currency and the U.S. dollar and the amount of monetary assets and liabilities included in our affiliates' balance sheet.

Item 8. ***Financial Statements and Supplementary Data.***

INDEX TO FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Energizer Holdings, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Energizer Holdings, Inc. and its subsidiaries (the "Company") as of September 30, 2019 and 2018, and the related consolidated statements of earnings and comprehensive income, of shareholders' equity/(deficit) and of cash flows for each of the three years in the period ended September 30, 2019, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of September 30, 2019, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of September 30, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended September 30, 2019 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2019, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As described in Management's Report on Internal Control Over Financial Reporting, management has excluded Spectrum Brands Holdings, Inc.'s (i) global battery, lighting, and portable power business (Battery Acquisition) and (ii) global auto care business (Auto Care Acquisition) from its assessment of internal control over financial reporting as of September 30, 2019 because the businesses were acquired by the Company in a purchase business combination during 2019. We have also excluded the businesses from our audit of internal control over financial reporting. The Battery Acquisition and Auto Care Acquisition are wholly-owned subsidiaries whose total assets and total net sales excluded from management's assessment and our audit of internal control over financial reporting represent 11.6% and 3.4% of total assets, respectively and 13.6% and 12.7% of total net sales, respectively, of the related consolidated financial statement amounts as of and for the year ended September 30, 2019.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Revenue recognition - trade promotion programs

As described in Notes 2 and 20 to the consolidated financial statements, the Company offers a variety of trade promotion programs, primarily to its retail customers, designed to promote sales of its products. These programs resulted in an allowance for trade promotions of $129.1 million, which is reflected as a reduction of trade receivables, net and $53.1 million of accrued trade promotions within other current liabilities as of September 30, 2019. Such programs require periodic payments and allowances based on estimated results of specific programs and are recorded as a reduction to net sales. Methodologies for determining these provisions are dependent on specific customer pricing and promotional practices, which range from contractually fixed percentage price reductions to reimbursement based on actual occurrence or performance. Where applicable, future reimbursements are estimated based on a combination of historical patterns and future expectations regarding specific in-market product performance. Management accrues, at the time of sale, the estimated total payments and allowances associated with each transaction. Customers redeem trade promotions in the form of payments from the accrued trade allowances or invoice credits against trade receivables.

The principal considerations for our determination that performing procedures relating to trade promotion programs is a critical audit matter are (i) the matter involves significant judgment by management in estimating the allowance for trade promotions and accrued trade promotions and (ii) significant audit effort in performing audit procedures and a high degree of auditor judgment and subjectivity was required in evaluating audit evidence obtained related to the estimated allowance for trade promotions and accrued trade promotions recorded by management.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the completeness, accuracy, and valuation of the estimated allowance for trade promotions and accrued trade promotions. These procedures also included, among others, evaluating the process, data, and significant assumptions used by management in developing the estimate, including historical patterns and future expectations regarding in-market product performance. When assessing these assumptions, procedures were performed to evaluate whether the assumptions used were reasonable considering historical performance of similar trade programs. When assessing the process and data used by management, procedures were performed to assess management's process for evaluating trade programs and testing payments and invoice credits related to these trade programs.

Acquired intangible assets - Battery and Auto Care Acquisitions

As described in Notes 1, 2 and 5 to the consolidated financial statements, the Company completed the acquisitions of Spectrum Brands Holdings, Inc.'s (Spectrum) global battery, lighting, and portable power business (Battery Acquisition) and Spectrum's global auto care business (Auto Care Acquisition). Net consideration for the Battery Acquisition was $1,962.4 million, of which indefinite lived trade names, customer relationships and proprietary technology intangible assets represented (i) $805.8 million of other intangible assets, net and (ii) a significant portion of the $794.6 million assets held for sale. Net consideration for the

Auto Care Acquisition was $1,179.2 million, of which $949.9 million of indefinite lived trade names, customer relationships and proprietary technology intangible assets were recorded as other intangible assets, net. Fair value of the indefinite lived trade names and customer relationships were estimated by management using the multi-period excess earnings method and fair value of the proprietary technology was estimated by management using the relief from royalty method. Management's determination of the fair value of the indefinite lived trade names acquired involved the use of significant estimates and assumptions related to the revenue growth rates and the discount rates. Management's determination of the fair value of the customer relationships acquired included significant estimates and assumptions related to revenue growth rates, discount rates, and customer attrition rates. Management's determination of the fair value of the proprietary technology acquired involved the use of significant estimates and assumptions related to revenue growth rates, royalty rates, and discount rates.

The principal considerations for our determination that performing procedures relating to the intangible assets acquired in the Battery Acquisition and the Auto Care Acquisition is a critical audit matter are (i) there was a high degree of auditor judgment and subjectivity in applying audit procedures relating to the fair value measurement of the indefinite lived trade names, customer relationships and proprietary technology intangible assets acquired due to the significant judgment by management when developing the estimate, (ii) significant audit effort was required in evaluating the significant assumptions relating to the estimates, such as the revenue growth rates, the customer attrition rates, the royalty rates, and the discount rates, and (iii) the audit effort involved the use of professionals with specialized skill and knowledge to assist in performing procedures and evaluating the audit evidence obtained from these procedures.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the acquisition accounting, including controls over management's valuation of the indefinite lived trade names, customer relationships and proprietary technology intangible assets and controls over the development of the assumptions related to the valuation of the indefinite lived trade names, customer relationships and proprietary technology intangible assets, including the revenue growth rates, the customer attrition rates, the royalty rates, and the discount rates. These procedures also included, among others, (i) reading the purchase agreements, (ii) assessing management's process for estimating the fair value of the indefinite lived trade names, customer relationships and proprietary technology intangible assets, (iii) testing management's assumptions used to estimate the fair value of the indefinite lived trade names, customer relationships and proprietary technology intangible assets, and (iv) testing the completeness and accuracy of underlying data used in the valuation. Testing management's estimate included evaluating the appropriateness of the valuation methods and the reasonableness of significant assumptions, including the revenue growth rates and the discount rates for the indefinite lived trade names, the revenue growth rates, the royalty rates, and the discount rates for the proprietary technology intangible assets, and the revenue growth rates, the discount rates, and the customer attrition rates for the customer relationships intangible assets. Evaluating the reasonableness of the revenue growth rates and customer attrition rates involved considering the past performance of the acquired businesses, as well as economic and industry forecasts. The royalty rates were evaluated by considering comparable businesses and other industry factors. The discount rates were evaluated by considering the cost of capital of comparable businesses and other industry factors. Professionals with specialized skill and knowledge were used to assist in the evaluation of the Company's multi-period excess earnings and relief from royalty methods and certain significant assumptions, including the customer attrition rates, the royalty rates, and the discount rates.

/s/ PricewaterhouseCoopers LLP
St. Louis, Missouri
November 19, 2019

We have served as the Company's auditor since 2014.

ENERGIZER HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF EARNINGS AND COMPREHENSIVE INCOME
(Dollars in millions, except per share data)

	FOR THE YEARS ENDED SEPTEMBER 30,		
Statement of Earnings	**2019**	**2018**	**2017**
Net sales	$ 2,494.5	$ 1,797.7	$ 1,755.7
Cost of products sold	1,490.7	966.8	944.4
Gross profit	$ 1,003.8	$ 830.9	$ 811.3
Selling, general and administrative expense	515.7	421.7	361.3
Advertising and sales promotion expense	127.3	112.9	116.1
Research and development expense	32.8	22.4	22.0
Amortization of intangible assets	43.2	11.5	11.2
Spin restructuring	—	—	(3.8)
Gain on sale of real estate	—	(4.6)	(16.9)
Interest expense	226.0	98.4	53.1
Other items, net	(14.3)	(6.6)	(5.0)
Earnings before income taxes	$ 73.1	$ 175.2	$ 273.3
Income tax provision	8.4	81.7	71.8
Net earnings from continuing operations	$ 64.7	$ 93.5	$ 201.5
Net loss from discontinued operations, net of income tax expense of $4.0	(13.6)	—	—
Net earnings	$ 51.1	$ 93.5	$ 201.5
Mandatory preferred stock dividends	(12.0)	—	—
Net earnings attributable to common shareholders	$ 39.1	$ 93.5	$ 201.5
Earnings Per Share			
Basic net earnings per common share - continuing operations	$ 0.79	$ 1.56	$ 3.27
Basic net loss per common share - discontinued operations	(0.20)	—	—
Basic net earnings per common share	$ 0.59	$ 1.56	$ 3.27
Diluted net earnings per common share - continuing operations	$ 0.78	$ 1.52	$ 3.22
Diluted net loss per common share - discontinued operations	(0.20)	—	—
Diluted net earnings per common share	$ 0.58	$ 1.52	$ 3.22
Weighted average shares of common stock - Basic	66.4	59.8	61.7
Weighted average shares of common stock- Diluted	67.3	61.4	62.6
Dividend Per Common Share	$ 1.20	$ 1.16	$ 1.10
Statement of Comprehensive Income			
Net earnings	$ 51.1	$ 93.5	$ 201.5
Other comprehensive (loss)/income, net of tax (benefit)/expense			
Foreign currency translation adjustments	(10.4)	(20.5)	6.3
Pension activity, net of tax of ($12.1) in 2019, $6.3 in 2018, and $9.0 in 2017	(36.9)	22.9	20.5
Deferred (loss)/gain on hedging activity, net of tax of ($3.1) in 2019, $4.4 in 2018, and $1.7 in 2017	(9.2)	15.0	0.5
Total comprehensive (loss)/income	$ (5.4)	$ 110.9	$ 228.8

The above financial statements should be read in conjunction with the Notes To Consolidated Financial Statements.

ENERGIZER HOLDINGS, INC.
CONSOLIDATED BALANCE SHEETS
(Dollars in millions, except share count and par values)

	SEPTEMBER 30,	
	2019	**2018**
Assets		
Current assets		
Cash and cash equivalents	$ 258.5	$ 522.1
Trade receivables, net	340.2	230.4
Inventories	469.3	323.1
Other current assets	177.1	95.5
Assets held for sale	791.7	—
Total current assets	$ 2,036.8	$ 1,171.1
Restricted cash	—	1,246.2
Property, plant and equipment, net	362.0	166.7
Goodwill	1,004.8	244.2
Other intangible assets, net	1,958.9	232.7
Deferred tax asset	22.8	36.9
Other assets	64.3	81.0
Total assets	$ 5,449.6	$ 3,178.8
Liabilities and Shareholders' Equity		
Current liabilities		
Current maturities of long-term debt	$ —	$ 4.0
Current portion of capital leases	1.6	—
Notes payable	31.9	247.3
Accounts payable	299.0	228.9
Other current liabilities	333.6	271.0
Liabilities held for sale	402.9	—
Total current liabilities	$ 1,069.0	$ 751.2
Long-term debt	3,461.6	976.1
Long-term debt held in escrow	—	1,230.7
Deferred tax liability	170.6	19.3
Other liabilities	204.6	177.0
Total liabilities	$ 4,905.8	$ 3,154.3
Shareholders' equity		
Common stock, $0.01 par value, 72,386,840 and 62,420,421 shares issued at 2019 and 2018, respectively	0.7	0.6
Mandatory convertible preferred stock, $0.01 par value, 2,156,250 shares issued at 2019	—	—
Additional paid-in capital	870.3	217.8
Retained earnings	129.5	177.3
Common stock in treasury, at cost, 3,484,807 and 2,812,320 shares in 2019 and 2018, respectively	(158.4)	(129.4)
Accumulated other comprehensive loss	(298.3)	(241.8)
Total shareholders' equity	$ 543.8	$ 24.5
Total liabilities and shareholders' equity	$ 5,449.6	$ 3,178.8

The above financial statements should be read in conjunction with the Notes To Consolidated Financial Statements.

ENERGIZER HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in millions)

	FOR THE YEARS ENDED SEPTEMBER 30,		
	2019	2018	2017
Cash Flow from Operating Activities			
Net earnings	$ 51.1	$ 93.5	$ 201.5
Loss from discontinued operations, net of tax	(13.6)	—	—
Net earnings form continuing operations	$ 64.7	$ 93.5	$ 201.5
Non-cash integration and restructuring charges/(income)	3.0	—	(2.5)
Depreciation and amortization	92.8	45.1	50.2
Deferred income taxes	(33.3)	1.8	(4.4)
Share based compensation expense	27.1	28.2	24.3
Gain on sale of real estate	—	(4.6)	(16.9)
Mandatory transition tax	(0.4)	33.1	—
Inventory step up	36.2	0.2	—
Settlement loss on pension plan terminations	3.7	14.1	—
Non-cash items included in income, net	(4.2)	7.6	6.2
Other, net	22.1	(4.7)	(28.7)
Changes in assets and liabilities used in operations, net of acquisitions			
Increase in trade receivables, net	(24.9)	(1.1)	(43.7)
Increase in inventories	(15.2)	(12.1)	(30.7)
(Increase)/decrease in other current assets	(44.3)	2.8	20.8
Increase in accounts payable	5.2	4.4	13.4
Increase in other current liabilities	9.6	20.4	7.7
Net cash from operating activities from continuing operations	$ 142.1	$ 228.7	$ 197.2
Net cash from operating activities from discontinued operations	7.4	—	—
Net cash from operating activities	$ 149.5	$ 228.7	$ 197.2
Cash Flow from Investing Activities			
Capital expenditures	(55.1)	(24.2)	(25.2)
Proceeds from sale of assets	0.2	6.1	27.2
Acquisitions, net of cash acquired	(2,460.0)	(38.1)	—
Net cash (used by)/from investing activities from continuing operations	$ (2,514.9)	$ (56.2)	$ 2.0
Net cash used by investing activities from discontinued operations	(407.4)	—	—
Net cash (used by)/from investing activities	$ (2,922.3)	$ (56.2)	$ 2.0
Cash Flow from Financing Activities			
Cash proceeds from issuance of debt with maturities greater than 90 days	1,800.0	1,259.9	—
Payments on debt with maturities greater than 90 days	(529.5)	(4.0)	(4.0)
Net (decrease)/increase in debt with maturities 90 days or less	(214.1)	143.4	36.5
Debt issuance costs	(40.1)	(22.6)	(0.8)
Net proceeds from issuance of mandatory convertible preferred stock	199.5	—	—
Net proceeds from issuance of common stock	205.3	—	—
Dividends paid on common stock	(83.0)	(70.0)	(69.1)
Dividends paid on mandatory convertible preferred shares	(8.0)	—	—
Common stock purchased	(45.0)	(70.0)	(59.5)
Taxes paid for withheld share-based payments	(8.3)	(10.4)	(10.0)
Net cash from/(used by) financing activities from continuing operations	$ 1,276.8	$ 1,226.3	$ (106.9)
Net cash used by financing activities from discontinued operations	(4.7)	—	—
Net cash from/(used by) financing activities	$ 1,272.1	$ 1,226.3	$ (106.9)
Effect of exchange rate changes on cash	(9.1)	(8.5)	(1.6)
Net (decrease)/increase in cash, cash equivalents, and restricted cash from continuing operations	(1,105.1)	1,390.3	90.7
Net decrease in cash, cash equivalents, and restricted cash from discontinued operations	(404.7)	—	—
Net (decrease)/increase in cash, cash equivalents, and restricted cash	$ (1,509.8)	$ 1,390.3	$ 90.7
Cash, cash equivalents, and restricted cash, beginning of period	1,768.3	378.0	287.3
Cash, cash equivalents, and restricted cash, end of period	$ 258.5	$ 1,768.3	$ 378.0

The above financial statements should be read in conjunction with the Notes To Consolidated Financial Statements.

ENERGIZER HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY/(DEFICIT)
(Dollars in millions, shares in thousands)

	Number of Shares		Amount						
	Preferred Shares Outstanding	Common Shares Outstanding	Preferred Stock	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss)/Income	Treasury Stock	Total Shareholders' Equity/(Deficit)
Balance, September 30, 2016	—	61,673	$ —	$ 0.6	$ 194.6	$ 70.9	$ (266.1)	$ (30.0)	$ (30.0)
Net earnings	—		—	—	—	201.5	—	—	201.5
Share based payments	—		—	—	24.3	—	—	—	24.3
Common stock purchased	—	(1,389)	—	—	—	—	—	(58.7)	(58.7)
Activity under stock plans	—	425	—	—	(22.2)	(4.4)	—	16.6	(10.0)
Dividends to shareholders	—		—	—	—	(69.3)	—	—	(69.3)
Other comprehensive income	—		—	—	—	—	27.3	—	27.3
Balance, September 30, 2017	—	60,709	$ —	$ 0.6	$ 196.7	$ 198.7	$ (238.8)	$ (72.1)	$ 85.1
Net earnings	—	—	—	—	—	93.5	—	—	93.5
Adoption of ASU 2016-16	—	—	—	—	—	(59.2)	—	—	(59.2)
Adoption of ASU 2018-02	—	—	—	—	—	20.4	(20.4)	—	—
Deferred compensation plan	—	—	—	—	12.0	—	—	—	12.0
Share based payments	—	—	—	—	28.2	—	—	—	28.2
Common stock purchased	—	(1,439)	—	—	—	—	—	(70.0)	(70.0)
Activity under stock plans	—	338	—	—	(19.1)	(4.0)	—	12.7	(10.4)
Dividends to shareholders	—	—	—	—	—	(72.1)	—	—	(72.1)
Other comprehensive income	—	—	—	—	—	—	17.4	—	17.4
Balance, September 30, 2018	—	59,608	$ —	$ 0.6	$ 217.8	$ 177.3	$ (241.8)	$ (129.4)	$ 24.5
Net earnings from continuing operations	—	—	—	—	—	64.7	—	—	64.7
Net loss from discontinued operations	—	—	—	—	—	(13.6)	—	—	(13.6)
Share based payments	—	—	—	—	27.1	—	—	—	27.1
Issuance of common stock	—	9,966	—	0.1	445.7	—	—	—	445.8
Issuance of preferred stock	2,156	—	—	—	199.5	—	—	—	199.5
Common stock purchased	—	(1,036)	—	—	—	—	—	(45.0)	(45.0)
Activity under stock plans	—	364	—	—	(19.8)	(4.5)	—	16.0	(8.3)
Dividends to common shareholders	—	—	—	—	—	(82.4)	—	—	(82.4)
Dividends to preferred shareholders	—	—	—	—	—	(12.0)	—	—	(12.0)
Other comprehensive loss	—	—	—	—	—	—	(56.5)	—	(56.5)
Balance, September 30, 2019	2,156	68,902	$ —	$ 0.7	$ 870.3	$ 129.5	$ (298.3)	$ (158.4)	$ 543.8

The above financial statements should be read in conjunction with the Notes To Consolidated Financial Statements.

(1) Description of Business and Basis of Presentation

Description of Business – Energizer Holdings, Inc. and its subsidiaries (Energizer or the Company) is a global manufacturer, marketer and distributer of household batteries, specialty batteries and portable lights under the Energizer® and Eveready® brand names. Energizer offers batteries using lithium, alkaline, carbon zinc, nickel metal hydride, zinc air and silver oxide constructions. On July 1, 2015, Energizer completed its legal separation from our former parent company, Edgewell Personal Care Company (Edgewell), via a tax free spin-off (the Spin-off or Spin). Energizer operates as an independent, publicly traded company on the New York Stock Exchange trading under the symbol "ENR."

On July 1, 2016, Energizer expanded its portfolio of brands with an acquisition of a leading designer and marketer of automotive fragrance and appearance products. The Company's brands now include Refresh Your Car!®, California Scents®, Driven®, Bahama & Co.®, LEXOL® and Eagle One®. On July 2, 2018, Energizer acquired the Nu Finish® and Scratch Doctor® brands to add to its automotive appearance offerings (Nu Finish Acquisition).

On January 2, 2019, Energizer expanded its battery portfolio with the acquisitions of Spectrum Holdings, Inc.'s (Spectrum) global battery, lighting, and portable power business (Battery Acquisition). The Battery Acquisition included the Rayovac® and Varta® brands (Acquired Battery Business).

On January 28, 2019, Energizer further expanded its auto care portfolio with the acquisitions of Spectrum's global auto care business (Auto Care Acquisition). The Auto Care Acquisition included the Armor All®, STP®, and A/C PRO® brands (Acquired Auto Care Business).

On May 29, 2019, the Company entered into a definitive acquisition agreement with VARTA Aktiengesellschaft (VARTA AG) to divest the Varta consumer battery business in the Europe, Middle East and Africa regions, including manufacturing and distribution facilities in Germany (Divestment Business). The Company will sell the Divestment Business for an aggregate purchase price of €180.0, subject to purchase price adjustments (Varta Divestiture). Pursuant to the terms of the acquisition agreement with Spectrum for the Battery Acquisition, Spectrum will be contributing an additional $200.0 to Energizer in connection with the divestiture. The divestiture is subject to the approval of the European Commission, and will close timely upon receipt of approval.

Basis of Presentation – The consolidated financial statements include the accounts of Energizer and its subsidiaries. All significant intercompany transactions are eliminated. Energizer has no material equity method investments or variable interests.

As a result of the anticipated Varta Divestiture, the assets and liabilities associated with the Divestment Business have been classified as held for sale in the accompanying Consolidated Balance Sheets and the respective operations of the Divestment Business have been classified as discontinued operations in the accompanying Consolidated Statements of Earnings and Comprehensive Income and Statements of Cash Flows. See Note 6 - Divestment for more information on the assets and liabilities classified as held for sale and discontinued operations.

(2) Summary of Significant Accounting Policies

Energizer's significant accounting policies, which conform to GAAP and are applied on a consistent basis in all years presented, except as indicated, are described below.

Use of Estimates – The preparation of the Company's Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses. On an ongoing basis, Energizer evaluates its estimates, including those related to customer promotional programs and incentives, product returns, bad debts, the carrying value of inventories, intangible and other long-lived assets, income taxes, pensions and other postretirement benefits, share-based compensation, contingencies and acquisitions. Actual results could differ materially from those estimates. In regard to ongoing impairment testing of goodwill and indefinite lived intangible assets, significant deterioration in future cash flow projections, changes in discount rates used in discounted cash flow models or changes in other assumptions used in estimating fair values, versus those anticipated at the time of the initial acquisition, as well as subsequent estimated valuations, could result in impairment charges that may materially affect the financial statements in a given year.

(Dollars in millions, except per share)

Cash and Cash Equivalents – Cash and cash equivalents consist of cash on hand and marketable securities with original maturities of three months or less. At September 30, 2019 and 2018, Energizer had $258.5 and $522.1, respectively, in available cash, 75.8% and 99% of which was outside of the U.S., respectively. The Company has extensive operations, including a significant manufacturing footprint outside of the U.S. We manage our worldwide cash requirements by reviewing available funds among the many subsidiaries through which we conduct our business and the cost effectiveness with which those funds can be accessed. The repatriation of cash balances from certain of our subsidiaries could have adverse tax consequences or be subject to regulatory capital requirements; however, those balances are generally available without legal restrictions to fund ordinary business operations. Our intention is to reinvest these funds indefinitely.

Restricted Cash – The Company defines restricted cash as cash that is legally restricted as to withdrawal or usage. The amount included in restricted cash on the Consolidated Balance Sheet at September 30, 2018 represents the amounts of escrowed funds related to the Battery Acquisition, which legally could not be used for any other purpose. These funds were released from escrow in fiscal 2019 to complete the Battery Acquisition.

	At September 30,	
	2019	**2018**
Cash and cash equivalents	$ 258.5	$ 522.1
Restricted cash	—	1,246.2
Total Cash, cash equivalents and restricted cash shown in the statement of cash flows	$ 258.5	$ 1,768.3

Foreign Currency Translation – Financial statements of foreign operations where the local currency is the functional currency are translated using end-of-period exchange rates for assets and liabilities and average exchange rates during the period for results of operations. Related translation adjustments are reported as a component within accumulated other comprehensive income in the equity section of the Consolidated Balance Sheets.

Effective July 1, 2018, the financial statements for our Argentina subsidiary are consolidated under the rules governing the translation of financial information in a highly inflationary economy. Under U.S. GAAP, an economy is considered highly inflationary if the cumulative inflation rate for a three year period meets or exceeds 100 percent. The Argentina economy exceeded the three year cumulative inflation rate of 100 percent as of June 2018. If a subsidiary is considered to be in a highly inflationary economy, the financial statements of the subsidiary must be remeasured into the Company's reporting currency (U.S. dollar) and future exchange gains and losses from the remeasurement of monetary assets and liabilities are reflected in current earnings, rather than exclusively in the equity section of the balance sheet, until such time as the economy is no longer considered highly inflationary.

Financial Instruments and Derivative Securities – Energizer uses financial instruments, from time to time, in the management of foreign currency, interest rate risk and commodity price risks that are inherent to its business operations. Such instruments are not held or issued for trading purposes. Every derivative instrument (including certain derivative instruments embedded in other contracts) is required to be recorded on the balance sheet at fair value as either an asset or liability. Changes in fair value of recorded derivatives are required to be recognized in earnings unless specific hedge accounting criteria are met.

Foreign exchange instruments, including currency forwards, are used primarily to reduce cash transaction exposures and to manage other translation exposures. Foreign exchange instruments used are selected based on their risk reduction attributes, costs and the related market conditions. The Company has designated certain foreign currency contracts as cash flow hedges for accounting purposes as of September 30, 2019 and 2018.

The Company has interest rate risk with respect to interest expense on variable rate debt. The Company is party to an interest rate swap agreement with one major financial institution that fixes the variable benchmark component (LIBOR) on $200.0 of the Company's variable rate debt at September 30, 2019 and 2018. In February 2018, the Company entered into a forward starting interest rate swap with an effective date of October 1, 2018, with one major financial institution that fixed the variable benchmark component (LIBOR) on additional variable rate debt at an interest rate of 2.47%. At the effective date, the swap had a notional value of $400.0. Beginning April 1, 2019, the notional amount decreased $50.0 each quarter, and continues to decrease until its termination date of December 31, 2020. The notional value of the swap was $300.0 at September 30, 2019.

Energizer uses raw materials that are subject to price volatility. The Company may use hedging instruments to reduce exposure to variability in cash flows associated with future purchases of commodities. At September 30, 2019, the Company had derivative contracts for the future purchases of zinc. No contracts were outstanding at September 30, 2018.

(Dollars in millions, except per share)

Cash Flow Presentation – The Consolidated Statements of Cash Flows are prepared using the indirect method, which reconciles net earnings to cash flow from operating activities. The reconciliation adjustments include the removal of timing differences between the occurrence of operating receipts and payments and their recognition in net earnings. The adjustments also remove cash flows arising from investing and financing activities, which are presented separately from operating activities. Cash flows from foreign currency transactions and operations are translated at an average exchange rate for the period. Cash flows from hedging activities are included in the same category as the items being hedged, which is primarily operating activities. Cash payments related to income taxes are classified as operating activities. Cash flows are also distinguished between our continuing operations and our discontinued operations.

Trade Receivables, net – Trade receivables are stated at their net realizable value. The allowance for trade promotions reflects management's estimate of the amount of trade promotions that customers will take as an invoice reduction, rather than receiving cash payments for the trade allowances earned. See additional discussion on the trade allowances in the revenue recognition discussion further in this note. The allowance for doubtful accounts reflects the Company's best estimate of probable losses inherent in the receivables portfolio determined on the basis of historical experience, specific allowances for known troubled accounts and other currently available information. Receivables that the Company has factored as of September 30, 2019 are excluded from the Trade receivables, net balance. Bad debt expense is included in Selling, general and administrative expense (SG&A) in the Consolidated Statements of Earnings and Comprehensive Income.

Trade Receivables, net consists of:

	September 30,	
	2019	**2018**
Trade receivables	$ 473.1	$ 357.9
Allowance for trade promotions	(129.1)	(123.5)
Allowance for returns and doubtful accounts	(3.8)	(4.0)
Trade receivables, net	$ 340.2	$ 230.4

Trade Receivables Factoring - Energizer enters into various factoring agreements and early pay programs with our customers to sell our trade receivables under non-recourse agreements in exchange for cash proceeds. In fiscal year 2019, the credit agreement was amended so that Energizer may sell their accounts receivable up to a maximum of $500.0 annually. During fiscal year 2019, we sold $300.2 of receivables under this program. At September 30, 2019, Energizer had $87.8 of outstanding sold receivables, which are excluded from the Trade receivables, net balance above. In some instances, we may continue to service the transferred receivables after factoring has occurred. However, any servicing of the trade receivable does not constitute significant continuing involvement and we do not carry any material servicing assets or liabilities. These receivables qualify for sales treatment under ASC 860 *Transfers and Servicing,* and the proceeds for the sale of these receivables is included in net cash from operating activities in the Consolidated Statement of Cash Flows. As of September 30, 2019, there was $12.4 of cash from factored receivables collected but not yet due to the bank included in Other current liabilities. Additionally, the fees associated with factoring our receivables was $4.9 for the year ended September 30, 2019. Any discounts and factoring fees related to these receivables are expensed as incurred in the Consolidated Statement of Earnings and Comprehensive Income in Selling, general and administrative expense. There was no material factoring arrangements during fiscal 2018 or 2017.

Inventories – Inventories are valued at the lower of cost and net realizable value, with cost generally being determined using average cost or the first-in, first-out (FIFO) method. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. The Company records a reserve for excess and obsolete inventory based upon the historical usage rates, sales patterns of its products and specifically-identified obsolete inventory.

Capitalized Software Costs – Capitalized software costs are included in Other assets. These costs are amortized using the straight-line method over periods of related benefit ranging from three to seven years. Expenditures related to capitalized software are included in the Capital expenditures caption in the Consolidated Statements of Cash Flows. For the twelve months ended September 30, 2019, 2018 and 2017, amortization expense was $9.1, $7.4 and $5.3, respectively.

Property, Plant and Equipment, net – Property, plant and equipment, net is stated at historical costs. Expenditures for new facilities and expenditures that substantially increase the useful life of property, including interest during construction, are capitalized and reported in the Capital expenditures caption in the Consolidated Statements of Cash Flows. Maintenance, repairs and minor renewals are expensed as incurred. When property is retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the accounts, and gains or losses on the disposition are reflected in earnings. Property, plant and equipment, net held under capital leases are amortized on a straight-line bases over the shorter of the lease term or estimated useful life of the asset and such amortization is included in depreciation expense.

Depreciation is generally provided on the straight-line basis by charges to pre-tax earnings at rates based on estimated useful lives. Estimated useful lives range from two to twenty-five years for machinery and equipment and three to thirty years for buildings and building improvements. Depreciation expense in 2019, 2018, and 2017 was $43.5, $26.2, and $33.7, respectively, excluding accelerated depreciation charges of $3.0 in 2019 primarily related to the IT integration assets and certain manufacturing assets including property, plant and equipment located at facilities that will be consolidated as part of the integration of the Battery and Auto Care Acquisitions.

Estimated useful lives are periodically reviewed and, when appropriate, changes are made prospectively. When certain events or changes in operating conditions occur, asset lives may be adjusted and an impairment assessment may be performed on the recoverability of the carrying amounts.

Impairment of Long-Lived Assets – Energizer reviews long-lived assets, other than goodwill and other intangible assets for impairment, when events or changes in business circumstances indicate that the remaining useful life may warrant revision or that the carrying amount of the long-lived asset may not be fully recoverable. Energizer performs undiscounted cash flow analysis to determine if impairment exists. If impairment is determined to exist, any related impairment loss is calculated based on estimated fair value. Impairment losses on assets to be disposed of, if any, are based on the estimated proceeds to be received, less cost of disposal.

Acquisitions – Energizer accounts for the acquisition of a business using the acquisition method of accounting and allocates the cost of an acquired business to the assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition. The excess value of the cost of an acquired business over the fair value of the assets acquired and liabilities assumed is recognized as goodwill. During the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to assets acquired and liabilities assumed with the corresponding offset to goodwill.

During fiscal 2019, Energizer used variations of the income approach in determining the fair value of intangible assets acquired in the Battery and Auto Care Acquisitions. Specifically, the Company utilized the multi-period excess earnings method for determining the fair value of the indefinite lived trade names and customer relationships acquired, and the relief from royalty method to determine the fair value of the proprietary technology acquired. Our determination of the fair value of the indefinite lived trade names acquired involved the use of significant estimates and assumptions related to revenue growth rates and discount rates. Our determination of the fair value of customer relationships acquired involved significant estimates and assumptions related to revenue growth rates, discount rates, and customer attrition rates. Our determination of the fair value of the proprietary technology acquired involved the use of significant estimates and assumptions related to revenue growth rates, royalty rates and discount rates. Energizer believes that the fair value assigned to the assets acquired and liabilities assumed are based on reasonable assumptions and estimates that marketplace participants would use. However, our assumptions are inherently risky and actual results could differ from those estimates. Adverse changes in the judgments, assumptions and estimates used in future measurements of fair value, including discount rates or future operating results and related cash flow projections, could result in an impairment of goodwill or intangible assets that would require a non-cash charge to the consolidated statements of operations and may have a material effect on our financial condition and operating results.

Goodwill and Other Intangible Assets – Goodwill and indefinite-lived intangibles are not amortized, but are evaluated annually for impairment as part of the Company's annual business planning cycle in the fourth fiscal quarter, or when indicators of a potential impairment are present. Intangible assets with finite lives are amortized on a straight-line basis over expected lives. Such intangibles are also evaluated for impairment including ongoing monitoring of potential impairment indicators.

Revenue Recognition – The Company measures revenue as the amount of consideration for which it expects to be entitled in exchange for transferring goods. Net sales reflect the transaction prices for contracts, which include units shipped at selling list prices reduced by variable consideration as determined by the terms of each individual contract. Discounts are offered to customers for early payment and an estimate of the discount is recorded as a reduction of net sales in the same period as the sale. Our standard sales terms are final and returns or exchanges are not permitted unless a special exception is made. Reserves are established and recorded in cases where the right of return does exist for a particular sale.

Energizer offers a variety of programs, primarily to its retail customers, designed to promote sales of its products. Such programs require periodic payments and allowances based on estimated results of specific programs and are recorded as a reduction to net sales. Methodologies for determining these provisions are dependent on specific customer pricing and promotional practices, which range from contractually fixed percentage price reductions to reimbursement based on actual occurrence or performance. Where applicable, future reimbursements are estimated based on a combination of historical patterns and future expectations regarding specific in-market product performance. Energizer accrues, at the time of sale, the estimated total payments and allowances associated with each transaction. Customers redeem trade promotions in the form of payments from the accrued trade allowances or invoice credits against trade receivables. Additionally, Energizer offers programs directly to consumers to promote the sale of its products. Revenue is recorded net of the taxes we collect on behalf of governmental authorities which are generally included in the price to the customer. Energizer continually assesses the adequacy of accruals for customer and consumer promotional program costs not yet paid. To the extent total program payments differ from estimates, adjustments may be necessary. Historically, these adjustments have not been material.

Our standard sales terms generally include payments within 30 to 60 days and are final with returns or exchanges not permitted unless a special exception is made. Our Auto Care channel terms are longer, in some cases up to 365 days, in which case we use our Trade Receivables factoring program for more timely collection. Reserves are established based on historical data and recorded in cases where the right of return does exist for a particular sale. The Company does not offer warranties on products.

The Company's contracts with customers do not have significant financing components or non-cash consideration and the Company does not have unbilled revenue or significant amounts of prepayments from customers. Revenue is recorded net of the taxes we collect on behalf of governmental authorities which are generally included in the price to the customer. Shipping and handling activities are accounted for as contract fulfillment costs and recorded in Cost of products sold.

Advertising and Sales Promotion Costs – The Company advertises and promotes its products through national and regional media and expenses such activities as incurred. Advertising costs were $96.7, $80.1, and $86.2 for the fiscal years ended September 30, 2019, 2018, 2017, respectively.

Research and Development Costs - The Company expenses research and development costs as incurred.

Income Taxes – Our annual effective income tax rate is determined based on our income, statutory tax rates and the tax impacts of items treated differently for tax purposes than for financial reporting purposes. Tax law requires certain items be included in the tax return at different times than the items are reflected in the financial statements. Some of these differences are permanent, such as expenses that are not deductible in our tax return, and some differences are temporary, reversing over time, such as depreciation expense. These temporary differences create deferred tax assets and liabilities.

The Company estimates income taxes and the effective income tax rate in each jurisdiction that it operates. This involves estimating taxable earnings, specific taxable and deductible items, the likelihood of generating sufficient future taxable income to utilize deferred tax assets, the portion of the income of foreign subsidiaries that is expected to be remitted to the U.S. and be taxable and possible exposures related to future tax audits. Deferred tax assets are evaluated on a subsidiary by subsidiary basis to ensure that the asset will be realized. Valuation allowances are established when the realization is not deemed to be more likely than not. Future performance is monitored, and when objectively measurable operating trends change, adjustments are made to the valuation allowances accordingly. To the extent the estimates described above change, adjustments to income taxes are made in the period in which the estimate is changed.

The Company operates in multiple jurisdictions with complex tax and regulatory environments, which are subject to differing interpretations by the taxpayer and the taxing authorities. At times, the Company may take positions that management believes are supportable, but are potentially subject to successful challenges by the appropriate taxing authority. The Company evaluates its tax positions and establishes liabilities in accordance with guidance governing accounting for uncertainty in income taxes. The Company reviews these tax uncertainties in light of the changing facts and circumstances, such as the progress of tax audits, and adjusts them accordingly.

In January 2018, the Financial Accounting Standard Board released guidance on the accounting for tax on the global intangible low-taxed income (GILTI) provisions of the Tax Cuts and Jobs Act (the Tax Act). The GILTI provisions impose a tax on foreign income in excess of a deemed return on tangible assets of foreign corporations. The guidance indicates that either accounting for deferred taxes related to GILTI inclusions or to treat any taxes on GILTI inclusions as a period cost are both acceptable methods subject to an accounting policy election. The Company has completed its analysis of the GILTI rules and has made an accounting policy election to treat the taxes due from GILTI as a period expense when incurred.

In general, it is our practice and intention to permanently reinvest the earnings of our foreign subsidiaries and repatriate earnings only when the tax impact is zero or very minimal, and that position has not changed after incurring the transition tax under the Tax Act. No provision has been provided for taxes that would result upon repatriation of our foreign investments to the United States. We intend to reinvest these earnings indefinitely in our foreign subsidiaries to fund local operations, fund strategic growth objectives, and fund capital projects. See Note 9, Income Taxes, of the Notes to Consolidated Financial Statements for further discussion.

Share-Based Payments – The Company grants restricted stock equivalents, which generally vest over two to four years. Stock compensation expense is measured at the grant date based on the estimated fair value of the award and is recognized on a straight-line basis over the full restriction period of the award, with forfeitures recognized as they occur.

Estimated Fair Values of Financial Instruments – Certain financial instruments are required to be recorded at the estimated fair value. Changes in assumptions or estimation methods could affect the fair value estimates; however, we do not believe any such changes would have a material impact on our financial condition, results of operations or cash flows. Other financial instruments including cash and cash equivalents, restricted cash, and short-term borrowings, including notes payable, are recorded at cost, which approximates estimated fair value.

***Reclassifications* -** Certain reclassifications have been made to the prior year financial statements to conform to the current presentation.

Recently Adopted Accounting Pronouncements – In fiscal year 2019, the Company early adopted ASU 2017-12, *Targeted Improvements to Accounting for Hedging Activities,* on a modified retrospective basis effective October 1, 2018. This update simplifies hedge accounting and decreases complexity for both the preparation and understanding of hedging disclosures in the financial statements. Upon adoption, the Company recorded $8.4 of hedging settlement gains for the twelve months ended September 30, 2019 in Cost of products sold. The gains were related to our currency hedges on payment of inventory purchases and are now recorded in Cost of products sold to align with the new guidance. Prior year gains remain in Other items, net. The Company also began a zinc hedging program in the second quarter. See additional discussion in Note 16, Financial Instruments and Risk Management.

Effective October 1, 2018, the Company adopted ASU 2014-09, *Revenue from Contracts with Customers*, on a modified retrospective basis for all contracts as of the effective date. This guidance provides a single comprehensive revenue recognition model for all contracts with customers to improve comparability within industries, across industries and across capital markets. There was no material impact to retained earnings as a result of the adoption. See Note 4, Revenue, for additional discussion.

Effective October 1, 2018, the Company early adopted ASU 2018-15, *Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract*. This update requires implementation costs incurred by customers in cloud computing arrangements to be deferred and recognized over the term of the arrangement similar to internal-use software guidance. The Company will defer and recognize allowable implementation costs for future projects. Capitalized implementation costs were $0.8 and amortization expense on these costs was $0.1 for the twelve months ended September 30, 2019.

Effective October 1, 2018, the Company adopted ASU 2016-15, *Statement of Cash Flows- Classification of Certain Cash Receipts and Cash Payments*, which is intended to reduce diversity in practice in how certain transactions are classified in the statements of cash flows. The Company has determined that this new guidance has no immediate impact on the Company's consolidated financial position, results of operations or cash flows.

Recently Issued Accounting Pronouncements – On February 25, 2016, the FASB issued ASU 2016-02, *Leases*. This update aligns the measurement of leases under GAAP more closely with International Financial Reporting Standards by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. This amendment is effective for Energizer beginning October 1, 2019 and will be adopted using the modified retrospective transition method. The Company has elected the practical expedients to not restate prior periods and to not adopt this guidance for short term leases. We have implemented a global lease management and accounting software solution, and are assessing the impact that the new standard will have on our Consolidated Financial Statements. The Company's assessment of the quantitative impact is an estimate and subject to change as we finalize implementation of the accounting guidance. The Company estimates that the adoption of this guidance will result in a Right of use asset and offsetting lease liabilities of approximately $40 to $45 associated with its operating leases upon adoption of this guidance. It is not expected that this adoption will have a material impact on our results of operations or cash flows. These updates will also impact our accounting policies, internal controls and disclosures related to leases.

(3) Spin Costs

The Company incurred costs associated with the evaluation, planning and execution of the Spin-off. On a project to date basis, the total costs incurred and allocated to Energizer for the Spin-off were $197.6, inclusive of the costs of early debt retirement recorded in fiscal 2015. All spin activity is complete and we do not expect any further costs related to the Spin-off.

No spin costs were incurred in the period ending September 30, 2019 or 2018. During the twelve months ended September 30, 2017, the Company recorded income of $3.8 in spin restructuring which included $2.5 of income in the second quarter reflecting the true up of previously accrued contract termination costs related to the 2016 right-sizing of the corporate headquarters and the first quarter sale of a facility in North America that was previously closed as part of the spin for a gain of $1.3.

Energizer does not include the spin restructuring costs in the results of its reportable segments. The estimated impact of allocating such charges to segment results would have impacted the Americas segment by $1.3 and Corporate by $2.5.

(4) Revenue

Effective for the Company October 1, 2018, ASU 2014-09, *Revenue from Contracts with Customers*, introduced a five-step model for revenue recognition. In this new model, each contract should be reviewed and analyzed to determine its performance obligations, items affecting the transaction price, how to allocate the transaction price to the performance obligations and when to recognize revenue. The Company performed a review of its contracts and accounting policies considering the new revenue model. Through this review the Company determined that there was no material impact to our financial statements. The Company's revenue recognition policy, controls and processes have been updated to align with the new revenue recognition model.

Nature of Our Business

The Company, through its operating subsidiaries, is one of the world’s largest manufacturers, marketers and distributors of household batteries, specialty batteries and lighting products, and a leading designer and marketer of automotive fragrance, appearance, performance and air conditioning recharge products. We distribute our products to consumers through numerous retail locations worldwide, including mass merchandisers and warehouse clubs, food, drug and convenience stores, electronics specialty stores and department stores, hardware and automotive centers, e-commerce and military stores. We sell to our customers through a combination of a direct sales force and exclusive and non-exclusive third-party distributors and wholesalers.

Our Americas segment sales are comprised of North America and Latin America market groups. North America sales are generally through large retailers with nationally or regionally recognized brands. Latin America sales are generally through distributors or sales by wholesalers or small retailers who may not have national or regional presence.

Our International segment sales are comprised of modern trade, developing and distributor market groups. Modern trade, which is most prevalent in Western Europe and more developed economies throughout the world, generally refers to sales through large retailers with nationally or regionally recognized brands. Developing markets generally include sales by wholesalers or small retailers who may not have a national or regional presence. Distributors are utilized in other markets where the Company does not have a direct sales force. Each market's determination is based on the predominant customer type or sales strategy utilized in the market.

(Dollars in millions, except per share)

Supplemental product and market information is presented below for revenues from external customers for the twelve months ended September 30, 2019, 2018 and 2017:

	For the Twelve Months Ended September 30,		
Net Sales	**2019**	**2018**	**2017**
Batteries	$ 1,959.9	$ 1,612.7	$ 1,548.2
Auto Care	409.3	95.4	110.5
Lights and Licensing	125.3	89.6	97.0
Total Net Sales	$ 2,494.5	$ 1,797.7	$ 1,755.7

	For the Twelve Months Ended September 30,		
Net Sales	**2019**	**2018**	**2017**
North America	$ 1,534.7	$ 1,017.8	$ 993.1
Latin America	200.1	117.8	118.7
Americas	1,734.8	1,135.6	1,111.8
Modern Markets	444.7	381.9	363.6
Developing Markets	193.4	181.0	174.0
Distributor Markets	121.6	99.2	106.3
International	759.7	662.1	643.9
Total Net Sales	$ 2,494.5	$ 1,797.7	$ 1,755.7

When Performance Obligations are Satisfied

The Company's revenue is primarily generated from the sale of finished product to customers. Sales predominantly contain a single delivery element, or performance obligation, and revenue is recognized at a single point in time when title, ownership and risk of loss pass to the customer. This typically occurs when finished goods are delivered to the customer or when finished goods are picked up by a customer or customer's carrier, depending on contract terms.

(5) Acquisitions

Battery Acquisition - On January 2, 2019, the Company completed the Battery Acquisition with a contractual purchase price of $2,000.0, subject to certain purchase price adjustments. The acquisition expanded our battery portfolio globally with the addition of a strong value brand. The final cash consideration after contractual and working capital adjustments was $1,962.4. Included in the above amount is $400.0 of cash consideration that has been allocated to the Divestment Business discussed below. Energizer funded the Battery Acquisition through net proceeds from the issuance of senior notes, term loans and cash on hand. See Note 15, Debt, for additional discussion on the senior notes and term loans issued. Success fees of $13.0 were earned by financial advisers in January 2019 after closing the acquisition. This was in addition to the $2.0 paid in January 2018 for services rendered on the transaction.

On December 11, 2018, the European Commission approved the acquisition of the Acquired Battery Business conditioned on the divestiture of the Divestment Business. Energizer will retain the rights to the Varta brand in Latin America and Asia Pacific, as well as Spectrum's global Rayovac branded consumer and hearing aid batteries business. On May 29, 2019, the Company signed a definitive agreement for the sale of the Divestment Business to VARTA AG, subject to approval by the European Commission. The assets and liabilities associated with this business have been reported as held for sale both on the preliminary purchase price allocation and the Consolidated Balance Sheets as of September 30, 2019.

The Battery Acquisition was accounted for as a business combination using the acquisition method of accounting which requires assets acquired and liabilities assumed to be recognized at fair value as of the acquisition date. We have calculated fair values of assets and liabilities acquired for the Battery Acquisition based on our preliminary valuation analysis. Certain preliminary values, including Deferred taxes and the resultant Goodwill, are not yet finalized and are subject to change as the Company is still evaluating the current and deferred tax implications and the accounting implications of the asset versus stock deal by legal jurisdiction, as well as the varying statutory tax rates across the global business. Preliminary estimates will be finalized within one year of the date of acquisition.

(Dollars in millions, except per share)

For purposes of the allocation, the Company determined a fair value adjustment for inventory based on the estimated selling price of finished goods on hand at the closing date less the sum of (a) costs of disposal and (b) a reasonable profit allowance for the selling effort of the acquiring entity. The preliminary fair value adjustment for the inventory of $14.6 was recorded as expense to Cost of products sold as that inventory was sold. The fair values of the Battery Acquisition's Property, plant and equipment were estimated using the market approach for land and variations of the cost approach for the buildings and equipment.

The fair values of the Battery Acquisition's identifiable intangible assets were estimated using variations of the income approach. The fair value of trade names acquired and customer relationships was determined by applying the multi-period excess earnings method under the income approach. The fair value of proprietary technology acquired was determined by applying the relief-from-royalty method under the income approach.

Assets held for sale include the valuation of Inventory, Property, plant and equipment and Intangible assets consistent with the valuation methods discussed above. The fair value adjustment for the inventory of $11.2 was recorded as expense in the results from discontinued operations in 2019 as that inventory was sold. A preliminary estimate of goodwill has also been allocated to the Assets held for sale.

The following table outlines the preliminary purchase price allocation as of the date of acquisition:

Cash and cash equivalents	$	37.8
Trade receivables		54.2
Inventories		80.8
Other current assets		28.2
Assets held for sale		794.6
Property, plant and equipment, net		133.2
Goodwill		495.1
Other intangible assets, net		805.8
Other assets		11.5
Current portion of capital leases		(1.2)
Accounts payable		(39.2)
Other current liabilities		(19.5)
Long-term debt		(14.7)
Liabilities held for sale		(394.6)
Other liabilities		(9.6)
Net assets acquired	$	1,962.4

The table below outlines the purchased identifiable intangible assets of $805.8:

		Total	Weighted Average Useful Lives
Trade names	$	587.0	Indefinite
Proprietary technology		59.0	6.2
Customer relationships		159.8	15.0
Total Other intangible assets, net	$	805.8	

During the fiscal year, the Company continued to review its allocation of fair value to assets acquired and liabilities assumed. During the third fiscal quarter, the Company adjusted the allocation of goodwill between the assets held for sale of the Divestment Business and the remaining assets of the Battery Acquisition. The goodwill allocated to the Divestment Business was decreased by $50.0.

During the fourth fiscal quarter, the Company finalized the fair value allocation to Property, plant and equipment, net and Other intangible assets, net. The finalization of the Property, plant and equipment included reviewing the depreciable lives and updating the depreciation expense recorded in fiscal 2019. The finalization of this Property, plant and equipment, net valuation and review of lives resulted in a reduction to depreciation expense of $4.1, which was recorded in the fourth fiscal quarter. The finalization of the Other intangible assets, net valuation resulted in an increase to the Other intangible assets, net of $58.3.

The goodwill acquired in this acquisition is attributable to the workforce of the acquired business and the synergies expected to arise with this transaction through network optimization, selling, general and administrative reductions and procurement efficiencies. The goodwill associated with this acquisition is deductible for tax purposes. Refer to Note 8, Goodwill and Intangible Assets for the allocation of goodwill to the reportable segments

Auto Care Acquisition - On November 15, 2018, Energizer entered into a definitive acquisition agreement to acquire Spectrum’s global auto care business, including the Armor All, STP, and A/C PRO brands for a contractual purchase price of $1,250.0, subject to certain purchase price adjustments. The contractual purchase price was comprised of $937.5 in cash and $312.5 of newly-issued Energizer common stock to Spectrum. The acquisition allowed for the Company to become a global leader in the auto care market and added automotive performance and air conditioning recharge products to its auto care portfolio.

On January 28, 2019, the Company completed the Auto Care Acquisition. The initial cash paid after contractual and estimated working capital adjustments was $938.7. Per the acquisition agreement, the equity consideration to Spectrum was determined by dividing the contractually committed common stock amount of $312.5 by the volume weighted average sales price (VWAP) per share of the Company's common stock for the 10 consecutive trading days immediately preceding November 15, 2018, subject to certain potential adjustments under such agreement. As a result, 5.3 million shares were issued to Spectrum on January 28, 2019. The equity consideration paid to Spectrum was fair valued at $240.5 based on the 5.3 million shares at the Energizer closing stock price of $45.55 on January 28, 2019. In addition, per the terms of the agreement, additional consideration of $36.8 was included in the above cash consideration paid to Spectrum based on the difference between the 10 day VWAP and the 20 day VWAP beginning with the 10th trading day immediately preceding November 15, 2018.

The Company funded a portion of the cash consideration of the Auto Care Acquisition with the issuance of new senior notes and the issuance of common stock and Series A mandatory convertible preferred stock in January 2019. Refer to Note 15, Debt, and Note 11, Shareholders' Equity, for further information on the debt and equity issuances, respectively. Success fees of $6.0 were earned by a financial adviser in January 2019 after closing the acquisition. This was in addition to the $2.0 earned in November 2018 for services rendered on the transaction.

The Auto Care Acquisition was accounted for as a business combination using the acquisition method of accounting which requires assets acquired and liabilities assumed to be recognized at fair value as of the acquisition date. The Company calculated fair values of assets and liabilities acquired for the Auto Care Acquisition based on our preliminary valuation analysis. Certain preliminary values, including Deferred taxes and the resultant Goodwill, are not yet finalized and are subject to change as the Company is still evaluating the current and deferred tax implications and the accounting implications of the asset versus stock deal by legal jurisdiction, as well as the varying statutory tax rates across the global business. Preliminary estimates will be finalized within one year of the date of acquisition.

For purposes of the allocation, the Company determined a fair value adjustment for inventory based on the estimated selling price of finished goods on hand at the closing date less the sum of (a) costs of disposal and (b) a reasonable profit allowance for the selling effort of the acquiring entity. The fair value adjustment for the inventory was $21.6 which was recorded in fiscal 2019. The fair values of the Auto Care Acquisition's Property, plant and equipment were estimated using variations of the cost approach for the building and equipment.

The fair values of the Auto Care Acquisition's identifiable intangible assets were estimated using variations of the income approach. The fair value of trade names acquired and customer relationships was determined by applying the multi-period excess earnings method under the income approach. The fair value of proprietary technology acquired was determined by applying the relief-from-royalty method under the income approach.

(Dollars in millions, except per share)

The following table outlines the preliminary purchase price allocation as of the date of acquisition:

Cash and cash equivalents	$	3.3
Trade receivables		39.7
Inventories		98.6
Other current assets		8.9
Property, plant and equipment, net		70.8
Goodwill		270.1
Other intangible assets, net		965.3
Other assets		6.2
Current portion of capital leases		(0.4)
Accounts payable		(28.6)
Other current liabilities		(10.9)
Long-term debt		(31.9)
Other liabilities (deferred tax liabilities)		(211.9)
Net assets acquired	$	1,179.2

The table below outlines the purchased identifiable intangible assets of $965.3:

		Total	Weighted Average Useful Lives
Trade names	$	701.6	Indefinite
Trade names		15.4	15
Proprietary technology		113.5	9.8
Customer relationships		134.8	15
Total Other intangible assets, net	$	965.3	

During the fiscal fourth quarter, the Company completed its assessment of the value of inventory on the opening balance sheet. As a result it was determined that the inventory valuation step up should increase by $2.1, along with an offsetting decrease to goodwill. This step up was recorded to Cost of goods sold in the fourth fiscal quarter 2019 to align with the timing of the valuation adjustment.

The goodwill acquired in this acquisition is attributable to the workforce of the acquired business and the synergies expected to arise with this transaction through network optimization, selling, general and administrative reductions and procurement efficiencies. The goodwill is not deductible for tax purposes. Refer to Note 8, Goodwill and Intangible Assets for the allocation of goodwill to the reportable segments

Nu Finish Acquisition - On July 2, 2018, the Company acquired all of the assets of Reed-Union Corporation's automotive appearance business, including Nu Finish Car Polish and Scratch Doctor brands (Nu Finish Acquisition). The acquisition purchase price of $38.1 was funded through a combination of cash on hand and committed debt facilities. This acquisition allows for the Company to expand its presence in the auto care industry. The revenue in the first nine months of fiscal 2019 and the last quarter of fiscal 2018 associated with the Nu Finish acquisition was $5.9 and $2.3, respectively, and earnings before income taxes was $0.2 and $0.2, respectively.

We have calculated fair values of assets and liabilities acquired for the Nu Finish acquisition and completed our valuation analysis. For purposes of the allocation, the Company determined a fair value adjustment for inventory based on the estimated selling price of finished goods on hand at the closing date less the sum of (a) costs of disposal and (b) a reasonable profit allowance for the selling effort of the acquiring entity. The fair value adjustment for the inventory of $0.2 was recorded as expense to Cost of products sold in the fourth quarter 2018 as that inventory was sold. The fair values of the Nu Finish acquisition's identifiable intangible assets were estimated using variations of the income approach such as the relief from royalty method and the multi-period excess earnings method.

(Dollars in millions, except per share)

The preliminary purchase price allocation is as follows:

Accounts receivable	$	2.4
Inventory		0.9
Goodwill		14.7
Other identifiable intangible assets		21.8
Accounts payable		(1.7)
Net assets acquired	$	38.1

The break out of purchased identifiable intangible assets of $21.8 is included in the table below.

		Total	Weighted Average Useful Lives
Customer relationships	$	15.2	15.0 years
Trademarks		4.2	14.0 years
Proprietary formula		2.4	11.0 years
Total other intangible assets	$	21.8	14.4 years

The goodwill acquired in this acquisition is attributable to the workforce of the acquired business and the synergies expected to arise with this transaction. The acquired goodwill has been allocated to the Americas' reportable segment. The goodwill is deductible for tax purposes.

Pro Forma Financial Information (Unaudited)- Pro forma net sales (unaudited), Pro forma net earnings from continuing operations (unaudited), Pro from net earnings from continuing operations attributable to common shareholders (unaudited) and Pro forma diluted net earnings per common share - continuing operations (unaudited) for the twelve months ended September 30, 2019 and 2018 are shown in the table below. The unaudited pro forma results are presented as if the Battery and Auto Care Acquisitions had occurred on October 1, 2017. The unaudited pro forma results are not indicative of the results the Company would have achieved if the acquisitions had occurred that date or indicative of the results of the future operation of the combined company. The Nu Finish Acquisition was immaterial for this disclosure and is only included for the periods owned by the Company.

The unaudited pro forma adjustments are based upon purchase price allocations and include purchase accounting adjustments for the impact of the inventory step up charge, depreciation and amortization expense from the fair value of the intangible assets and property, plant and equipment, interest and financing costs and the impact of the equity consideration completed to fund the acquisitions. Cost synergies that may result from combining Energizer and the Battery and Auto Care Acquisitions are not included in the pro forma table below.

	For the Year Ended September 30,			
	2019		2018	
Pro forma net sales (unaudited)	$	2,719.4	$	2,773.7
Pro forma net earnings from continuing operations (unaudited)		159.7		40.1
Pro forma mandatory preferred stock dividends (unaudited)		16.2		16.2
Pro forma net earnings from continuing operations attributable to common shareholders (unaudited)		143.5		23.9
Pro forma diluted net earnings per common share - continuing operations (unaudited)	$	2.02	$	0.33
Pro forma weighted average shares of common stock - Diluted (unaudited)		71.0		71.4

The shares included in the above are adjusted to assume that the common stock and Mandatory convertible preferred (MCPS) shares issued for the Auto Care Acquisition occurred as of October 1, 2017. For all periods presented, the MCPS conversion was anti-dilutive and not assumed in the calculation.

(Dollars in millions, except per share)

The unaudited pro forma data above includes the following significant adjustments made to account for certain costs to adjust for as if the acquisitions had occurred as of October 1, 2017. The following expenses, which are net of the applicable tax rates, were added to or removed from the net earnings amounts for each respective period:

	For the Year Ended September 30,	
Expense removed/(additional expense)	**2019**	**2018**
Inventory step up (unaudited) (1)	$ 28.5	$ (27.8)
Acquisition and integration costs (unaudited) (2)	44.3	(43.3)
Interest and ticking fees on escrowed debt (unaudited) (3)	21.6	(75.7)
Gains on escrowed debt (unaudited) (4)	(10.5)	(15.7)

(1) The inventory step up was removed from fiscal 2019 and recorded in fiscal 2018 as the inventory turn would have occurred in that year.
(2) Acquisition and integration costs incurred to obtain legal services, pay investment banking fees and other transaction related expenses were removed from the various periods and recorded in the first quarter of fiscal 2018 when the transaction is assumed to have occurred.
(3) Interest and ticking fees from the acquisition related debt were accrued over the periods prior to the acquisition occurring. These fees were removed as they would not have been incurred if the acquisition occurred October 1, 2017. The interest from the new capital structure was included in the results and the pre-tax amount of $200.0 was included in each period.
(4) The escrowed debt funds earned interest income and had gains on the non functional currency balances. These gains would not have been realized if the transaction had occurred as of October 1, 2017.

The pro-forma results above include restructuring charges recorded by the Auto Care Business of $18.4 during the twelve months ended September 30, 2018. Excluded from the above is the write-down of assets of business held for sale to fair value less cost to sell of $107.2 recorded by the Auto Care Business during the twelve months ended September 30, 2019 and the write-off impairment of goodwill of $92.5 recorded by the Auto Care Business during the twelve months ended September 30, 2018. These losses were recorded as a direct result of the transaction and would not have impacted the combined company results.

Net sales and Earnings before income taxes for the Battery and Auto Care Acquisitions included in the Company's Consolidated Statement of Earnings and Comprehensive Income are shown in the following table. The Earnings before income taxes includes the inventory fair value adjustment recorded for the acquisitions, but excludes all acquisition and integration costs as well as any additional interest incurred by the Company for the debt issuances to complete the acquisitions:

	For the Year Ended September 30, 2019	
	Battery Acquisition	**Auto Care Acquisition**
Net sales	$ 338.9	$ 315.8
Inventory fair value adjustment	14.6	21.6
Earnings before income taxes	8.7	19.6

Acquisition and Integration Costs- The Company incurred pre-tax acquisition and integration costs related to the Battery Acquisition, the Auto Care Acquisition, and the Nu Finish Acquisition of $188.4, $84.6 and $8.4 in the twelve months ended September 30, 2019, 2018, and 2017, respectively.

Pre-tax costs recorded in Costs of products sold were $58.7 for the twelve months ended September 30, 2019 and primarily related to the inventory fair value adjustment of $36.2 and integration restructuring costs of $12.1 as discussed in Note 7, Restructuring. Pre-tax costs recorded in Costs of products sold were $0.2 and $1.1 for the twelve months ended September 30, 2018 and 2017, respectively.

Pre-tax acquisition and integration costs recorded in SG&A were $82.3, $62.9 and $4.0 for the twelve months ended September 30, 2019, 2018 and 2017, respectively. These expenses primarily related to acquisition success fees and legal, consulting and advisory fees to assist with obtaining regulatory approval around the globe and to plan for the closing and integration of the Battery Acquisition and Auto Care Acquisition.

For the twelve months ended September 30, 2019 the Company recorded $1.1 in research and development.

Also included in the pre-tax acquisition costs for the twelve months ended September 30, 2019 was $65.6 of interest expense, including ticking fees, related to the escrowed debt for the Battery Acquisition and the financing fees incurred related to amending and issuing the debt for the Battery and Auto Care Acquisitions. The pre-tax acquisition costs for the twelve months ended September 30, 2018 was $41.9 of interest expense, ticking fees and debt commitment fees related to the Battery Acquisition.

Included in Other items, net was pre-tax income of $19.3, $20.4 and expense of $3.3 in the twelve months ended September 30, 2019, 2018 and 2017, respectively. The pre-tax income recorded in fiscal 2019 was primarily driven by the escrowed debt funds held in restricted cash prior to the closing of the Battery Acquisition. The Company recorded a pre-tax gain of $9.0 related to the favorable movement in the escrowed USD restricted cash held in our European Euro functional entity. The Company also recorded interest income of $5.8 earned on the Restricted cash funds held in escrow associated with the Battery Acquisition. The Company recorded a gain of $4.6 related to the hedge contract on the expected proceeds from the anticipated Varta Divestiture and recorded income on transition services agreements of $1.4 for the twelve months ended September 30, 2019. These income items were offset by $1.5 of expense to settle hedge contracts of the acquired business.

The Company recorded a pre-tax gain in Other items, net of $15.2 on foreign currency gains related to the Battery Acquisition during the twelve months ended September 30, 2018. Of the gain, $9.4 was related to contracts which were entered into in June 2018 and locked in the U.S. dollar (USD) value of the Euro notes related to the Battery Acquisition. These contracts were terminated when the funds were placed into escrow on July 6, 2018. The remaining $5.8 related to the movement in the escrowed USD restricted cash held in our European Euro functional entity. The Company also recorded interest income in Other items, net of $5.2 earned in Restricted cash funds held in escrow associated with this acquisition during the twelve months ended September 30, 2018.

The Company incurred $6.0 of tax withholding costs in the twelve months ended September 30, 2018, related to the cash movement to fund the Battery Acquisition, which were recorded in Income tax provision.

(6) Divestment

As discussed in Note 1, Description of Business and Basis of Presentation, the Divestment Business was classified as held for sale in the accompanying Consolidated Balance Sheets and as discontinued operations in the accompanying Consolidated Statement of Earnings and Comprehensive Income.

On May 29, 2019, the Company entered into a definitive agreement with VARTA AG to sell the Divestment Business for €180.0, subject to approval by the European Commission and certain purchase price adjustments. Pursuant to the terms of the Battery Acquisition agreement, Spectrum will be contributing an additional $200.0 to Energizer in connection with the divestiture. The total proceeds anticipated prior to contractual purchase price adjustments with VARTA AG is approximately $400. The Company estimates the contractual adjustments could be up to $100. The divestment is expected to occur timely upon the European Commission approval, and the Company anticipates recording a loss at the time of divestment, which would include the impact of any contractual adjustments.

The following table summarizes the assets and liabilities of the Divestment Business classified as held for sale as of September 30, 2019. As the Company did not own the business as of September 30, 2018, there are no Divestment Business assets or liabilities as of that period:

(Dollars in millions, except per share)

		September 30, 2019
Assets		
Trade receivables	$	50.9
Inventories		59.8
Other current assets		41.5
Property, plant and equipment, net		78.8
Goodwill		50.5
Other intangible assets, net		489.0
Other assets		21.2
Assets held for sale	$	791.7
Liabilities		
Current portion of capital leases	$	5.3
Accounts payable		45.9
Notes payable		0.6
Other current liabilities		99.8
Long-term debt		23.5
Deferred tax liability		169.9
Other liabilities (1)		57.9
Liabilities held for sale	$	402.9

(1) Included in other liabilities is a pension liability of $42.4 related to the Divestment Business.

The following table summarizes the components of Loss from discontinued operations in the accompanying Consolidated Statement of Earnings and Comprehensive Income for the twelve months ended September 30, 2019. As the Company acquired the business on January 2, 2019, there is no activity on the Consolidated Statement of Earnings and Comprehensive Income for the twelve months ended September 30, 2018 or 2017:

		For the Year Ended September 30, 2019
Net sales	$	235.1
Cost of products sold		180.4
Gross profit		54.7
Selling, general and administrative expense		56.8
Advertising and sales promotion expense		0.8
Research and development expense		0.8
Interest expense		15.8
Other items, net		(9.9)
Loss before income taxes from discontinued operations		(9.6)
Income tax provision		4.0
Net loss from discontinued operations	$	(13.6)

Included in the loss from discontinued operations are the inventory fair value pre-tax adjustment of $11.2, divestment related pre-tax costs of $13.8 and allocated pre-tax interest expense of $14.9.

(Dollars in millions, except per share)

(7) Restructuring

In the fourth fiscal quarter of 2019, Energizer's Board of Directors approved restructuring related integration plans for our manufacturing and distribution networks. These plans include the closure and combination of distribution and manufacturing facilities in order to reduce complexity and realize greater efficiencies in our manufacturing, packaging and distribution processes. All activities within this plan are expected to be completed by December 31, 2021.

The pre-tax expense for charges related to the restructuring plans for the twelve months ended September 30, 2019 are noted in the table below and were reflected in Cost of products sold on the Consolidated Statement of Earnings and Comprehensive Income:

	Twelve Months Ended September 30, 2019
Severance and related benefit costs	$ 9.8
Accelerated depreciation	2.3
Total	$ 12.1

The restructuring costs noted above for fiscal year 2019, were incurred within the Americas and International segments in the amount of $6.0 and $6.1, respectively. At September 30, 2019 the remaining restructuring reserve within Other current liabilities was $9.8 for severance and related benefit costs noted above. We expect to incur additional severance and related benefit costs and other exit-related costs associated with these plans of up to $40 through the end of calendar 2021.

(8) Goodwill and intangible assets

Goodwill and intangible assets deemed to have an indefinite life are not amortized, but are reviewed annually for impairment of value or when indicators of a potential impairment are present. As part of our business planning cycle, we performed our annual goodwill impairment testing for our reporting units in the fourth quarter of fiscal 2019. There were no indications of impairment of goodwill noted during this testing or throughout fiscal 2019.

The following table represents the change in the carrying amount of goodwill at September 30, 2019 and 2018:

	Americas	International	Total
Balance at September 30, 2017	$ 213.8	$ 16.2	$ 230.0
Nu Finish acquisition	14.7	—	14.7
Cumulative translation adjustment	(0.1)	(0.4)	(0.5)
Balance at September 30, 2018	$ 228.4	$ 15.8	$ 244.2
Battery acquisition	369.4	125.7	495.1
Auto Care acquisition	263.5	6.6	270.1
Cumulative translation adjustment	0.3	(4.9)	(4.6)
Balance at September 30, 2019	$ 861.6	$ 143.2	$ 1,004.8

The Company had indefinite-lived intangible assets of $1,363.8 at September 30, 2019 and $76.9 at September 30, 2018. The increase was due to the Battery Acquisition of $587.0 and the Auto Care Acquisition of $701.6, offset by the change in foreign currency of $1.7. We completed impairment testing on indefinite-lived intangible assets other than goodwill, which are trademarks/brand names used in our various battery, auto care and lighting product categories. No impairment was indicated as a result of this testing.

Future changes in the judgments, assumptions and estimates that are used in our impairment testing including discount rates or future operating results and related cash flow projections, could result in significantly different estimates of the fair values in the future.

(Dollars in millions, except per share)

Total intangible assets at September 30, 2019 are as follows:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Trademarks and trade names	$ 59.7	$ (9.9)	$ 49.8
Customer Relationships	394.2	(34.3)	359.9
Patents	34.5	(8.2)	26.3
Proprietary technology	172.5	(15.7)	156.8
Proprietary formulas	2.4	(0.3)	2.1
Non-Compete	0.5	(0.3)	0.2
Total amortizable intangible assets	$ 663.8	$ (68.7)	$ 595.1
Trademarks and trade names - indefinite lived	1,363.8	—	1,363.8
Total Other intangible assets, net	$ 2,027.6	$ (68.7)	$ 1,958.9

Total intangible assets at September 30, 2018 are as follows:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Trademarks and trade names	$ 44.3	$ (6.1)	$ 38.2
Customer Relationships	99.6	(13.4)	86.2
Patents	34.5	(5.7)	28.8
Proprietary formulas	2.4	(0.1)	2.3
Non-compete	0.5	(0.2)	0.3
Total amortizable intangible assets	$ 181.3	$ (25.5)	$ 155.8
Trademarks and trade names - indefinite lived	76.9	—	76.9
Total Other intangible assets, net	$ 258.2	$ (25.5)	$ 232.7

Amortizable intangible assets, with a weighted average remaining life of 10.3 years, are amortized on a straight-line basis over expected lives of 4 to 15 years. Amortization expense for intangible assets totaled $43.2, $11.5, and $11.2 for the twelve months ended September 30, 2019, 2018 and 2017, respectively. Estimated amortization expense for amortizable intangible assets at September 30, 2019 is: $55.3 in 2019, $55.2 in 2020, $55.2 in 2021, $51.8 in 2022, and $50.7 in 2023, and $326.9 thereafter.

(9) Income Taxes

On December 22, 2017, H.R. 1, formally known as the Tax Cuts and Jobs Act (the Tax Act) was enacted into law. The Tax Act provides for numerous significant tax law changes and modifications with varying effective dates, which include reducing the corporate income tax rate from 35% to 21%, creating a territorial tax system (with a mandatory transition tax on previously deferred foreign earnings) and allowing for immediate capital expensing of certain qualified property. In response to the Tax Act, the Securities and Exchange Commission has issued rules that would allow for a measurement period of up to one year after the enactment date of the Tax Act to finalize the recording of the related tax impacts (SAB 118).

As a result of the reduction of the Federal corporate income tax rate, we have remeasured certain deferred tax assets and liabilities at the rate which they are expected to reverse in the future. The Company has finalized the remeasurement and did not have any adjustments to the $3.0 recorded in fiscal 2018.

The mandatory transition tax is based on our total post-1986 earnings and profits (E&P) previously deferred from U.S. income taxes as well as the amount of non-U.S. income tax paid on such earnings. We have completed our accounting for the income tax effect of the mandatory transition tax and recorded a benefit of $0.4 in fiscal 2019 and expense of $36.0 in fiscal 2018, for a total impact of $35.6. The Company has elected to pay its transition tax over the eight year period provided in the Tax Act.

(Dollars in millions, except per share)

The Tax Act also contains new provisions related to Global Intangible Low Taxed Income (GILTI). The Company has completed its analysis of the GILTI tax rules and have made the accounting policy to treat the taxes due from GILTI as a period expense when incurred.

In general, it is our practice and intention to permanently reinvest the earnings of our foreign subsidiaries and repatriate earnings only when the tax impact is zero or very minimal and that position has not changed after incurring the transition tax under the Tax Act. No provision has been provided for taxes that would result upon repatriation of our foreign investments to the United States. At September 30, 2019, approximately $860 of basis differential in our investment in foreign affiliates was considered indefinitely invested in those businesses. We estimate that the U.S. federal income tax liability that could potentially arise if indefinitely invested basis of foreign subsidiaries were repatriated in full to the U.S. would be significant. While it is not practicable to calculate a specific potential U.S. tax exposure due to changing statutory rates in foreign jurisdictions over time, as well as other factors, we estimate the potential U.S. tax may be in excess of $180, if all unrealized basis differences were repatriated assuming foreign cash was available to do so.

The provisions for income taxes consisted of the following:

	For the Years Ended September 30,		
	2019	2018	2017
Current:			
United States - Federal	$ 1.2	$ 42.5	$ 39.4
State	3.0	0.1	4.2
Foreign	37.5	37.3	32.6
Total current	$ 41.7	$ 79.9	$ 76.2
Deferred:			
United States - Federal	(22.1)	4.5	(7.4)
State	(4.1)	(0.5)	(0.2)
Foreign	(7.1)	(2.2)	3.2
Total deferred	$ (33.3)	$ 1.8	$ (4.4)
Provision for income taxes	$ 8.4	$ 81.7	$ 71.8

The source of pre-tax earnings was:

	For the Years Ended September 30,		
	2019	2018	2017
United States	$ (139.9)	$ 8.7	$ 96.4
Foreign	213.0	166.5	176.9
Pre-tax earnings	$ 73.1	$ 175.2	$ 273.3

(Dollars in millions, except per share)

A reconciliation of income taxes with the amounts computed at the statutory federal income tax rate follows:

	For the Years Ended September 30,					
	2019		2018		2017	
Computed tax at federal statutory rate	$ 15.3	21.0%	$ 42.9	24.5%	$ 95.7	35.0%
State income taxes, net of federal tax benefit	(2.3)	(3.2)	0.3	0.2	2.8	1.0
Foreign tax less than the federal rate	(9.0)	(12.3)	0.7	0.4	(23.0)	(8.4)
Other taxes including repatriation of foreign earnings and GILTI	2.2	3.0	2.1	1.2	2.2	0.8
Foreign tax incentives	(5.3)	(7.3)	(6.3)	(3.6)	(3.5)	(1.3)
Impact of the Tax Act	(0.4)	(0.5)	39.0	22.3	—	—
Nondeductible transaction expenses	4.8	6.6	—	—	—	—
Other, net	3.1	4.2	3.0	1.6	(2.4)	(0.8)
Total	$ 8.4	11.5%	$ 81.7	46.6%	$ 71.8	26.3%

The Company has been granted two foreign tax incentives providing for a reduced tax rate on profits related to certain battery productions. One incentive is set to expire in December 2019 and the second expires in March 2023.

The deferred tax assets and deferred tax liabilities at the end of each year are as follows:

	September 30,	
	2019	2018
Deferred tax assets:		
Accrued liabilities	$ 32.4	$ 40.9
Deferred and stock-related compensation	14.0	16.9
Tax loss carryforwards and tax credits	29.6	13.4
Intangible assets	3.3	0.6
Pension plans	22.1	12.2
Inventory differences and other tax assets	6.6	2.1
Interest expense limited under Sec 163j	34.8	—
Gross deferred tax assets	142.8	86.1
Deferred tax liabilities:		
Depreciation and property differences	(26.7)	(16.2)
Intangible assets	(249.1)	(38.1)
Other tax liabilities	(2.9)	(2.2)
Gross deferred tax liabilities	(278.7)	(56.5)
Valuation allowance	(11.9)	(12.0)
Net deferred tax (liabilities)/assets	$ (147.8)	$ 17.6

Future expirations of tax loss carryforwards and tax credits, if not utilized, are $6.8 between fiscal years 2020 and 2023 at September 30, 2019. In addition, there are $18.2 of tax loss carryforwards and credits with no expiration at September 30, 2019. The valuation allowance is primarily attributed to tax loss carryforwards and tax credits outside the U.S.

(Dollars in millions, except per share)

The unrecognized tax benefits activity is summarized below:

	For the Years Ended September 30,		
	2019	2018	2017
Unrecognized tax benefits, beginning of year	$ 10.9	$ 9.5	$ 9.4
Additions based on prior year tax positions and acquisitions	2.7	1.4	1.3
Reductions for prior year tax positions	—	—	—
Settlements with taxing authorities/statute expirations	(0.8)	—	(1.2)
Unrecognized tax benefits, end of year	$ 12.8	$ 10.9	$ 9.5

Included in the unrecognized tax benefits noted above are $12.8 of uncertain tax positions that would affect Energizer's effective tax rate, if recognized. Energizer does not expect any significant increases or decreases to their unrecognized tax benefits within twelve months of this reporting date. In the Consolidated Balance Sheets, unrecognized tax benefits are classified as Other liabilities (non-current) to the extent that payments are not anticipated within one year.

Energizer classifies accrued interest and penalties related to unrecognized tax benefits in the income tax provision. The accrued interest and penalties are not included in the table above. Energizer has accrued $4.9 of interest (net of the deferred tax asset of $0.7) and penalties of $3.9 at September 30, 2019, $3.2 of interest (net of the deferred tax asset of $0.4) and penalties of $3.8 at September 30, 2018, and $1.8 of interest (net of the deferred tax asset of $0.3) and penalties of $2.3 at September 30, 2017. Interest was computed on the difference between the tax position recognized in accordance with GAAP and the amount expected to be taken in the Company's tax return.

The Company files income tax returns in the U.S. federal jurisdiction, various cities and states, and more than 60 foreign jurisdictions where Energizer has operations. U.S. federal, state and local income tax returns for tax years ended September 30, 2015 and after remain subject to examination by the Internal Revenue Service. There are open examinations in the U.S. and at some of the foreign entities and the status of income tax examinations varies by jurisdiction. At this time, Energizer does not anticipate any material adjustments to its financial statements resulting from tax examinations currently in progress.

The Company is contractually indemnified by Spectrum for any tax liability of the Acquired Battery and Auto Care Businesses arising from tax years prior to the acquisitions. The Company is also contractually obligated to pay Spectrum any tax benefit it receives in a tax year after the acquisitions as a result of an indemnification payment made by Spectrum. An indemnification asset and liability, where necessary, has been recorded to reflect this arrangement.

(10) Earnings per share

Basic earnings per share is based on the average number of common shares outstanding during the period. Diluted earnings per share is based on the average number of shares used for the basic earnings per share calculation, adjusted for the dilutive effect of restricted stock equivalents, performance shares and deferred compensation equity plan. Common shares issuable upon conversion of the Mandatory Convertible Preferred Stock (MCPS) are included in the calculation of diluted earnings per share using the if-converted method and are only included if the conversion would be further dilutive to the calculation.

The following table sets forth the computation of basic and diluted earnings per share for the years ended September 30, 2019, 2018 and 2017:

	For the Years Ended September 30,		
(in millions, except per share data)	**2019**	**2018**	**2017**
Basic earnings per share			
Net earnings from continuing operations	$ 64.7	$ 93.5	$ 201.5
Mandatory preferred stock dividends	(12.0)	—	—
Net earnings from continuing operations attributable to common shareholders	52.7	93.5	201.5
Net loss from discontinued operations, net of tax	(13.6)	—	—
Net earnings attributable to common shareholders	$ 39.1	$ 93.5	$ 201.5
Weighted average common shares outstanding - basic	66.4	59.8	61.7
Basic net earnings per common share from continuing operations	$ 0.79	$ 1.56	$ 3.27
Basic net loss per common share from discontinued operations	(0.20)	—	—
Basic net earnings per common share	$ 0.59	$ 1.56	$ 3.27
Diluted earnings per share			
Net earnings attributable to common shareholders	$ 39.1	$ 93.5	$ 201.5
Weighted average common shares outstanding - basic	66.4	59.8	61.7
Effect of dilutive restricted stock equivalents	0.3	0.5	0.5
Effect of dilutive performance shares	0.4	0.9	0.4
Effect of stock based deferred compensation plan	0.2	0.2	—
Weighted average common shares outstanding - diluted	67.3	61.4	62.6
Diluted earnings per common share from continuing operations	$ 0.78	$ 1.52	$ 3.22
Diluted loss per common share from discontinued operations	(0.20)	—	—
Diluted net earnings per common share	$ 0.58	$ 1.52	$ 3.22

For the year ended September 30, 2019, 0.2 million restricted stock equivalents were anti-dilutive and not included in the diluted net earnings per share calculations. For the years ended September 30, 2018 and 2017, all restricted stock equivalents were dilutive and included in the diluted net earnings per share calculations. Performance based restricted stock equivalents of 0.9, 0.5, and 0.5 were excluded for the years ended September 30, 2019, 2018, and 2017, respectively, as the performance targets for those shares had not been achieved as of the end of the current period.

During the prior fiscal year, a portion of the Company's unfunded deferred compensation plan was modified to be paid out in shares rather than cash payment. As a result of the modification, $12.0 is now included as an equity compensation plan. This modification resulted in approximately 200,000 additional dilutive shares for the twelve months ended September 30, 2018.

(11) Shareholders' Equity

The Company's articles of incorporation authorized 300 million shares of common stock and 10 million shares of preferred stock, each with a par value of $0.01 per share. As of September 30, 2019 and 2018, the Company had 72,386,840 and 62,420,421 common stock issued, respectively. As of September 30, 2019 and 2018, the Company had approximately 1.9 million shares reserved for issuance under the Equity Incentive Plan and approximately 200,000 shares reserved for issuance under the deferred compensation plan. There were 2,156,250 preferred shares issued and outstanding as of September 30, 2019, and no preferred stock issued or outstanding as of September 30, 2018.

On July 1, 2015, the Company's Board of Directors approved an authorization for Energizer to acquire up to 7.5 million shares of its common stock. Under this authorization, the Company has repurchased 1,036,000 shares for $45.0, at an average price of $43.46 per share, 1,439,211 shares for $70.0, at an average price of $48.66 per share, and 1,389,027 shares for $58.7, at an average price of $42.23 per share, during the twelve months ended September 30, 2019, 2018 and 2017. At September 30, 2016, the Company had a current liability of $0.8 for a portion of these repurchases with the cash payment occurring in the first three days of fiscal 2017. The Company has approximately 2.8 million shares still authorized under this authorization.

Future share repurchases, if any, would be made on the open market and the timing and the amount of any purchases will be determined by the Company based on its evaluation of the market conditions, capital allocation objectives, legal and regulatory requirements and other factors.

For the twelve months ended September 30, 2019, total dividends declared to shareholders were $82.4, of which $83.0 was paid. The dividends paid included amounts on restricted shares that vested in the period. For the twelve months ended September 30, 2018, total dividends declared to shareholders were $72.1, of which $70.0 was paid. For the twelve months ended September 30, 2017, total dividends declared to shareholders were $69.3 of which $69.1 was paid. The unpaid dividends were associated with unvested restricted shares and were recorded in Other liabilities.

Subsequent to the fiscal year end, on November 11, 2019, the Board of Directors declared a dividend for the first quarter of fiscal 2020 of $0.30 per share of common stock, payable on December 17, 2019, to all shareholders of record as of the close of business on November 26, 2019.

Issuance of Common Stock - In January 2019, the Company issued 4,687,498 shares of common stock, which included the underwriters' exercise in full of their option to purchase 611,412 additional shares of common stock to cover over-allotments. The net proceeds from the sale of the common stock was $205.3, after deducting the underwriting discounts and third party fees, and were utilized to fund a portion of the cash consideration for the Auto Care Acquisition and related fees and expenses.

On January 28, 2019, in connection with the Auto Care Acquisition, the Company issued 5,278,921 shares of common stock to Spectrum as partial consideration for the purchase of the Auto Care Acquisition. The equity consideration paid to Spectrum was valued at $240.5 based on the closing stock price of $45.55 on January 28, 2019.

In association with the equity consideration paid to Spectrum, the Company entered into a Shareholder Agreement with Spectrum. The Shareholder Agreement includes a 24 month standstill provision and an 18 month period as of the date of the Auto Care Acquisition closing date (Closing Date), in which Spectrum is required to vote in agreement with the Company's Board of Directors. In addition, Spectrum is unable to sell any of its shares for the first 12 months after the Closing Date. After the 12 month period has ended, Spectrum can require the Company to file a shelf registration allowing for Spectrum to sell its common shares in one or more registered offerings. However, Spectrum can not transfer common shares to any entity that would result in the entity owning more than 4.9% of the Company's outstanding common shares, after giving effect to the sale. Following the 18 month anniversary of the Closing Date, the Company will have the right to repurchase any or all of the common shares then held by Spectrum for a purchase price per share equal to the greater of the VWAP per share for the ten consecutive trading days beginning on the 12th trading day immediately preceding notice of the repurchase from the Company, and $65.12, which equals 110% of the Common Stock VWAP, as defined by the Auto Care Acquisition purchase agreement.

Issuance of Series A Mandatory Convertible Preferred Stock - In January 2019, the Company issued 2,156,250 shares of Series A Mandatory Convertible Preferred Stock (MCPS), with a par value of $0.01 per share and liquidation preference of $100.00 per share, which included the underwriters' exercise in full of their option to purchase 281,250 additional shares of MCPS to cover over-allotments. The net proceeds from the sale of the MCPS was $199.5, after deducting the underwriting discounts and third party fees, as well as the capped call transaction described below, and were utilized to fund the Auto Care Acquisition and related fees and expenses.

Each outstanding share of MCPS will convert automatically on the mandatory conversion date, which is expected to be January 15, 2022, into between 1.7892 and 2.1739 shares of common stock, subject to certain anti-dilution and other adjustments. The number of shares of common stock issuable upon conversion will be determined based on the average VWAP per share of common stock over the 20 consecutive trading day period beginning on, and including, the 21st scheduled trading day immediately prior to January 15, 2022.

Dividends on the MCPS will be payable on a cumulative basis at an annual rate of 7.50% of the liquidation preference of $100.00 per share of MCPS, and may be paid in cash or, subject to certain limitations, in shares of common stock, or in any combination of cash and shares of common stock. If declared, dividends on the MCPS will be payable quarterly on January 15, April 15, July 15 and October 15 of each year, commencing on April 15, 2019 and ending on, and including, January 15, 2022.

During the twelve months ended September 30, 2019, cash dividends declared on MCPS were $12.0, of which $8.0 was paid and $4.0 was accrued in Other current liabilities. The dividend was paid subsequent to year end on October 15, 2019.

Subsequent to the end of the fiscal year, on November 11, 2019, the Board of Directors declared a cash dividend of $1.875 per share of MCPS, payable on January 15, 2020, to all shareholders of record as of the close of business January 1, 2020.

No dividend or distributions may be declared or paid on shares of common stock, and no common stock shall be, directly or indirectly, purchased, redeemed, or otherwise acquired for consideration by the Company, or any of its subsidiaries, unless all accumulated and unpaid dividends for all preceding dividend periods have been declared and paid upon, or a sufficient sum of cash or number of shares of common stock has been set aside for the payment of such dividends upon, all outstanding shares of MCPS.

In connection with the offering of the MCPS, the Company entered into capped call transactions with certain counterparties. The capped call options are expected to reduce potential dilution to the Company's Common Stock, subject to a cap, upon any conversion of MCPS. The Company paid $9.0 for the capped call transactions which reduced the net proceeds received from the MCPS.

(12) Share-Based Payments

The Board of Directors adopted the Energizer Holdings, Inc. Equity Incentive Plan (the Plan) on July 1, 2015, upon completion of the Spin-off. Under the terms of the Plan, stock options, restricted stock awards, restricted stock equivalents, stock appreciation rights and performance-based stock awards may be granted to directors, officers and employees of the Company. The Plan authorizes a maximum number of 10 million common shares to be awarded, and will remain in effect until June 30, 2025. For purposes of determining the number of shares available for future issuance under the Plan, awards other than stock options and stock appreciation rights, will reduce the shares available for future issuance by two for every one share awarded. Stock options and stock appreciation rights reduce the shares available for future issuance on a one-for-one basis. The Plan also allowed for the conversion of Edgewell restricted stock equivalents held by Energizer employees and Board of Directors outstanding immediately prior to Spin-off, to be converted to Energizer restricted stock equivalents (RSE) upon completion of the Spin-Off. At September 30, 2019, there were 1.0 million shares available for future awards under the Plan.

Total compensation cost charged against income for Energizer's share-based compensation arrangements was $27.1, $28.2 and $24.3 for the years ended September 30, 2019, 2018 and 2017, respectively, and was recorded in SG&A expense. The total income tax benefit recognized in the Consolidated Statements of Earnings and Comprehensive Income for share-based compensation arrangements was $5.8, $7.8 and $10.2 for the years ended September 30, 2019, 2018 and 2017, respectively.

Restricted Stock Equivalents (RSE)

The remaining RSE converted in connection with the Spin-off are time based and vest ratably over four years from their initial date of grant. The fair value of the restricted stock at the date of grant is amortized to earnings over the remaining restriction period.

On July 8, 2015, the Company granted RSE awards to a group of key executives which included approximately 573,700 shares that vest ratably over five years as well as 50,300 shares to the Board of Directors that vest on the three year anniversary from date of grant. The closing stock price on the date of the grant used to determine the award fair value was $34.92.

In November 2015, the Company granted RSE awards to a group of key employees which included approximately 106,000 shares that vest ratably over four years and granted RSE awards to a group of key executives of approximately 87,000 shares that vest on the third anniversary of the date of the grant. In addition, the Company granted approximately 290,000 performance shares to a group of key employees and key executives that will vest subject to meeting target amounts for both cumulative adjusted earnings per share and cumulative free cash flow as a percentage of sales over the three year performance period. These performance measures are equally weighted in determining the final share award with the maximum award payout of approximately 580,000 shares. The closing stock price on the date of the grant used to determine the award fair value was $37.34.

In November 2016, the Company granted RSE awards to a group of key employees which included approximately 92,000 shares that vest ratably over four years and granted RSE awards to a group of key executives of approximately 73,000 shares that vest on the third anniversary of the date of the grant. In addition, the Company granted approximately 249,000 performance shares to a group of key employees and key executives that will vest subject to meeting target amounts for both cumulative adjusted earnings per share and cumulative free cash flow as a percentage of sales over the three year performance period. These performance measures are equally weighted in determining the final share award with the maximum award payout of approximately 498,000 shares. The closing stock price on the date of the grant used to determine the award fair value was $43.84.

In November 2017, the Company granted RSE awards to a group of key employees which included approximately 100,000 shares that vest ratably over four years and granted RSE awards to a group of key executives of approximately 68,000 shares that vest on the third anniversary of the date of grant. In addition, the Company granted approximately 238,000 performance shares to a group of key employees and key executives that will vest subject to meeting target amounts for both cumulative adjusted earnings per share and cumulative free cash flow as a percentage of sales over the three year performance period. These performance measures are equally weighted in determining the final share award with the maximum award payout of approximately 476,000 shares. The closing stock price on the date of the grant used to determine the award fair value was $44.20.

In November 2018, the Company granted RSE awards to a group of key employees which included approximately 73,000 shares that vest ratably over four years and granted RSE awards to a group of key executives of approximately 55,000 shares that vest on the third anniversary of the date of grant. In addition, the Company granted approximately 190,000 performance shares to a group of key employees and key executives that will vest subject to meeting target amounts for both cumulative adjusted earnings per share and cumulative free cash flow as a percentage of sales over the three year performance period. These performance measures are equally weighted in determining the final share award with the maximum award payout of approximately 380,000 shares. The closing stock price on the date of the grant used to determine the award fair value was $60.25.

The following table summarizes the Company's RSE activity during the current fiscal year (shares in millions):

	Shares	Weighted-Average Grant Date Estimated Fair Value per Share
Nonvested RSE at October 1, 2018	1.9	$ 41.24
Granted	0.5	$ 58.93
Vested	(0.5)	$ 37.50
Canceled	(0.1)	$ 46.24
Nonvested RSE at September 30, 2019	1.8	$ 47.70

As of September 30, 2019, there was an estimated $22.9 of total unrecognized compensation costs related to the outstanding RSE awards, which will be recognized over a weighted-average period of 1.1 years. The weighted average estimated fair value for RSE awards granted in fiscal 2019 was $21.1. The estimated fair value of RSE awards that vested in fiscal 2019 was $26.6.

Subsequent to year-end, in November 2019, the Company granted RSE awards to a group of key employees of approximately 134,000 shares that vest ratably over four years and granted RSE awards to a group of key executives of approximately 76,000 shares that vest on the third anniversary of the date of grant. In addition, the Company granted approximately 295,000 performance shares to a group of key employees and key executives that will vest subject to meeting target amounts for both cumulative adjusted earnings per share and cumulative free cash flow as a percentage of sales over the three year performance period. These performance measures are equally weighted in determining the final share award with the maximum award payout of approximately 590,000 shares. The closing stock price on the date of the grant used to determine the award fair value was $43.10.

(13) Pension Plans

The Company has several defined benefit pension plans covering many of its employees in the U.S. and certain employees in other countries. The plans provide retirement benefits based on various factors including years of service and in certain circumstances, earnings. Most plans are now frozen to new entrants and for additional service.

(Dollars in millions, except per share)

During fiscal year 2019, the Company completed the termination procedures with the Trustees of its Ireland pension plan. The Company has no remaining obligations or risks related to this pension plan. This resulted in a plan settlement to the projected benefit obligation of $8.6 and plan assets of $11.4 and a settlement loss of $3.7 recorded to Other items, net on the Consolidated Statement of Earnings and Comprehensive Income.

During fiscal year 2018, the Company received approval from the Financial Services Commission of Ontario to terminate its Canadian pension plan. The Company purchased annuity contracts for its participants and transferred the liability to an insurance provider. This resulted in a plan settlement to the projected benefit obligation and plan assets of $36.9 and a settlement loss of $14.1 recorded to Other items, net on the Consolidated Statement of Earnings and Comprehensive Income.

The Company also sponsors or participates in a number of other non-U.S. pension arrangements, including various retirement and termination benefit plans, some of which are required by local law or coordinated with government-sponsored plans, which are not significant in the aggregate and, therefore, are not included in the information presented in the following tables.

The following tables present the benefit obligation, plan assets and funded status of the plans:

	September 30,			
	U.S.		International	
	2019	2018	2019	2018
Change in Projected Benefit Obligation				
Benefit obligation at beginning of year	$ 494.5	$ 525.9	$ 142.6	$ 203.5
Service cost	—	—	0.5	0.6
Interest cost	20.4	18.7	2.9	3.9
Actuarial loss/(gain)	52.2	(12.9)	22.2	(13.8)
Benefits paid	(35.8)	(36.8)	(5.3)	(6.4)
Plan settlements	—	(0.4)	(10.7)	(41.1)
Foreign currency exchange rate changes	—	—	(6.4)	(4.1)
Projected Benefit Obligation at end of year	$ 531.3	$ 494.5	$ 145.8	$ 142.6
Change in Plan Assets				
Estimated fair value of plan assets at beginning of year	$ 456.0	$ 477.2	$ 131.6	$ 173.8
Actual return on plan assets	40.8	13.2	12.6	1.6
Company contributions	2.5	2.8	3.3	7.8
Plan settlements	—	(0.4)	(13.5)	(41.1)
Benefits paid	(35.8)	(36.8)	(5.3)	(6.4)
Foreign currency exchange rate changes	—	—	(5.9)	(4.1)
Estimated fair value of plan assets at end of year	$ 463.5	$ 456.0	$ 122.8	$ 131.6
Funded status at end of year	$ (67.8)	$ (38.5)	$ (23.0)	$ (11.0)

(Dollars in millions, except per share)

The following table presents the amounts recognized in the Consolidated Balance Sheets and Consolidated Statements of Shareholders' Equity:

	September 30,			
	U.S.		International	
Amounts Recognized in the Consolidated Balance Sheets	**2019**	**2018**	**2019**	**2018**
Noncurrent assets	$ —	$ —	$ 12.1	$ 17.1
Current liabilities	(2.4)	(2.5)	(0.6)	(0.6)
Noncurrent liabilities	(65.4)	(36.0)	(34.5)	(27.5)
Net amount recognized	$ (67.8)	$ (38.5)	$ (23.0)	$ (11.0)
Amounts Recognized in Accumulated Other Comprehensive Loss				
Net loss, pre tax	$ (182.7)	$ (149.2)	$ (40.9)	$ (29.9)

Pre-tax changes recognized in other comprehensive loss for the year ended September 30, 2019 are as follows:

Changes in plan assets and benefit obligations recognized in other comprehensive (loss)/income	**U.S.**	**International**
Net loss arising during the year	$ (37.5)	$ (14.5)
Effect of exchange rates	—	1.3
Amounts recognized as a component of net periodic benefit cost		
Amortization or settlement recognition of net gain	4.0	2.2
Total loss recognized in other comprehensive loss	$ (33.5)	$ (11.0)

Energizer expects to contribute $2.4 to its U.S. plans and $3.3 to its International plans in fiscal 2020.

Energizer's expected future benefit payments for the plans are as follows:

For The Years Ending September 30,	**U.S.**	**International**
2020	$ 37.6	$ 4.8
2021	37.2	4.9
2022	36.4	5.0
2023	36.4	4.8
2024	36.1	5.0
2025 to 2029	162.0	25.8

The accumulated benefit obligation for the US plans was $531.3 and $494.5 and for the foreign plans was $143.7 and $141.2 at September 30, 2019 and 2018, respectively. The following table shows the plans with an accumulated benefit obligation in excess of plan assets at the dates indicated.

	September 30,			
	U.S.		International	
	2019	**2018**	**2019**	**2018**
Projected benefit obligation	$ 531.3	$ 494.5	$ 73.5	$ 66.3
Accumulated benefit obligation	531.3	494.5	71.4	64.9
Estimated fair value of plan assets	463.5	456.0	38.5	38.2

Pension plan assets in the U.S. plan represent approximately 79% of assets in all of the Company's defined benefit pension plans. Investment policy for the U.S. plan includes a mandate to diversify assets and invest in a variety of assets classes to achieve that goal. The U.S. plan's assets are currently invested in several funds representing most standard equity and debt security classes. The broad target allocations are approximately: (a) equities, including U.S. and foreign: 40%, and (b) debt securities, including U.S. bonds: 60%. Actual allocations at September 30, 2019 approximated these targets. The U.S. plan held no shares of Company common stock at September 30, 2019. Investment objectives are similar for non-U.S. pension arrangements, subject to local requirements.

(Dollars in millions, except per share)

The following table presents plan pension expense:

	For the Years Ended September 30,					
	U.S.			International		
	2019	2018	2017	2019	2018	2017
Service cost	$ —	$ —	$ —	$ 0.5	$ 0.6	$ 1.4
Interest cost	20.4	18.7	18.3	2.9	3.9	3.4
Expected return on plan assets	(26.2)	(30.1)	(34.3)	(4.9)	(6.3)	(8.0)
Recognized net actuarial loss	4.1	4.4	4.8	0.9	2.0	3.4
Settlement loss on Canadian pension plan termination	—	—	—	—	14.1	—
Settlement loss on Ireland pension plan termination	—	—	—	3.7	—	—
Settlement loss recognized on other pension plans	—	0.1	0.5	0.4	1.0	0.2
Net periodic (benefit)/expense	$ (1.7)	$ (6.9)	$ (10.7)	$ 3.5	$ 15.3	$ 0.4

The service cost component of the net periodic (benefit)/expense above is recorded in Selling, general and administrative expense (SG&A) on the Consolidated Statement of Earnings and Comprehensive Income, while the remaining components are recorded to Other items, net.

Amounts expected to be amortized from accumulated other comprehensive loss into net period benefit cost during the year ending September 30, 2020 are net actuarial losses of $6.5 for the U.S. Plan and $1.4 for the International plans.

The following table presents assumptions, which reflect weighted averages for the component plans, used in determining the above information:

	September 30,					
	U.S.			International		
	2019	2018	2017	2019	2018	2017
Plan obligations:						
Discount rate	3.1%	4.3%	3.7%	1.6%	2.1%	2.1%
Compensation increase rate	—	—	—	2.1%	2.1%	2.4%
Net periodic benefit cost:						
Discount rate	4.3%	3.7%	3.4%	2.1%	2.1%	1.7%
Expected long-term rate of return on plan assets	5.9%	6.6%	7.5%	3.8%	3.8%	5.1%
Compensation increase rate	—	—	—	2.1%	2.4%	3.2%

(Dollars in millions, except per share)

The following tables set forth the estimated fair value of Energizer's plan assets as of September 30, 2019 and 2018 segregated by level within the estimated fair value hierarchy. Refer to Note 16, Financial Instruments and Risk Management, for further discussion on the estimated fair value hierarchy and estimated fair value principles.

ASSETS AT ESTIMATED FAIR VALUE	**At September 30, 2019**					
	U.S. Pension Plan Assets			**International Pension Plan Assets**		
	Level 1	**Level 2**	**Total**	**Level 1**	**Level 2**	**Total**
EQUITY						
U.S. Equity	$ 66.0	$ —	$ 66.0	$ —	$ —	$ —
International Equity	3.1	—	3.1	—	8.7	8.7
DEBT						
U.S. Government	—	276.2	276.2	—	—	—
Other Government	—	1.8	1.8	—	9.0	9.0
Corporate	—	—	—	—	30.2	30.2
CASH & CASH EQUIVALENTS	—	—	—	—	2.5	2.5
OTHER	—	6.8	6.8	—	5.8	5.8
Assets Measured at Net Asset Value						
U.S. Equity			64.6			—
International Equity			45.0			28.9
Corporate			—			37.7
TOTAL	$ 69.1	$ 284.8	$ 463.5	$ —	$ 56.2	$ 122.8

	At September 30, 2018					
	U.S. Pension Plan Assets			**International Pension Plan Assets**		
	Level 1	**Level 2**	**Total**	**Level 1**	**Level 2**	**Total**
EQUITY						
U.S. Equity	$ 67.7	$ —	$ 67.7	$ —	$ 1.6	$ 1.6
International Equity	3.1	—	3.1	—	5.9	5.9
DEBT						
U.S. Government	—	270.3	270.3	—	—	—
Other Government	—	—	—	—	7.5	7.5
Corporate	—	—	—	—	13.6	13.6
CASH & CASH EQUIVALENTS	—	—	—	—	6.0	6.0
OTHER	—	2.9	2.9	—	5.9	5.9
Assets measured at Net Asset Value						
U.S. Equity			65.5			—
International Equity			46.5			41.8
Other Government			—			39.4
Corporate			—			9.9
TOTAL	$ 70.8	$ 273.2	$ 456.0	$ —	$ 40.5	$ 131.6

There were no Level 3 pension assets at September 30, 2019 and 2018.

The investment objective for plan assets is to satisfy the current and future pension benefit obligations. The investment philosophy is to achieve this objective through diversification of the retirement plan assets. The goal is to earn a suitable return with an appropriate level of risk while maintaining adequate liquidity to distribute benefit payments. The diversified asset allocation includes equity positions, as well as fixed income investments. The increased volatility associated with equities is offset with higher expected returns, while the long duration fixed income investments help dampen the volatility of the overall portfolio. Risk exposure is controlled by re-balancing the retirement plan assets back to target allocations, as needed. Investment firms managing retirement plan assets carry out investment policy within their stated guidelines. Investment performance is monitored against benchmark indices, which reflect the policy and target allocation of the retirement plan assets.

(Dollars in millions, except per share)

(14) Defined Contribution Plan

The Company sponsors defined contribution plans globally, which extends participation eligibility to the vast majority of employees. In the U.S., the Company matches 100% of participant's before tax or Roth contributions up to 6% of eligible compensation. Amounts charged to expense for the U.S. plan during fiscal 2019, 2018 and 2017 were $7.8, $5.7, and $5.5, respectively, and are reflected in SG&A and Cost of products sold in the Consolidated Statements of Earnings and Comprehensive Income. With the Battery and Auto Care Acquisitions on January 2, 2019 and January 28, 2019, respectively, the Company added approximately 900 colleagues to the Plan which drove the increase in the contributions in fiscal 2019. Contributions to the remaining global plans are not significant in the aggregate.

(15) Debt

The detail of long-term debt was as follows:

	September 30,	
	2019	**2018**
Senior Secured Term Loan A Facility due 2021	$ 77.5	$ —
Senior Secured Term Loan B Facility due 2025	982.5	—
5.50% Senior Notes due 2025	600.0	600.0
6.375% Senior Notes due 2026	500.0	—
4.625% Senior Notes due 2026 (Euro Notes of €650.0)	708.4	—
7.750% Senior Notes due 2027	600.0	—
Senior Secured Term Loan B Facility due 2022	—	388.0
Capital lease obligations	46.9	—
Total gross long-term debt, including current maturities	$ 3,515.3	$ 988.0
Less current portion	(1.6)	(4.0)
Less unamortized debt discount and debt issuance fees	(52.1)	(7.9)
Total long-term debt	$ 3,461.6	$ 976.1
6.375% Senior Notes due 2026	$ —	$ 500.0
4.625% Senior Notes due 2026 (Euro Notes of €650.0)	—	754.2
Total gross long-term debt held in escrow	$ —	$ 1,254.2
Less unamortized debt issuance fees	—	(23.5)
Total long-term debt held in escrow	$ —	$ 1,230.7

Long-term debt - On December 17, 2018, the Company entered into a credit agreement which provided for a 5-year $400.0 revolving credit facility (2018 Revolving Facility) and which provided for a $200.0 3-year term loan A facility and $1,000.0 7-year term loan B facility (2018 Term Loans). The borrowings under the term loan A require quarterly principal payments at a rate of 6.25% of the original principal balance, or $12.5. The borrowings under the term loan B require quarterly principal payments at a rate of 0.25% of the original principal balance, or $2.5. The borrowings bear interest at a rate per annum equal to, at the option of the Company, LIBOR or the Base Rate (as defined) plus the applicable margin based on total Company leverage. The new credit agreement also contains customary affirmative and restrictive covenants. The new 2018 Term Loans began to accrue ticking fees in July 2018 and interest in December 2018 upon funding the Term Loans into escrow. The funds were released from escrow and used to fund the closing of the Battery Acquisition on January 2, 2019.

Obligations under the 2018 Revolving Facility and 2018 Term Loan are jointly and severally guaranteed by certain of its existing and future direct and indirectly wholly-owned U.S. subsidiaries. There is a first priority perfected lien on substantially all of the assets and property of the Company and guarantors and proceeds therefrom excluding certain excluded assets.

During the twelve months ended September 30, 2019, the Company paid down $122.5 of the Term Loan A facility and $17.5 on the Term Loan B facilities. As of September 30, 2019, the Company had $25.0 of outstanding borrowings under the Revolving Facility and had $4.8 of outstanding letters of credit. Taking into account outstanding letters of credit, $370.2 remained available as of September 30, 2019. As of September 30, 2019 and September 30, 2018, our weighted average interest rate on short-term borrowings was 3.8% and 4.3%, respectively.

On January 17, 2019, the Company finalized pricing of $600.0 in senior notes due in 2027 at 7.750% (2027 Notes). The 2027 Notes priced at 100% of the principal amount and the offering closed concurrently with the Auto Care Acquisition on January 28, 2019 and the proceeds were utilized to fund the acquisition. The 2027 Notes were sold to qualified institutional buyers and will not be registered under federal or applicable state securities laws. Interest is payable semi-annually on the 2027 Notes in January and July. The 2027 Notes are jointly and severally guaranteed on an unsecured basis by certain of the Company's domestic restricted subsidiaries that guarantee indebtedness of the Company under its 2018 Revolving Facility.

Debt issuance fees paid related to the new bonds and the new credit agreement, including the 2018 Revolving Credit Facility, were $40.1 during the twelve months ended September 30, 2019.

In June 2018, the Company finalized the pricing of two senior note offerings due in 2026 of $500.0 at 6.375% (USD Notes) and €650.0 at 4.625% (Euro Notes and collectively with the USD Notes, the 2026 Notes), which were issued by wholly-owned subsidiaries. The 2026 Notes priced at 100% of the principal amount and the offering closed in July 2018. The 2026 Notes were sold to qualified institutional buyers and will not be registered under federal or applicable state securities laws. Interest is payable semi-annually on the 2026 Notes in January and July. The 2026 Notes are jointly and severally guaranteed on an unsecured basis by the Company's domestic restricted subsidiaries that guarantee indebtedness of the Company under its 2018 Revolving Facility.

On January 2, 2019, the proceeds of the 2018 Term Loans and the 2026 Notes were released from escrow and utilized to fund the Battery Acquisition, repay borrowings under the Term Loan due in 2022 and amounts drawn on the 2015 Revolving Facility, and pay acquisition related costs, including debt issuance costs.

Interest Rate Swaps - In March 2017, the Company entered into an interest rate swap agreement with one major financial institution that fixed the variable benchmark component (LIBOR) on $200.0 of Energizer's variable rate debt through June 2022 at an interest rate of 2.03%.

In February 2018, the Company entered into a forward starting interest rate swap with an effective date of October 1, 2018, with one major financial institution that fixed the variable benchmark component (LIBOR) on additional variable rate debt at an interest rate of 2.47%. At the effective date, the swap had a notional value of $400.0. Beginning April 1, 2019, the notional amount decreases $50.0 each quarter, and continues to decrease until its termination date of December 31, 2020. The notional value of the swap was $300.0 at September 30, 2019.

Notes Payable - The notes payable balance was $31.9 at September 30, 2019 and $247.3 at September 30, 2018. The 2019 balance is comprised of $25.0 outstanding borrowings on the 2018 Revolving Facility as well as $6.9 of other borrowings, including those from foreign affiliates. The 2018 balance consists of $240.0 outstanding borrowings on the 2015 Revolving Facility as well as $7.3 of other borrowings, including those from foreign affiliates. On January 2, 2019, the outstanding borrowings on the 2015 Revolving Facility were paid with the proceeds from the 2018 Term Loans and 2026 Notes.

Debt Covenants - The agreements governing the Company's debt contain certain customary representations and warranties, affirmative, negative and financial covenants, and provisions relating to events of default. If the Company fails to comply with these covenants or with other requirements of these credit agreements, the lenders may have the right to accelerate the maturity of the debt. Acceleration under one of these facilities would trigger cross defaults to other borrowings. As of September 30, 2019, the Company was, and expects to remain, in compliance with the provisions and covenants associated with its debt agreements.

The counterparties to long-term committed borrowings consist of a number of major financial institutions. The Company consistently monitors positions with, and credit ratings of, counterparties both internally and by using outside ratings agencies.

(Dollars in millions, except per share)

Debt Maturities - Aggregate maturities of long-term debt, including capital leases acquired with the Battery and Auto Care Acquisitions, at September 30, 2019 were as follows:

	Long-term debt	Capital leases
2020	$ —	$ 9.5
2021	12.5	9.4
2022	85.0	9.4
2023	10.0	8.1
2024	10.0	7.7
Thereafter	3,350.9	74.3
Total long-term debt payments due	$ 3,468.4	$ 118.4
Less: Interest on capital leases		$ (71.5)
Present value of capital lease payments (1)		$ 46.9

(1) Includes capital lease obligation of $1.6 recorded in Current portion of capital leases and $45.3 in Long-term debt on the Consolidated Balance Sheet.

(16) Financial Instruments and Risk Management

The market risk inherent in the Company's operations creates potential earnings volatility arising from changes in currency rates, interest rates and commodity prices. The Company's policy allows derivatives to be used only for identifiable exposures and, therefore, the Company does not enter into hedges for trading or speculative purposes where the sole objective is to generate profits.

Concentration of Credit Risk – The counterparties to derivative contracts consist of a number of major financial institutions and are generally institutions with which the Company maintains lines of credit. The Company does not enter into derivative contracts through brokers nor does it trade derivative contracts on any other exchange or over-the-counter markets. Risk of currency positions and mark-to-market valuation of positions are strictly monitored at all times.

The Company continually monitors positions with, and credit ratings of, counterparties both internally and by using outside rating agencies. While nonperformance by these counterparties exposes Energizer to potential credit losses, such losses are not anticipated.

The Company sells to a large number of customers primarily in the retail trade, including those in mass merchandising, drugstore, supermarket and other channels of distribution throughout the world. Wal-Mart Stores, Inc. accounted for 13.8%, 11.5%, and 12.1% of total net sales in fiscal 2019, 2018 and 2017, respectively, primarily in North America. The Company performs ongoing evaluations of its customers’ financial condition and creditworthiness, but does not generally require collateral. While the competitiveness of the retail industry presents an inherent uncertainty, the Company does not believe a significant risk of loss from a concentration of credit risk exists with respect to accounts receivable.

In the ordinary course of business, the Company enters into contractual arrangements (derivatives) to reduce its exposure to commodity price and foreign currency risks. The section below outlines the types of derivatives that existed at September 30, 2019 and 2018, as well as the Company's objectives and strategies for holding these derivative instruments.

Commodity Price Risk – The Company uses raw materials that are subject to price volatility. At times, the Company uses hedging instruments to reduce exposure to variability in cash flows associated with future purchases of certain materials and commodities.

Foreign Currency Risk – A significant portion of Energizer’s product cost is more closely tied to the U.S. dollar than to the local currencies in which the product is sold. As such, a weakening of currencies relative to the U.S. dollar results in margin declines unless mitigated through pricing actions, which are not always available due to the economic or competitive environment. Conversely, a strengthening in currencies relative to the U.S. dollar can improve margins. The primary currencies to which Energizer is exposed include the Euro, the British pound, the Canadian dollar and the Australian dollar. However, the

Company also has significant exposures in many other currencies which, in the aggregate, may have a material impact on the Company's operations.

Additionally, Energizer’s foreign subsidiaries enter into internal and external transactions that create nonfunctional currency balance sheet positions at the foreign subsidiary level. These exposures are generally the result of intercompany purchases, intercompany loans and, to a lesser extent, external purchases, and are revalued in the foreign subsidiary’s local currency at the end of each period. Changes in the value of the non-functional currency balance sheet positions in relation to the foreign subsidiary’s local currency results in a transaction gain or loss recorded in Other items, net on the Consolidated Statements of Earnings and Comprehensive Income. The primary currency to which Energizer’s foreign subsidiaries are exposed is the U.S. dollar.

Interest Rate Risk – Energizer has interest rate risk with respect to interest expense on variable rate debt. At September 30, 2019, Energizer had variable rate debt outstanding with a principal balance of $1,060.0 under the 2018 Term Loans and $25.0 of outstanding borrowings on the Revolving Facility. In March 2017, the Company entered into an interest rate swap agreement (2017 Interest rate swap) with one major financial institution that fixed the variable benchmark component (LIBOR) on $200.0 of Energizer's variable rate debt through June 2022 at an interest rate of 2.03%. In February 2018, the Company entered into a forward starting interest rate swap (2018 Interest rate swap) with an effective date of October 1, 2018, with one major financial institution that fixed the variable benchmark component (LIBOR) on additional variable rate debt of $400.0 at an interest rate of 2.47%. Beginning April 1, 2019, the notional amount decreases $50.0 each quarter, and continues to decrease until its termination date of December 31, 2020. The notional value of the swap was $300.0 at September 30, 2019.

These hedging instruments were considered cash flow hedges for accounting purposes. At September 30, 2019 and 2018, Energizer recorded an unrecognized pre-tax loss of $4.7 and a gain of $7.7, respectively, on these interest rate swap contracts, both of which were included in Accumulated other comprehensive loss on the Consolidated Balance Sheets.

Derivatives Designated as Cash Flow Hedging Relationships – The Company has entered into a series of forward currency contracts to hedge the cash flow uncertainty of forecasted payment of inventory purchases due to short term currency fluctuations. Energizer’s primary foreign affiliates, which are exposed to U.S. dollar purchases, have the Euro, the British pound, the Canadian dollar and the Australian dollar as their local currencies. These foreign currencies represent a significant portion of Energizer's foreign currency exposure. At September 30, 2019 and 2018, Energizer had an unrealized pre-tax gain of $4.5 and $4.3, respectively, included in Accumulated other comprehensive loss on the Consolidated Balance Sheets. Assuming foreign exchange rates versus the U.S. dollar remain at September 30, 2019 levels, over the next twelve months, $4.5 of the pre-tax gain included in Accumulated other comprehensive loss is expected to be recognized in earnings. Contract maturities for these hedges extend into fiscal year 2021. There were 64 open foreign currency contracts at September 30, 2019, with a total notional value of $145.

The Company began a hedging program on zinc purchases in March 2019. The contracts were determined to be cash flow hedges and qualify for hedge accounting. The contract maturities for these hedges extend into 2021. There were 8 open contracts at September 30, 2019, with a total notional value of approximately $23. The pre-tax loss recognized on the zinc contracts was $1.0 at September 30, 2019, and was included in Accumulated other comprehensive loss on the Consolidated Balance Sheet. There were no open contracts at September 30, 2018.

Derivatives not Designated in Hedging Relationships - In addition, Energizer enters into foreign currency derivative contracts which are not designated as cash flow hedges for accounting purposes to hedge existing balance sheet exposures. Any gains or losses on these contracts would be offset by corresponding exchange losses or gains on the underlying exposures; thus are not subject to significant market risk. There were 10 open foreign currency derivative contracts which are not designated as cash flow hedges at September 30, 2019, with a total notional value of approximately $206. Included in these contracts at September 30, 2019 is a contract hedging the expected Euro proceeds from the anticipated Varta Divestiture

(Dollars in millions, except per share)

The following table provides the Company's estimated fair values as of September 30, 2019 and 2018, and the amounts of gains and losses on derivative instruments classified as cash flow hedges as of and for the twelve months ended September 30, 2019 and 2018, respectively:

	At September 30, 2019	For the Year Ended September 30, 2019	
Derivatives designated as Cash Flow Hedging Relationships	**Estimated Fair Value Asset/ (Liability) (1)**	**Gain/(Loss) Recognized in OCI (2)**	**Gain Reclassified From OCI into Income (Effective Portion) (3) (4)**
Foreign currency contracts	$ 4.5	$ 8.6	$ 8.4
Interest rate swaps (2017 and 2018)	(4.7)	(11.8)	0.3
Zinc contracts	(1.0)	(1.0)	—
Total	$ (1.2)	$ (4.2)	$ 8.7

	At September 30, 2018	For the Year Ended September 30, 2018	
Derivatives designated as Cash Flow Hedging Relationships	**Estimated Fair Value Asset (1)**	**Gain Recognized in OCI (2)**	**Loss Reclassified From OCI into Income (Effective Portion) (3) (4)**
Foreign currency contracts	$ 4.3	$ 6.3	$ (3.8)
Interest rate swap (2017 and 2018)	7.7	8.4	(0.9)
Total	$ 12.0	$ 14.7	$ (4.7)

(1) All derivative assets are presented in Other current assets or Other assets and derivative liabilities are presented in Other current liabilities or Other liabilities.
(2) OCI is defined as other comprehensive income.
(3) Gain/(loss) reclassified to Income was recorded as follows: Foreign currency contracts in Cost of products sold in fiscal 2019 and Other items, net in fiscal 2018, interest rate contracts in Interest expense and commodity contracts in Cost of products sold.
(4) Each of these hedging relationships has derivative instruments with a high correlation to the underlying exposure being hedged and has been deemed highly effective in offsetting the underlying risk.

The following table provides estimated fair values as of September 30, 2019 and 2018, and the gains on derivative instruments not classified as cash flow hedges as of and for the twelve months ended September 30, 2019 and 2018, respectively.

	At September 30, 2019	For the Year Ended September 30, 2019
Derivatives not designated as Cash Flow Hedging Relationships	**Estimated Fair Value Asset (1)**	**Gain Recognized in Income (2) (3)**
Foreign currency contracts	4.3	5.3

	At September 30, 2018	For the Year Ended September 30, 2018
Derivatives not designated as Cash Flow Hedging Relationships	**Estimated Fair Value Liability (1)**	**Gain Recognized in Income (2)(4)**
Foreign currency contracts	(0.1)	9.3

(1) All derivative liabilities are presented in Other current liabilities or Other liabilities and derivative assets are presented in Other current assets or Other assets.
(2) Gain recognized in Income was recorded in Other items, net.
(3) Includes the gain of $4.6 related to the hedge contract on the expected proceeds from the anticipated Varta Divestiture.
(4) Includes the gain of $9.4 on acquisition foreign currency contracts, which were entered into in June 2018, to lock in the USD value of future Euro Notes related to the Battery Acquisition. These contracts were terminated when the funds from the Euro Notes offering were placed into escrow on July 6, 2018.

(Dollars in millions, except per share)

Energizer has the following recognized financial assets and financial liabilities resulting from those transactions that meet the scope of the disclosure requirements as necessitated by applicable accounting guidance for balance sheet offsetting:

Offsetting of derivative assets

		At September 30, 2019			At September 30, 2018		
Description	Balance Sheet location	Gross amounts of recognized assets	Gross amounts offset in the Balance Sheet	Net amounts of assets presented in the Balance Sheet	Gross amounts of recognized assets	Gross amounts offset in the Balance Sheet	Net amounts of assets presented in the Balance Sheet
Foreign Currency Contracts	Other Current Assets, Other Assets	$ 9.4	$ (0.4)	$ 9.0	$ 4.7	$ (0.2)	$ 4.5

Offsetting of derivative liabilities

		At September 30, 2019			At September 30, 2018		
Description	Balance Sheet location	Gross amounts of recognized liabilities	Gross amounts offset in the Balance Sheet	Net amounts of liabilities presented in the Balance Sheet	Gross amounts of recognized liabilities	Gross amounts offset in the Balance Sheet	Net amounts of liabilities presented in the Balance Sheet
Foreign Currency Contracts	Other Current Liabilities, Other Liabilities	$ (0.4)	$ 0.2	$ (0.2)	$ (0.3)	$ —	$ (0.3)

Fair Value Hierarchy – Accounting guidance on fair value measurements for certain financial assets and liabilities requires that assets and liabilities carried at fair value be classified in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs reflecting the reporting entity's own assumptions or external inputs from inactive markets.

Under the fair value accounting guidance hierarchy, an entity is required to maximize the use of quoted market prices and minimize the use of unobservable inputs. The following table sets forth the Company's financial assets and liabilities, which are carried at fair value, as of September 30, 2019 and 2018 that are measured on a recurring basis during the period, segregated by level within the fair value hierarchy:

	Level 2	
	September 30,	
	2019	2018
(Liabilities)/Assets at estimated fair value:		
Deferred Compensation	$ (28.1)	$ (29.0)
Exit lease liability	(0.1)	(0.6)
Derivatives - Foreign Currency contracts	4.5	4.3
Derivatives - Foreign Currency contracts (non-hedge)	4.3	(0.1)
Derivatives - 2017 and 2018 Interest Rate Swaps	(4.7)	7.7
Derivatives - Zinc contracts	(1.0)	$ —
Net Liabilities at estimated fair value	$ (25.1)	$ (17.7)

Energizer had no level 1 financial assets or liabilities, other than pension plan assets, and no level 3 financial assets or liabilities at September 30, 2019 and 2018.

Due to the nature of cash and cash equivalents and restricted cash, carrying amounts on the balance sheets approximate estimated fair value. The estimated fair value of cash was determined based on level 1 inputs and cash equivalents and restricted cash are determined based on level 2 inputs.

At September 30, 2019, the estimated fair value of the Company's unfunded deferred compensation liability is determined based upon the quoted market prices of investment options that are offered under the plan. The estimated fair value of the exit lease liability is determined based on the discounted cash flows of the remaining lease rentals reduced by estimated sublease rentals that could be reasonably obtained for the property. The estimated fair value of foreign currency contracts, interest rate swap and zinc contracts, as described above, is the amount that the Company would receive or pay to terminate the contracts, considering first, quoted market prices of comparable agreements, or in the absence of quoted market prices, such factors as interest rates, currency exchange rates and remaining maturities.

At September 30, 2019 and 2018, the fair market value of fixed rate long-term debt was $2,474.7 and $599.2, respectively, compared to its carrying value of $2,408.4 and $600.0, respectively. There was no fixed rate long term debt held in escrow at September 30, 2019. The fair market value of the fixed rate long term debt held in escrow at September 30, 2018 was $1,274.4 compared to its carrying value of $1,254.2. The estimated fair value of the long-term debt is estimated using yields obtained from independent pricing sources for similar types of borrowing arrangements. The estimated fair value of fixed rate long-term debt has been determined based on level 2 inputs.

(17) Environmental and Regulatory

Government Regulation and Environmental Matters – The operations of Energizer are subject to various federal, state, foreign and local laws and regulations intended to protect the public health and the environment. These regulations relate primarily to worker safety, air and water quality, underground fuel storage tanks and waste handling and disposal. In connection with some sites, Energizer has been identified as a “potentially responsible party” (PRP) under the Comprehensive Environmental Response, Compensation and Liability Act and may be required to share in the cost of cleanup with respect to certain federal “Superfund” sites. Energizer may also be required to share in the cost of cleanup with respect to state-designated sites or other sites outside of the U.S.

Accrued environmental costs at September 30, 2019 were $8.2, of which $2.0 is expected to be spent during fiscal 2020. It is difficult to quantify with certainty the cost of environmental matters, particularly remediation and future capital expenditures for environmental control equipment. Environmental spending estimates could be modified as a result of changes in legal requirements or the enforcement or interpretation of existing requirements.

Legal Proceedings – The Company and its affiliates are subject to a number of legal proceedings in various jurisdictions arising out of its operations. Many of these legal matters are in preliminary stages and involve complex issues of law and fact, and may proceed for protracted periods of time. The amount of liability, if any, from these proceedings cannot be determined with certainty. We are a party to legal proceedings and claims that arise during the ordinary course of business. We review our legal proceedings and claims, regulatory reviews and inspections on an ongoing basis and follow appropriate accounting guidance when making accrual and disclosure decisions. We establish accruals for those contingencies where the incurrence of a loss is probable and can be reasonably estimated, and we disclose the amount accrued and the amount of a reasonably possible loss in excess of the amount accrued, if such disclosure is necessary for our financial statements to not be misleading. We do not record liabilities when the likelihood that the liability has been incurred is probable, but the amount cannot be reasonably estimated. Based upon present information, the Company believes that its liability, if any, arising from such pending legal proceedings, asserted legal claims and known potential legal claims which are likely to be asserted, is not reasonably likely to be material to the Company's financial position, results of operations, or cash flows, taking into account established accruals for estimated liabilities.

(18) Other Commitments and Contingencies

Total rental expense less sublease rental income for all operating leases was $15.3, $13.0 and $13.8 in fiscal 2019, 2018 and 2017, respectively. Future minimum rental commitments under non-cancellable operating leases directly held by Energizer and in effect as of September 30, 2019, were $16.8 in fiscal 2020, $10.3 in fiscal 2021, $6.6 in fiscal 2022, $5.8 in fiscal 2023, $5.4 in fiscal 2024 and $38.9 thereafter.

In the ordinary course of business, the Company also enters into supply and service contracts. These contracts can include either volume commitments or fixed expiration dates, termination provisions and other standard contractual considerations. At September 30, 2019, the Company had approximately $16 of purchase obligations.

(Dollars in millions, except per share)

(19) Accumulated Other Comprehensive (Loss)/Income

The following table presents the changes in accumulated other comprehensive (loss)/income (AOCI), net of tax by component:

	Foreign Currency Translation Adjustments	Pension Activity	Zinc Contracts	Foreign Currency Contracts	Interest Rate Swap	Total
Balance at September 30, 2016	$ (99.4)	$ (159.9)	$ —	$ (0.7)	$ (6.1)	$ (266.1)
OCI before reclassifications	6.3	14.3	—	(3.4)	2.8	20.0
Reclassifications to earnings	—	6.2	—	(0.4)	1.5	7.3
Balance at September 30, 2017	$ (93.1)	$ (139.4)	$ —	$ (4.5)	$ (1.8)	$ (238.8)
OCI before reclassifications	(20.5)	6.7	—	4.8	6.5	(2.5)
Reclassifications to earnings	—	16.2	—	3.0	0.7	19.9
Reclassifications to retained earnings	—	(19.9)	—	—	(0.5)	(20.4)
Balance at September 30, 2018	$ (113.6)	$ (136.4)	$ —	$ 3.3	$ 4.9	$ (241.8)
OCI before reclassifications	9.0	(29.5)	(0.7)	6.3	(9.0)	(23.9)
Reclassifications to earnings	—	(7.4)	—	(6.5)	(0.2)	(14.1)
Activity related to discontinued operations	(19.4)		0.9	—	—	(18.5)
Balance at September 30, 2019	$ (124.0)	$ (173.3)	$ 0.2	$ 3.1	$ (4.3)	$ (298.3)

The following table presents the reclassifications out of AOCI:

	For the Twelve Months Ended September 30, 2019			
Amount Reclassified from AOCI (1)	**2019**	**2018**	**2017**	**Affected Line Item in the Consolidated Statements of Earnings**
Gains and losses on cash flow hedges				
Foreign exchange contracts	$ 8.4	$ (3.8)	$ 0.4	(2)
Interest rate swaps	0.3	(0.9)	(2.4)	Interest expense
	8.7	(4.7)	(2.0)	Total before tax
	(2.0)	1.0	0.9	Tax (expense)/benefit
	$ 6.7	$ (3.7)	$ (1.1)	Net of tax
Amortization of defined benefit pension items				
Actuarial losses	$ 5.0	$ (6.4)	$ (8.2)	(2)
Settlement loss on Canadian pension plan termination	—	(14.1)	—	(2)
Settlement loss on Ireland pension plan termination	3.7	—	—	(2)
Settlement losses on other plans	0.4	(1.1)	(0.7)	(2)
	9.1	(21.6)	(8.9)	Total before tax
	(1.7)	5.4	2.7	Tax (expense)/benefit
	$ 7.4	$ (16.2)	$ (6.2)	Net of tax
Total reclassifications for the period	$ 14.1	$ (19.9)	$ (7.3)	Net of tax

Amounts in parentheses indicate debits to Consolidated Statements of Earnings.

(1) The Company adopted ASU 2017-12, Targeted Improvements to Accounting for Hedging Activities in fiscal 2019 as discussed in Note 2, Summary of Significant Accounting Policies. The fiscal 2019 impact is recorded in Cost of products sold and fiscal 2018 and 2017 is recorded in Other items, net.

(2) These AOCI components are included in the computation of net periodic benefit cost (see Note 13, Pension Plans, for further details) and recorded in Other items, net.

(Dollars in millions, except per share)

(20) Supplemental Financial Statement Information

The components of certain income statement accounts are as follows:

	For the Years Ended September 30,		
Other items, net	**2019**	**2018**	**2017**
Interest income	$ (7.7)	$ (1.4)	$ (2.0)
Interest income on restricted cash (1)	(5.8)	(5.2)	—
Foreign currency exchange loss	5.2	8.1	4.7
Pension benefit other than service costs (2)	(2.3)	(6.3)	(11.7)
Settlement loss on pension plan terminations (2)	3.7	14.1	—
Acquisition foreign currency gains (1)	(13.6)	(15.2)	—
Settlement of acquired business hedging contracts (1)	1.5	—	—
Loss on sale of promotional business	—	—	3.3
Transition services agreement income (1)	(1.4)	—	—
Other	6.1	(0.7)	0.7
Total Other items, net	$ (14.3)	$ (6.6)	$ (5.0)

(1) See Note 5, Acquisitions, for additional information on these items.
(2) See Note 13, Pension Plans, for additional information on this item.

The components of certain balance sheet accounts are as follows:

	September 30,	
Inventories	**2019**	**2018**
Raw materials and supplies	$ 70.5	$ 40.0
Work in process	103.7	86.5
Finished products	295.1	196.6
Total inventories	$ 469.3	$ 323.1
Other Current Assets		
Miscellaneous receivables	$ 16.5	$ 9.9
Due from Spectrum	7.6	—
Prepaid expenses	71.3	52.2
Value added tax collectible from customers	23.1	20.8
Other	58.6	12.6
Total other current assets	$ 177.1	$ 95.5
Property, plant and equipment		
Land	$ 9.6	$ 4.5
Buildings	119.9	110.8
Machinery and equipment	823.0	696.2
Capital leases	50.4	—
Construction in progress	25.8	12.1
Total gross property	1,028.7	823.6
Accumulated depreciation	(666.7)	(656.9)
Total property, plant and equipment, net	$ 362.0	$ 166.7

(Dollars in millions, except per share)

	September 30, 2019	September 30, 2018
Other Current Liabilities		
Accrued advertising, sales promotion and allowances	$ 11.8	$ 16.5
Accrued trade promotions	53.1	39.4
Accrued salaries, vacations and incentive compensation	59.2	48.8
Accrued interest expense	37.4	27.1
Due to Spectrum	2.6	—
Accrued acquisition and integration costs	7.9	—
Restructuring reserve	9.8	—
Income taxes payable	23.4	23.4
Other	128.4	115.8
Total other current liabilities	$ 333.6	$ 271.0
Other Liabilities		
Pensions and other retirement benefits	$ 109.0	$ 70.2
Deferred compensation	28.1	29.0
Mandatory transition tax	16.7	33.1
Other non-current liabilities	50.8	44.7
Total other liabilities	$ 204.6	$ 177.0

Allowance for Doubtful Accounts	For the Years Ended September 30, 2019	2018	2017
Balance at beginning of year	$ 4.0	$ 5.8	$ 6.9
Provision charged to expense, net of reversals	1.5	(0.8)	(0.7)
Write-offs, less recoveries, translation, other	(1.7)	(1.0)	(0.4)
Balance at end of year	$ 3.8	$ 4.0	$ 5.8

Income Tax Valuation Allowance	For the Years Ended September 30, 2019	2018	2017
Balance at beginning of year	$ 12.0	$ 19.3	$ 19.7
Provision charged to expense, net of reversals	0.7	(7.3)	1.3
Reversal of provision charged to expense	(0.4)	—	—
Translation, other	(0.4)	—	(1.7)
Balance at end of year	$ 11.9	$ 12.0	$ 19.3

The components of certain cash flow statement components are as follows:

Certain items from Operating Cash Flow Activities	For the Years Ended September 30, 2019	2018	2017
Interest paid	$ 170.3	$ 54.3	$ 51.0
Income taxes paid, net	43.3	46.2	40.2

(21) Related Party Transactions

On January 28, 2019, the Company completed the Auto Care Acquisition from Spectrum, which included stock consideration of 5.3 million shares of Energizer common stock. As of September 30, 2019, Spectrum owns 7.7% of the Company's outstanding common shares. Refer to Note 11 Shareholders' Equity for additional discussion on the common shares issued to Spectrum.

Following the completion of the Battery and Auto Care Acquisitions, the Company and Spectrum have entered into transition service agreements (TSA) and reverse TSA. Under the agreements, Energizer and Spectrum will provide each other certain specified back office support services on a transitional basis, including among other things, payroll and other human resource services, information systems as well as accounting support.

The charges for the transition services are generally intended to allow the providing company to fully recover the allocated direct costs of providing the services, plus all out-of-pocket costs and expenses, and including a nominal profit. Energizer anticipates that it will generally be in a position to complete the transition of most services on or before 12 months following the date of the acquisitions.

During the twelve months ended September 30, 2019, the Company paid $0.2 to Spectrum related to rent for office space at their Middleton, Wisconsin headquarters.

For the twelve months ended September 30, 2019, the Company incurred expense of $15.3 in SG&A and $1.0 in Cost of products sold. The Company also recorded income of $1.4 in Other items, net related to the reverse transaction services agreements provided for the twelve month period. Related to these agreements, the Company has a payable of $2.6 in Other current liabilities and a receivable of $7.6 in Other current assets to Spectrum as of September 30, 2019.

The Company also entered into a supply agreement with Spectrum, ancillary to the Auto Care Acquisition that became effective upon the consummation of the acquisition. The supply agreement resulted in expense to the Company of $9.8 for the twelve months ended September 30, 2019 and $0.1 in Accounts payable at September 30, 2019 related to these purchases.

In discontinued operations, the Company recorded income of $11.8 for reverse TSA, and recorded expense of $1.3 for the twelve months ended September 30, 2019. In addition, there was a payable due to Spectrum of $22.5 recorded in Liabilities held for sale and a receivable from Spectrum of $8.9 recorded in Assets held for sale at September 30, 2019.

(22) Segments

Operations for Energizer are managed via two major geographic reportable segments: Americas and International. Segment performance is evaluated based on segment operating profit, exclusive of general corporate expenses, share-based compensation costs, costs associated with spin and restructuring initiatives, acquisition and integration activities, amortization costs, business realignment activities, research & development costs, gains on sale of real estate, settlement loss on pension plan termination, and other items determined to be corporate in nature. Financial items, such as interest income and expense, are managed on a global basis at the corporate level. The exclusion of substantially all acquisition, integration, restructuring and realignment costs from segment results reflects management’s view on how it evaluates segment performance.

Energizer’s operating model includes a combination of standalone and shared business functions between the geographic segments, varying by country and region of the world. Shared functions include IT and finance shared service costs. Energizer applies a fully allocated cost basis, in which shared business functions are allocated between segments. Such allocations are estimates, and do not represent the costs of such services if performed on a standalone basis.

(Dollars in millions, except per share)

	For the Years Ended September 30,		
Net Sales	**2019**	**2018**	**2017**
Americas	$ 1,734.8	$ 1,135.6	$ 1,111.8
International	759.7	662.1	643.9
Total net sales	$ 2,494.5	$ 1,797.7	$ 1,755.7
Segment Profit			
Americas	456.6	326.1	310.0
International	174.9	149.6	143.0
Total segment profit	$ 631.5	$ 475.7	$ 453.0
General corporate and other expenses (1)	(111.5)	(97.3)	(92.5)
Global marketing expenses (2)	(18.2)	(19.0)	(21.5)
Research and development expense (3)	(31.7)	(22.4)	(22.0)
Amortization of intangible assets	(43.2)	(11.5)	(11.2)
Acquisition and integration costs (4)	(188.4)	(84.6)	(8.4)
Spin restructuring	—	—	3.8
Settlement loss on pension plan termination (5)	(3.7)	(14.1)	—
Gain on sale of real estate	—	4.6	16.9
Interest expense (6)	(160.4)	(56.5)	(53.1)
Other items, net (7)	(1.3)	0.3	8.3
Total earnings before income taxes	$ 73.1	$ 175.2	$ 273.3

(1) Of this amount, $2.3 was recorded in Cost of products sold and the remainder was recorded in SG&A in the Consolidated Statement of Earnings and Comprehensive Income.
(2) The twelve months ended September 30, 2019 includes $6.3 recorded in SG&A and $11.9 recorded in A&P. The twelve months ended September 30, 2018 includes $4.9 recorded in SG&A and $14.1 recorded in A&P. The twelve months ended September 30, 2017 includes $8.4 recorded in SG&A and $13.1 recorded in A&P.
(3) R&D expense for the twelve months ended September 30, 2019 on the Consolidated Statement of Earnings and Comprehensive Income includes $1.1 which has been reclassified to Acquisition and integration costs for purposes of the reconciliation above.
(4) Acquisition and integration costs were included in the following lines in the Consolidated Statement of Earnings and Comprehensive Income:

	For the Years Ended September 30,		
Acquisition and Integration Costs	**2019**	**2018**	**2017**
Inventory step up (COGS)	$ 36.2	$ 0.2	$ —
Cost of products sold	22.5	—	1.1
SG&A	82.3	62.9	4.0
Research and development	1.1	—	—
Interest expense	65.6	41.9	—
Other items, net	(19.3)	(20.4)	3.3
Total Acquisition and Integration Costs	$ 188.4	$ 84.6	$ 8.4

(5) Included in Other items, net in the Consolidated Statements of Earnings and Comprehensive Income.
(6) The amount for the twelve months ended September 30, 2019 and 2018 on the Consolidated Statements of Earnings and Comprehensive Income included $65.6 and $41.9 of expense, respectively, which has been reclassified to Acquisition and integration costs from Interest expense for purposes of the reconciliation above.
(7) The amount for the twelve months ended September 30, 2019, 2018 and 2017 on the Consolidated Statements of Earnings and Comprehensive Income included a gain of $19.3, $20.4 and expense of $3.3, respectively, which has been reclassified to Acquisition and integration costs from Other items, net and the Settlement loss on pension plan terminations for the twelve months ended September 30, 2019 and 2018 of $3.7 and $14.1, respectively, that have been reclassified out of Other items, net for purposes of the above reconciliation.

(Dollars in millions, except per share)

Corporate assets shown in the following table include all financial instruments, pension assets and tax asset balances that are managed outside of operating segments. In addition, the Assets held for sale as of September 30, 2019 and the Restricted cash held at September 30, 2018 for the Battery acquisition are assets utilized outside of the operating segments.

	September 30,	
Total Assets	**2019**	**2018**
Americas	$ 991.9	$ 504.2
International	621.0	851.5
Total segment assets	$ 1,612.9	$ 1,355.7
Corporate	81.3	100.1
Restricted cash	—	1,246.2
Assets held for sale	791.7	—
Goodwill and other intangible assets, net	2,963.7	476.8
Total assets	$ 5,449.6	$ 3,178.8

	September 30,	
Long-Lived Assets	**2019**	**2018**
United States	$ 275.6	$ 123.0
Singapore	67.3	69.9
United Kingdom	46.7	50.1
Other International	59.5	41.6
Total long-lived assets excluding restricted cash, goodwill and intangibles	$ 449.1	$ 284.6

Capital expenditures and depreciation and amortization by segment for the years ended September 30 are as follows:

	For the Years Ended September 30,		
Capital Expenditures	**2019**	**2018**	**2017**
Americas	$ 42.7	$ 16.2	$ 17.4
International	12.4	8.0	7.8
Total segment capital expenditures	$ 55.1	$ 24.2	$ 25.2
Depreciation and Amortization			
Americas	$ 34.6	$ 21.2	$ 23.1
International	15.0	12.4	15.9
Total segment depreciation and amortization	49.6	33.6	39.0
Corporate	43.2	11.5	11.2
Total depreciation and amortization	$ 92.8	$ 45.1	$ 50.2

Geographic segment information for the years ended September 30 are as follows:

	For the Years Ended September 30,		
Net Sales to Customers	**2019**	**2018**	**2017**
United States	$ 1,435.8	$ 935.8	$ 923.0
International	1,058.7	861.9	832.7
Total net sales	$ 2,494.5	$ 1,797.7	$ 1,755.7

(Dollars in millions, except per share)

(23) Quarterly Financial Information - (Unaudited)

The results of any single quarter are not necessarily indicative of the Company's results for the full year. Net earnings of the Company are impacted in the first quarter by the additional battery product sales volume associated with the December holiday season. The Battery and Auto Care Acquisition occurred on January 2 and January 28, 2019, respectively, and those results are only included in the quarters post close. Per share data is computed independently for each of the periods presented. As a result, the sum of the amounts for the quarter may not equal the total for the year.

Fiscal 2019	**First**	**Second**	**Third**	**Fourth**
Net sales	$ 571.9	$ 556.4	$ 647.2	$ 719.0
Gross profit	275.5	194.2	246.3	287.8
Net earnings/(loss) from continuing operations	70.8	(62.3)	9.2	47.0
Net earnings per common share - continuing operations:				
Basic	$ 1.19	$ (0.97)	$ 0.07	$ 0.62
Diluted	$ 1.16	$ (0.97)	$ 0.07	$ 0.62
Items decreasing/(increasing) net earnings:				
Acquisition and integration costs	36.5	95.4	28.0	28.5
Settlement loss on Ireland pension plan termination	—	—	—	3.7
One-time impact of the new U.S. Tax Legislation	1.5	—	(0.8)	(1.1)

Fiscal 2018	**First**	**Second**	**Third**	**Fourth**
Net sales	$ 573.3	$ 374.4	$ 392.8	$ 457.2
Gross profit	278.3	168.5	176.1	208.0
Net earnings from continuing operations	60.4	7.8	23.8	1.5
Net earnings per common share - continuing operations:				
Basic	$ 1.00	$ 0.13	$ 0.40	$ 0.03
Diluted	$ 0.98	$ 0.13	$ 0.39	$ 0.02
Items decreasing/(increasing) net earnings:				
Acquisition and integration costs	4.1	14.1	13	30.4
Acquisition withholding tax	—	5.5	0.5	—
Gain on sale of real estate	—	—	(3.5)	—
Settlement loss on Canadian pension plan termination	—	—	—	10.4
One-time impact of the new U.S. Tax Legislation	31	0.2	(0.6)	8.5

Item 9. ***Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.***

Not applicable.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), evaluated the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, (the Exchange Act) as of September 30, 2019. Based on that evaluation, our CEO and CFO concluded that, as of that date, our disclosure controls and procedures were effective in providing reasonable assurance that information required to be disclosed in reports that we file or submit is recorded, processed, summarized and reported accurately and within the time periods specified, and that such information is accumulated and communicated to the Company's management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosures.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate control over financial reporting, as defined under Exchange Act rules 13a-15(f) and 15d-15(f). Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Under the supervision and with the participation of our management, including our CEO and CFO, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management determined that our internal control over financial reporting was effective as of September 30, 2019.

The Company's management has excluded the Battery Acquisition, including the Divestment Business, and the Auto Care Acquisition from its assessment of internal control over financial reporting as of September 30, 2019, because these entities were acquired by the Company on January 2, 2019 and January 28, 2019, respectively. The assets excluded from our assessment for the Battery Acquisition and the Auto Care Acquisition represent 11.6% and 3.4% of consolidated assets, respectively, as of September 30, 2019. The Battery Acquisition's and Auto Care Acquisition's net sales represent 13.6% and 12.7% of consolidated net sales, respectively, for the year ended September 30, 2019.

The effectiveness of our internal control over financial reporting as of September 30, 2019 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. ***Other Information***

Not applicable.

Part III.

Item 10. ***Directors, Executive Officers and Corporate Governance.***

The information required by this item, appearing under the Section captioned “Executive Officers of the Registrant” in Item 4A, Part I of this Annual Report on Form 10-K, and the information which will be in our Proxy Statement under the captions “Board of Directors - Information about Nominees" and "Corporate Governance,” is hereby incorporated by reference.

The information required by this item with respect to Section 16(a) beneficial ownership reporting compliance will be set forth in our Proxy Statement under the caption “Section 16(a) Beneficial Ownership Reporting Compliance” and is incorporated herein by reference.

The Company has adopted business practices and standards of conduct that are applicable to all employees, including its Chief Executive Officer, Executive Vice President and Chief Financial Officer, and Controller. The Company has also adopted a code of conduct applicable to the Board of Directors. The codes have been posted on the Company's website at www.energizerholdings.com under “Investors – Corporate Governance.” In the event that an amendment to, or a waiver from, a provision of one of the codes of ethics occurs and it is determined that such amendment or waiver is subject to the disclosure provisions of Item 5.05 of Form 8-K, the Company intends to satisfy such disclosure by posting such information on its website for at least a 12-month period.

Item 11. ***Executive Compensation.***

The information required by this item, which will be in our Proxy Statement under the captions “Board of Directors – Director Compensation”, “Executive Compensation,” “Corporate Governance - Committee Composition - Committee Interlocks and Insider Participation” and “Human Capital Committee Report,” is hereby incorporated by reference. The information contained in “Executive Compensation - Human Capital Committee Report” shall not be deemed to be “filed” with the SEC or subject to the liabilities of the Exchange Act, except to the extent that the Company specifically incorporates such information into a document filed under the Securities Act or the Exchange Act.

Item 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.***

The information required by this item, which will be in our Proxy Statement under the captions “Stock Ownership Information,” and “Equity Compensation Plan Information” is hereby incorporated by reference.

Item 13. ***Certain Relationships and Related Transactions, and Director Independence.***

The information required by this item, which will be in our Proxy Statement under the captions “The Board of Directors and Energizer’s Corporate Governance – Corporate Governance, Risk Oversight and Director Independence – Director Independence” and “Additional Information – Certain Relationships and Related Transactions,” is hereby incorporated by reference.

Item 14. ***Principal Accounting Fees and Services.***

The information required by this item, which will be in our Proxy Statement under the caption “Audit Committee Matters,” is hereby incorporated by reference.

PART IV

Item 15. ***Exhibits and Financial Statement Schedules***

Documents filed with this report:

1. Financial statements included as part of this document as Item 8:

- Report of Independent Registered Public Accounting Firm.
- Consolidated Statements of Earnings and Comprehensive Income -- for years ended September 30, 2019, 2018, and 2017.
- Consolidated Balance Sheets -- at September 30, 2019 and 2018.
- Consolidated Statements of Cash Flows -- for years ended September 30, 2019, 2018 and 2017.
- Consolidated Statements of Shareholders' Equity/(Deficit) -- at September 30, 2019, 2018 and 2017.
- Notes to Consolidated Financial Statements.

Financial statements of the Registrant's 50% or less owned companies have been omitted because, in the aggregate, they are not significant.

2. Financial Statement Schedules.

Schedules not included have been omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

3. Exhibits Required by Item 601 of Regulation S-K. Pursuant to the Instructions to Exhibits, certain instruments defining the rights of holders of long-term debt securities of the Company and its consolidated subsidiaries are not filed because the total amount of securities authorized under any such instrument does not exceed 10 percent of the total assets of the Company and its subsidiaries on a consolidated basis. A copy of such instrument will be furnished to the Securities and Exchange Commission upon request.

Exhibit No.	Exhibit Description
2.1**†	Separation and Distribution Agreement by and between Energizer Holdings, Inc. (f/k/a Energizer SpinCo, Inc.) and Edgewell Personal Care Company (f/k/a Energizer Holdings, Inc.) dated as of June 25, 2015 (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed June 29, 2015).
2.2**	Tax Matters Agreement by and between Energizer Holdings, Inc. (f/k/a Energizer SpinCo, Inc.) and Edgewell Personal Care Company (f/k/a Energizer Holdings, Inc.) dated as of June 26, 2015 (incorporated by reference to Exhibit 2.2 to the Company's Current Report on Form 8-K filed June 29, 2015).
2.3**	Employee Matters Agreement by and between Energizer Holdings, Inc. (f/k/a Energizer SpinCo, Inc.) and Edgewell Personal Care Company (f/k/a Energizer Holdings, Inc.) dated as of June 25, 2015 (incorporated by reference to Exhibit 2.3 to the Company's Current Report on Form 8-K filed June 29, 2015).
2.4**	Transition Services Agreement by and between Energizer Holdings, Inc. (f/k/a Energizer SpinCo, Inc.) and Edgewell Personal Care Company (f/k/a Energizer Holdings, Inc.) dated as of June 25, 2015 (incorporated by reference to Exhibit 2.4 to the Company's Current Report on Form 8-K filed June 29, 2015).
2.5	Contribution Agreement by and between the Company and Edgewell Personal Care Company (f/k/a Energizer Holdings, Inc.) dated June 30, 2015 (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed June 30, 2015).
2.6**†	Agreement and Plan of Merger, dated as of May 24, 2016, by and among the Company, Energizer Reliance, Inc., Trivest Partners V, L.P., and HandStands Holding Corporation (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed May 27, 2016).

2.7**†	Acquisition Agreement, dated as of January 15, 2018, by and among the Company and Spectrum Brands Holdings, Inc. (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed January 16, 2018).
2.8**†	Amended and Restated Acquisition Agreement, dated as of November 15, 2018, by and between Energizer Holdings, Inc. and Spectrum Brands Holdings, Inc. (Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed November 15, 2018.)
2.9**†	Acquisition Agreement, dated as of November 15, 2018, by and between Energizer Holdings, Inc. and Spectrum Brands Holdings, Inc. (Incorporated by reference to Exhibit 2.2 to the Company's Current Report on Form 8-K filed November 15, 2018.)
2.10**†	Acquisition Agreement, dated May 29, 2019, between the Company and Varta Aktiengesellschaft (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed May 29, 2019).
3.1	Third Amended and Restated Articles of Incorporation of Energizer Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed January 29, 2018).
3.2	Third Amended and Restated Bylaws of Energizer Holdings, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed January 29, 2018).
3.3	Certificate of Designations of the 7.50% Series A Mandatory Convertible Preferred Stock of Energizer Holdings, Inc., filed with the Secretary of State of the State of Missouri and effective January 17, 2019 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed January 18, 2019).
4.1	Indenture, dated June 1, 2015, by and among Energizer Holdings, Inc. (f/k/a Energizer SpinCo, Inc.), the Guarantors (as defined therein) and The Bank Of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed June 2, 2015).
4.2	Form of 5.500% Senior Notes due 2025 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on form 8-K filed June 2, 2015).
4.3	Indenture, dated July 16, 2018, by and among Energizer Gamma Acquisition, Inc., the Guarantors party thereto from time to time and the Bank of New York Mellon Trust Company, N.A., as Trustee (incorporated by reference to Exhibit 4.1 to the Company's current report on Form 8-K filed July 9, 2018).
4.4	Form of 6.375% Senior Notes due 2026 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed July 9, 2018).
4.5	Indenture, dated July 6, 2018, by and among Energizer Gamma Acquisition B.V., the Guarantors party thereto from time to time and The Bank Of New York Mellon Trust Company, N.A., as Trustee and Registrar, the Bank of New York Mellon, London Branch, as Paying Agent (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed July 9, 2018).
4.6	Form of 4.625% Senior Notes due 2026 (incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed July 9, 2018).
4.7	Supplemental Indenture dated January 2, 2019, by and among Energizer Holdings, Inc. as successor by merger to Energizer Gamma Acquisition, Inc., the Guarantors party thereto from time to time and The Bank Of New York Mellon Trust Company, N.A., as Trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed January 2, 2019).

4.8	Supplemental Indenture dated January 2, 2019, by and between Energizer Gamma Acquisition B.V., the Guarantors party thereto from time to time and The Bank Of New York Mellon Trust Company, N.A., as Trustee and Registrar, the Bank of New York Mellon, London Branch, as Paying Agent (incorporated by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed January 2, 2019).
4.9	Form of Certificate for the 7.50% Series A Mandatory Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed January 18, 2019).
4.10	Indenture, dated January 28, 2019, by and among Energizer Holdings, Inc., the Guarantors party thereto from time to time and The Bank of New York Mellon Trust Company, N.A., as Trustee. (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed January 28, 2019).
4.11	Form of 7.750% Senior Notes due 2027 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed January 28, 2019).
4.12	Supplemental Indenture dated January 28, 2019 to the Indenture dated January 28, 2019, by and among Energizer Holdings, Inc., the Guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as Trustee (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed January 28, 2019).
4.13	Supplemental Indenture dated January 28, 2019 to the Indenture dated July 6, 2018, by and among Energizer Holdings, Inc., as successor by merger to Energizer Gamma Acquisition, Inc., the Guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as Trustee (incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed January 28, 2019).
4.14	Supplemental Indenture dated January 28, 2019 to the Indenture dated July 6, 2018, by and between Energizer Gamma Acquisition B.V., the Guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as Trustee (incorporated by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed January 28, 2019).
4.15	Supplemental Indenture dated January 28, 2019 to the Indenture dated June 1, 2015, by and among Energizer Holdings, Inc., the Guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as Trustee (incorporated by reference to Exhibit 4.6 to the Company's Current Report on Form 8-K filed January 28, 2019).
4.16*	Description of Securities
10.1***	Energizer Holdings, Inc. Equity Incentive Plan (incorporated by reference to Exhibit 10.4 to Amendment No. 3 to the Company's Registration Statement on Form 10 filed on May 27, 2015).
10.2***	First Amendment to the Energizer Holdings, Inc. Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed November 18, 2015).
10.3	Credit Agreement dated June 30, 2015 by and among Energizer Holdings, Inc. (f/k/a Energizer SpinCo, Inc.), each lender from time to time party thereto, and JPMorgan Chase Bank, N.A., as administrative agent (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed June 30, 2015).
10.4	Incremental Term Loan Amendment No. 1, dated as of May 24, 2016, by and among the Company, the Loan Parties party thereto, JPMorgan Chase Bank, N.A., Citigroup Global Markets, Inc., and Citibank, N.A. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 27, 2016).
10.5	Amendment No. 2 to the Credit Agreement, dated as of July 8, 2016, by and among the Company, the Subsidiary Guarantors party thereto, the financial institutions party thereto, J.P. Morgan Securities LLC and JPMorgan Chase Bank, N.A. (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed August 3, 2018).

10.6	Amendment No. 3 to Credit Agreement, dated as of June 21, 2018, by and among Energizer Holdings, Inc., JPMorgan Chase Bank, N.A., as administrative agent, and the lenders party thereto (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 22, 2018).
10.7	Refinancing Amendment No. 1 to the Credit Agreement, dated as of March 16, 2017, by and among the Company, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 20, 2017).
10.8	Amended and Restated Commitment Letter, dated February 7, 2018, by and among Energizer Holdings, Inc., Barclays Bank PLC, JPMorgan Chase Bank, N.A., Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., The Bank of Tokyo-Mitsubishi UFJ, Ltd., Standard Chartered Bank, Toronto-Dominion Bank, New York Branch, and TD Bank, N.A. (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed May 2, 2018).
10.9	Commitment Letter, dated July 6, 2018, by and between Energizer Holdings, Inc. and Energizer Gamma Acquisition, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed July 9, 2018).
10.10	Commitment Letter, dated July 6, 2018, by and between Energizer Holdings, Inc. and Energizer Gamma Acquisition B.V. (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed July 9, 2018).
10.11	Commitment Letter, dated as of November 15, 2018, by and among Energizer Holdings, Inc., Barclays Bank PLC, Citigroup Global Markets Inc., Citibank, N.A., Citicorp USA, Inc. Citicorp North America, Inc. and/or any of their affiliates, and JPMorgan Chase Bank, N.A. (Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed November 15, 2018.)
10.12	Trademark License Agreement by and between Edgewell Personal Care Company (f/k/a Energizer Holdings, Inc.) and Energizer Brands, LLC dated June 25, 2015 (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed June 29, 2015).
10.13	Trademark License Agreement by and between Edgewell Personal Care Company (f/k/a Energizer Holdings, Inc.) and Wilkinson Sword Gmbh, as licensors, and Energizer Holdings, Inc. (f/k/a Energizer SpinCo, Inc.) dated June 25, 2015 (incorporated by reference to Exhibit 10.2 to the Company’s Current Report on Form 8-K filed June 29, 2015).
10.14	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.3 to Amendment No. 2 to the Company’s Registration Statement on Form 10 filed on May 11, 2015).
10.15***	Energizer Holdings, Inc. Executive Officer Bonus Plan and performance criteria thereunder (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed July 8, 2015).
10.16***	First Amendment to the Energizer Holdings, Inc. Executive Officer Bonus Plan (incorporated by reference to Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q filed August 2, 2017).
10.17***	Form of Restricted Stock Equivalent Agreement for awards granted in July 2015 under the Energizer Holdings, Inc. 2015 Equity Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company’s Current Report on Form 8-K filed July 8, 2015).
10.18***	Form of Change of Control Employment Agreement with certain officers (incorporated by reference to Exhibit 10.4 to the Company’s Current Report on form 8-K filed July 8, 2015).
10.19***	Energizer Holdings, Inc. Executive Severance Plan (incorporated by reference to Exhibit 10.5 to the Company’s Current Report on Form 8-K filed July 8, 2015).

10.20***	Energizer Holdings, Inc. Deferred Compensation Plan (incorporated by reference to Exhibit 10.6 to the Company’s Current Report on Form 8-K filed July 8, 2015).
10.21***	First Amendment to the Energizer Holdings, Inc. Deferred Compensation Plan (incorporated by reference to Exhibit 10.4 to the Company’s Quarterly Report on form 10-Q filed August 1, 2018).
10.22***	Energizer Holdings, Inc. Executive Savings Investment Plan (incorporated by reference to Exhibit 10.7 to the Company’s Current Report on Form 8-K filed July 8, 2015).
10.23***	First Amendment to the Energizer Holdings, Inc. Executive Savings Investment Plan. (incorporated by reference to Exhibit 10.16 to the Company’s Current Report on Form 10-K filed November 14, 2017).
10.24***	Second Amendment to the Energizer Holdings, Inc. Executive Savings Investment Plan (incorporated by reference to Exhibit 10.17 to the Company’s Annual Report on Form 10-K filed November 14, 2017).
10.25***	Third Amendment to the Energizer Holdings, Inc. Executive Savings Investment Plan (incorporated by reference to Exhibit 10.24 to the Company’s Current Report on form 10-K filed November 16, 2018).
10.26***	Form of Amended and Restated Director Restricted Stock Equivalent Agreement under the Energizer Holdings, Inc. 2015 Equity Incentive Plan (incorporated by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K filed November 20, 2015).
10.27***	Form of Performance Restricted Stock Equivalent Award Agreement under the Energizer Holdings, Inc. 2015 Equity Incentive Plan (incorporated by reference to Exhibit 10.16 to the Company's Annual Report on Form 10-K filed November 15, 2016).
10.28***	Form of Performance Restricted Stock Equivalent Award Agreement for 2018 under the Energizer Holdings, Inc. 2015 Equity Incentive Plan (incorporated by reference to Exhibit 10.27 to the Company’s Current Report on form 10-K filed November 16, 2018).
10.29***	Form of Restricted Stock Equivalent Award Agreement under the Energizer Holdings, Inc. 2015 Equity Incentive Plan (incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K filed November 15, 2016).
10.30***	Form of Restricted Stock Equivalent Award Agreement for Directors under the Energizer Holdings, Inc. 2015 Equity Incentive Plan (incorporated by reference to Exhibit 10.18 to the Company's Annual Report on Form 10-K filed November 15, 2016).
10.31***	Transitional Retirement Agreement, dated November 11, 2019, between Energizer Brands, LLC and Emily K. Boss (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed November 12, 2019).
10.32	Credit Agreement, dated as of December 17, 2018, by and among Energizer Holdings, Inc., each lender from time to time party thereto, and JPMorgan Chase Bank, N.A., as administrative agent, (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed December 17, 2018).
10.33	Amendment No. 1 to Credit Agreement, dated as of June 10, 2019, by and among Energizer Holdings, Inc., JPMorgan Chase Bank, N.A., as administrative agent, and the lenders party thereto (incorporated by reference to Exhibit 10.1 to the Company’s Quarterly Report filed August 7, 2019).
10.34	Shareholder Agreement dated January 28, 2019, by and between Energizer Holdings, Inc. and Spectrum Brands Holdings, Inc. and a joinder thereto (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed January 28, 2019).

21*	List of subsidiaries.
23*	Consent of Independent Registered Public Accounting Firm.
31.1*	Certification of periodic financial report by the Chief Executive Officer of Energizer Holdings, Inc. pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of periodic financial report by the Chief Financial Officer of Energizer Holdings, Inc. pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of periodic financial report pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002, by the Chief Executive Officer of Energizer Holdings, Inc.
32.2*	Certification of periodic financial report pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002, by the Chief Financial Officer of Energizer Holdings, Inc.
101.INS*	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interacted Data File (Formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

** The Company undertakes to furnish supplementally a copy of any omitted schedule or exhibit to such agreement to the Securities and Exchange Commission.

*** Denotes a management contract or compensatory plan or arrangement.

† These exhibits referenced herewith were filed to provide investors with information regarding their terms. They are not intended to provide any other factual information about the Company, the counterparties or the related businesses contemplated thereby. In particular, the assertions embodied in the representations and warranties in the agreements were made as of a specified date, are modified or qualified by information in a confidential disclosure letter prepared in connection with the execution and delivery of the agreements, may be subject to a contractual standard of materiality different from what might be viewed as material to shareholders, or may have been used for the purpose of allocating risk between the parties. Accordingly, the representations and warranties in the agreements are not necessarily characterizations of the actual state of facts about the Company, the counterparty(ies), or the related business contemplated thereby at the time they were made or otherwise and should only be read in conjunction with the other information that the Company makes publicly available in reports, statements and other documents filed with the SEC.

Item 16. *Form 10-K Summary*

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ENERGIZER HOLDINGS, INC.

By /s/ Alan R. Hoskins
Alan R. Hoskins
Chief Executive Officer

Date: November 19, 2019

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and as of the date indicated.

Signature	Title
/s/ Alan R. Hoskins Alan R. Hoskins (principal executive officer)	Chief Executive Officer and Director
/s/ Timothy W. Gorman Timothy W. Gorman (principal financial officer)	Executive Vice President and Chief Financial Officer
/s/ John J. Drabik John J. Drabik (principal accounting officer)	Senior Vice President, Corporate Controller
/s/ Patrick J. Moore J. Patrick Moore	Independent Chairman of the Board of Directors
/s/ Bill G. Armstrong Bill G. Armstrong	Director
/s/ Cynthia J. Brinkley Cynthia J. Brinkley	Director
/s/ Kevin J. Hunt Kevin J. Hunt	Director
/s/ James C. Johnson James C. Johnson	Director
/s/ John E. Klein John E. Klein	Director
/s/ W. Patrick McGinnis W. Patrick McGinnis	Director
/s/ J. Patrick Mulcahy J. Patrick Mulcahy	Director
/s/ Nneka Rimmer Nneka Rimmer	Director
/s/ Robert V. Vitale Robert V. Vitale	Director

Date: November 19, 2019

Energizer Holdings, Inc.

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