Energizer Holdings, Inc.

2020 Proxy Statement and 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 products company in Batteries, Lights, and Auto Care

CULTURE

We have a passion for winning...

As one team we learn together, care about each other, and do the right thing to deliver results

FINANCIAL OBJECTIVES

Maximize Free Cash Flow

Solid Financial Foundation

Create Long-term Value

BUSINESS STRATEGIES

Lead with Innovation

Operate with Excellence

Drive Productivity

December 21, 2020

To our Fellow Shareholders

In 2020, we faced unprecedented business and societal challenges, and our Company and the Board of Directors confronted them, including the risks presented by the COVID-19 pandemic. Throughout the year, the Board and executive leadership of Energizer collaborated closely to ensure the Company met its commitments to a broad range of stakeholders, including our colleagues, customers, the communities we operate in, suppliers, and of course our shareholders.

During the COVID-19 pandemic, my role as Independent Chairman was critical in facilitating appropriate board oversight of risks to our business. Alan Hoskins and I have been meeting frequently to ensure timely updates to and input from the Board.

We recently announced Alan's planned retirement as Chief Executive Officer. The Company has benefited from Alan's leadership and vision in innumerable ways over his 38-year tenure, and we are grateful for his contributions and insights. Our Board engaged in a very rigorous CEO succession process, culminating with our announcement in November of the appointment of Mark LaVigne, our President and Chief Operating Officer, to succeed Alan as CEO, effective as of January 1, 2021.

The Board of Directors, upon recommendation of the Nominating and Governance Committee, has also nominated Mark for election to the Board. This year's Board nominees represent a wide range of backgrounds and expertise. We believe our diversity of experiences, perspectives, and skills contributes to the Board's effectiveness in managing risk and providing guidance that positions Energizer for long-term success in a dynamically changing business environment.

On behalf of the independent directors, thank you for your continued confidence and support. We look forward to engaging with you at our annual meeting on February 1, 2021, which we will hold in a virtual format only, in support of the health and well-being of our shareholders.

Sincerely,

Patrick J. Moore
Independent Chairman

The past year has been a challenging one that no one could have predicted. However, our principles of ensuring colleague health and safety and preserving business continuity guided us well in our decision-making throughout the pandemic. We could not be prouder of our Energizer colleagues, who have been working tirelessly throughout this crisis.

We implemented many measures to protect the health and safety of those colleagues who were required to work on site. We had colleagues who could perform their responsibilities remotely work from home, modified work schedules, established alternating shifts, implemented health measures such as mandatory mask usage, improved site cleaning and segregated the workplace into logical work areas to limit physical interaction. Management regularly kept the Board apprised of our colleagues' safety and developments across our global operations, which allowed us to react to market and legislative changes that occurred due to the pandemic. As a result of the Company's continuous focus on health and safety and our colleagues' commitment, we have had minimal disruption to the business caused by colleague illness.

Thanks to our disciplined cash management and our performance during the year, we chose not to furlough any colleagues as a result of the pandemic. We sought to empower our colleagues with regular, clear, and transparent communication from senior leadership offering guidance on our global policies while adapting to the guidance of local government and health authorities in the communities where our colleagues work and live. We were very focused on maintaining colleague morale and retaining key colleagues and believe that doing so was the best way to weather the uncertain environment without jeopardizing the Company's long-term success.

Amidst the challenges, fiscal 2020 offered another year of organic growth, and Energizer delivered strong results for our shareholders, including a return of $147 million in the form of share repurchases and dividends.

It has been an honor to serve as CEO over the last five years. I am proud of what we, as a team, have accomplished for our shareholders, as well as for our colleagues, customers and consumers, during my tenure as CEO. Thank you for your continued support and investment in Energizer.

Sincerely,

Alan R. Hoskins
Chief Executive Officer

NOTICE OF 2021 ANNUAL SHAREHOLDERS' MEETING

DATE
Monday, February 1, 2021

TIME
8 am, Central Time

HOW TO ATTEND
To support the health and well-being of our colleagues and shareholders, the 2021 Annual Shareholders' Meeting will be virtual and held online via live audio webcast at www.virtualshareholdermeeting.com/ENR2021. Please see pages 56 – 57 for additional information regarding accessing the meeting.

RECORD DATE
December 4, 2020

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON FEBRUARY 1, 2021
Our Proxy Statement and 2020 Annual Report to shareholders are available at http://investors.energizerholdings.com. We commenced mailing and are making available this Proxy Statement on December 21, 2020.

YOUR VOTE IS IMPORTANT

To make sure your shares are represented, please cast your vote as soon as possible in one of the following ways:

INTERNET
Vote online at www.proxyvote.com

TELEPHONE
Vote by phone by calling (800) 690-6903

MAIL
If you have received a printed version of these proxy materials, you may vote by mail.

AT THE MEETING
Attend the annual meeting virtually.
See page 56 for additional details on how to attend.

ITEMS OF BUSINESS

1. Election of the 11 director nominees named in this Proxy Statement
2. Ratification of selection of our independent registered public accounting firm for fiscal 2021
3. Non-binding, advisory vote to approve executive compensation of our named executive officers

The Board recommends that you vote "FOR" each director nominee included in Proposal 1 and "FOR" each of the other proposals. The full text of these proposals is set forth in the accompanying proxy statement.

We recommend that you review the information on the process for, and deadlines applicable to, voting, attending the meeting and appointing a proxy under "Voting Procedures" on page 56 of the proxy statement.

By order of the Board of Directors,

Hannah H. Kim

HANNAH H. KIM
Chief Legal Officer and Corporate Secretary
December 21, 2020

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 and direction today and into the future

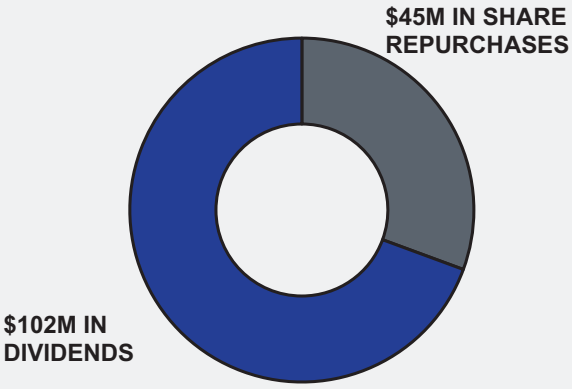
Leading with Innovation is Key to Success

Effectively Executing Category Fundamentals with Excellence

Continuous Improvements Drive Productivity Gains

FISCAL 2020 FINANCIAL AND OPERATIONAL HIGHLIGHTS

$147M RETURNED TO SHAREHOLDERS



$2.7B IN NET SALES
+10% in FY2020

$51M IN SYNERGIES

17.6% IN SG&A
↓3.1% in FY2020
16.2% IN ADJ. SG&A*
↓1.2% in FY2020

$147.1M INVESTED IN A&P
+$19.8M in FY2020

DURING THE 4TH QUARTER, REFINANCED $1.35B OF SENIOR NOTES RESULTING IN ANNUAL INTEREST SAVINGS OF $17.5M

*See "*Reconciliation of Non-GAAP Financial Measures*" in Appendix A.

Fiscal 2020 was an important year in transforming Energizer into a diversified household products leader in the battery, lights and auto care categories. We achieved our fifth consecutive year of organic growth while making tremendous progress integrating the acquired battery and auto care businesses.

CORPORATE GOVERNANCE HIGHLIGHTS

Energizer has a history of strong corporate governance. We believe good governance is critical to achieving long-term shareholder value. We are committed to governance practices and policies that serve the long-term interests of the Company and its shareholders. The following table summarizes certain highlights of our corporate governance practices and policies:

ACCOUNTABILITY

- ✓ Annual election of directors
- ✓ Directors are elected by majority vote
- ✓ All directors attended more than 75% of Board and Committee meetings
- ✓ Limit on director membership on other public company boards

INDEPENDENCE AND COMPOSITION

- ✓ Independent Chairman appointed by independent directors
- ✓ 9 of our 11 director nominees are independent
- ✓ Executive sessions held by independent directors at each Board and Committee meeting
- ✓ Balance of new and experienced directors − 6 directors have tenures of more than 5 years and 5 directors have tenures of less than 5 years
- ✓ Average age of director nominees is 59

ETHICS AND COMPLIANCE

- ✓ Robust Code of Conduct and Supplier Code of Conduct

BEST PRACTICES

- ✓ Annual Board and Committee assessments, resulting in enhancements to Board and Committee composition and practices
- ✓ Robust CEO and senior management succession and development plans
- ✓ Dedication to Board refreshment and thoughtful director succession planning

ALIGNMENT WITH SHAREHOLDERS

- ✓ Meaningful stock ownership guidelines
- ✓ Prohibition of hedging, pledging or short sale transactions regarding Company stock

OVERSIGHT

- ✓ Board and each Committee is responsible for overseeing risk for the Company
- ✓ The full Board oversees corporate strategy
- ✓ Oversight of cybersecurity (Audit Committee), human capital management (Human Capital Committee), inclusion and diversity (Human Capital Committee), and environmental, social and governance (Nominating and Governance Committee)

BOARD DIVERSITY

Our director nominees possess broad expertise, skills, experience and perspectives that will facilitate the strong oversight and strategic direction required to govern the Company's business and strengthen and support senior management. As illustrated by the following chart, our director nominees include individuals with expertise in fields that align with the Company's business and long-term strategy and reflect a mixture of tenures that allows for both new perspectives and continuity.

Gender

27% women

Ethnicity

27% ethnically diverse

Skills and Experiences

Retail

Global

Consumer Goods

Human Capital Management

Risk

Strategy

Digital

Innovation

Operations

M&A

BOARD NOMINEES

	NAME	POSITION	AGE	TENURE	COMMITTEE MEMBERSHIP
	**Patrick J. Moore**	Independent Chairman, Energizer Holdings, Inc.	66	5 years	—
	**Carlos Abrams-Rivera**	U.S. Zone President, Kraft Heinz Company	53	1 year	Finance and Oversight; Nominating and Governance
	**Bill G. Armstrong**	Retired Executive Vice President and Chief Operating Officer, Cargill Animal Nutrition	72	5 years	Audit; Human Capital
	**Cynthia J. Brinkley**	Retired Chief Administrative and Markets Officer, Centene Corporation	61	5 years	Human Capital (Chair); Nominating and Governance
	**Rebecca Frankiewicz**	President, ManpowerGroup North America	49	1 year	Audit; Human Capital
	**Alan R. Hoskins**	Chief Executive Officer, Energizer Holdings, Inc.	59	5 years	Finance and Oversight
	**Kevin J. Hunt**	Retired Chief Executive Officer and President, Ralcorp Holdings, Inc.	69	5 years	Finance and Oversight (Chair); Human Capital
	**James C. Johnson**	Retired General Counsel, Loop Capital Markets LLC	68	5 years	Nominating and Governance (Chair)
	**Mark S. LaVigne**	President and Chief Operating Officer, Energizer Holdings, Inc.	49	—	—
	**Nneka L. Rimmer**	President, Global Flavors & Extracts, McCormick & Company	49	2 years	Audit; Human Capital
	**Robert V. Vitale**	President and Chief Executive Officer, Post Holdings, Inc.	54	3 years	Audit (Chair); Finance and Oversight

LEADERSHIP TRANSITIONS

On November 12, 2020, we announced that Alan Hoskins informed the Company's Board of his decision to retire as Chief Executive Officer, effective January 1, 2021, and that the Board appointed Mark LaVigne, President and Chief Operating Officer of Energizer, to succeed Mr. Hoskins as the Company's next CEO. Mr. Hoskins will serve as a special advisor to Company and, upon election at the 2021 Annual Shareholders' Meeting, continue to serve as a director, until September 30, 2021. The Board has nominated Mr. LaVigne to stand for election as a director at the 2021 Annual Shareholders' Meeting.

COMPENSATION HIGHLIGHTS

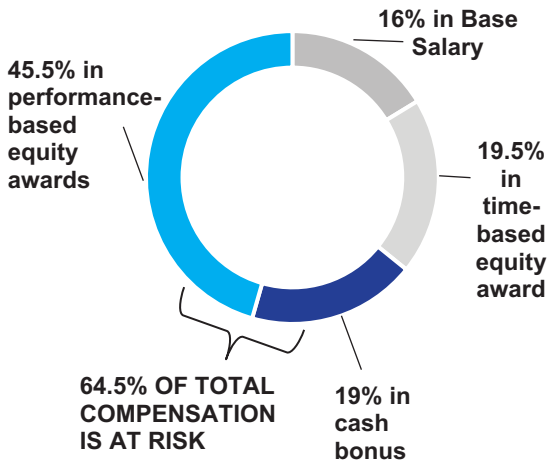
PAY FOR PERFORMANCE PHILOSOPHY

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. A majority of total variable compensation granted to named executive officers is deferred equity-based awards, further encouraging long-term growth.

The Human Capital Committee determined the following fiscal 2020 compensation for our CEO:

- Total compensation, inclusive of base salary and equity-based incentives, of $6.5 million
- Based on shareholder input and our Board's assessment, pay components are unchanged from prior years
- 64.5% of Mr. Hoskins' total compensation is variable and directly linked to company performance
- 70% of Mr. Hoskins' equity-based incentives is performance restricted stock units based on sustained three-year average performance of key metrics (adjusted EPS and adjusted free cash flow)

CEO COMPENSATION



SAY ON PAY

Shareholders continued to show strong support for our executive compensation programs, with 99% of the votes cast for the approval of the "say on pay" proposal at our 2020 Annual Shareholders' Meeting.

99%

Approval in 2020

COMPENSATION PRACTICES

Our Human Capital Committee believes that a well-designed, consistently applied compensation program is fundamental to long-term creation of shareholder value. The following table summarizes highlights of our compensation practices that drive our executive officer compensation program.

- ✓ Align executive compensation with shareholder returns through performance-based equity incentive awards
- ✓ Include caps on individual payouts in short-and long-term incentive plans
- ✓ Balance short-term and long-term incentives
- ✓ Use appropriate peer groups when establishing compensation
- ✓ Retain independent compensation consultant
- ✓ Adopted double-trigger equity vesting upon a change of control for awards under our Omnibus Incentive Plan
- ✓ Conduct an annual "say on pay" advisory vote
- ✓ Have clawback, anti-hedging and pledging policies
- ✓ Conduct an annual compensation risk review and assessment
- ✓ Have robust stock ownership requirements

OUR APPROACH TO SUSTAINABILITY

DOING THE RIGHT THING. At Energizer, our core value of integrity drives how we do business every day. Around the world, we aim to deliver results while ensuring we do it in a responsible manner. Through our five pillars of sustainability, we make choices to protect the availability of natural resources for generations to come, while continuously striving to create a safe, fair and inclusive environment for our colleagues and supporting the communities where we operate. Sustainability is a commitment we have made at the highest levels of the company. Energizer's Nominating and Governance Committee has oversight over all environmental, social and governance issues.

Product Sustainability

From more responsible product development to packaging and recycling efforts, Energizer continues to develop ways to reduce the impact of our products on the environment.

Environmental Responsibility

Environmental sustainability is a core part of the way we do business to ensure consumers enjoy our products today without sacrificing tomorrow.

Social Responsibility

From our recruitment processes, pay practices to safety standards, we strive to create an environment where our colleagues feel respected, valued, and can contribute to their fullest potential.

Community Impact

Energizer believes in empowering our colleagues to support the communities where we work and play.

Corporate Governance

Energizer believes that strong governance principles, policies and practices contribute to better results for our shareholders.

OUR APPROACH TO LONG-TERM HUMAN CAPITAL MANAGEMENT

Energizer colleagues are passionate about working together to win. As one team we learn together, care about each other and do the right thing to deliver results. We're on a journey to cultivate a culture that will drive our business and build a bright future for our brands, our products, our customers and our consumers. From change pulse checks to engagement surveys – which we conduct at least once per year through a third-party partner – and leadership forums, we seek out colleague feedback to improve our culture. Our culture champion network, with members in all of our major global markets, leads local and global efforts to create inclusive and diverse work environments and bring our values to life. To bring our colleagues together across multiple time zones and geographies, we leverage technology from Yammer communities to LinkedIn posts to a "cameras on" standard for video meetings, to create a global sense of community.

In 2020, we launched a new Global Inclusion & Diversity Council, sponsored by our Chief Executive Officer and Chief Human Capital Officer. This Council of 13 members represents locations, functions and business segments across the globe. Top priorities for the next two years include:

- A comprehensive inclusion and diversity learning and development plan to build awareness and drive inclusive behaviors
- A focus on developing our diversity pipeline through mentoring and coaching

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FREQUENTLY ACCESSED INFORMATION

FREQUENTLY USED TERMS & ABBREVIATIONS

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
Omnibus Incentive Plan	Energizer Holdings, Inc. Omnibus Incentive Plan
PCAOB	Public Company Accounting Oversight Board
PEP	Pension Equity Plan
PPMA	PensionPlus Match Account
PSU	Performance Share Units
PwC	PricewaterhouseCoopers LLP
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

CORPORATE GOVERNANCE

The Board is responsible for providing governance and oversight over the strategy, operations and management of Energizer. The primary mission of the Board is to represent and protect the interests of our shareholders. The Board oversees our senior management, to whom it has delegated the authority to manage the day-to-day operations of the Company. The Board has adopted Corporate Governance Principles, Committee charters and a Code of Business Conduct which, together with our Bylaws and Articles of Incorporation, form the governance framework for the Board and its Committees. The Board regularly (and at least annually) reviews its Corporate Governance Principles and other corporate governance documents and from time to time revises them when it believes it serves the interests of the Company and its shareholders to do so and in response to changing regulatory and governance requirements and best practices. The Corporate Governance Principles and Committee Charters are available on our website at https://investors.energizerholdings.com/corporate-governance. The following sections provide an overview of our corporate governance structure, including director independence and other criteria we use in selecting director nominees, our Board leadership structure and the responsibilities of the Board and each of its committees.

CORPORATE GOVERNANCE PRACTICES

We are committed to governance policies and practices that serve the interests of the Company and its shareholders. Over the years, our Board has evolved our practices in the interests of our shareholders. Our governance practices and policies include the following, among other things:

Independent, Effective Board Oversight	• Independent Board Chair • All Committee Chairs are independent • 9 of 11 director nominees are independent • All Committee members of our Audit, Human Capital and Nominating & Governance Committees are independent • Executive sessions at all Board and Committee meetings • The compensation consultant retained by the Human Capital Committee is independent of the Company and management • Annual Board and Committee evaluations • CEO regularly conducts one-on-one meetings with each director • Director orientation and continuing education programs for directors
Board Composition	• Commitment to Board refreshment – added four highly qualified directors in the past three years and nominated an additional candidate for election by shareholders at 2021 Annual Shareholders' Meeting • Average tenure of less than five years • Five of eleven director nominees are women and/or ethnically diverse • All candidates are evaluated and considered for their diversity, including gender, ethnic and diversity of background, expertise, and perspective, as well as our membership criteria • Clear membership criteria for all directors – integrity, independence, energy, forthrightness, analytical skills and commitment to devote the necessary time and attention to the Company's affairs • Overboarding policy to ensure that directors are able to discharge their duties, taking into account principal occupations, memberships on other boards and attendance – directors may only serve on a total of five public company boards and sitting CEOs may serve only on three public company boards (including their own)

Shareholder Rights	• All directors are elected annually • Directors are elected by majority vote • Right to call a special meeting and act by written consent for shareholders
Director Access	• Directors have ability to engage outside experts and consultants and to conduct independent reviews • Directors have significant interaction with senior business leaders and access to other colleagues
Governance Best Practices	• Clawback, Anti-Hedging and Pledging Policies • Share ownership requirements for directors and executive officers • Our Corporate Governance Principles are consistent with the Investor Stewardship Group's corporate governance principles • Board oversight and ongoing engagement with senior management on key issues, including culture, human capital management, diversity and inclusion, pay equity, sustainability and political contributions

BOARD LEADERSHIP STRUCTURE

Our Board 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
- Acting as a liaison between the independent directors and the chief executive officer
- Influencing 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

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.

COMMITTEE COMPOSITION

Our Board has the following four Board Committees: (1) Audit, (2) Human Capital, (3) Finance and Oversight, and (4) Nominating and Governance. The fiscal 2020 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 2020, our Board held seven meetings. The Board has determined that each member of the Audit Committee, the Human Capital Committee and the Nominating and Governance 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.

Audit Committee

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

Meetings in Fiscal 2020: 5

- 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
- Mr. Vitale is an audit committee financial expert.

Finance and Oversight Committee

Members:
Carlos Abrams-Rivera
Alan R. Hoskins
Kevin J. Hunt (Chair)
John E. Klein
Robert V. Vitale

Meetings in Fiscal 2020: 5

- 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

Human Capital Committee

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

Meetings in Fiscal 2020: 6

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.

- Oversees 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 equity plans 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:
Carlos Abrams-Rivera
Cynthia J. Brinkley
James C. Johnson (Chair)

Meetings in Fiscal 2020: 4

- 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
- Oversees environmental, social and governance risks
- Administers our stock ownership guidelines
- Conducts the annual self-assessment process of the Board and its committees

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.

Effective on January 1, 2021, Energizer's Board elected Mark LaVigne to succeed Alan Hoskins as CEO following Mr. Hoskins' announcement of his retirement after five years as the Company's CEO. Mr. LaVigne's appointment is the result of our Board's active engagement in a thoughtful and comprehensive multi-year succession planning process led by our Independent Chairman, the Chair of our Human Capital Committee and the Chair of our Nominating and Governance Committee. Our Board determined that Mr. LaVigne's proven track record of driving continued growth and performance improvement in our businesses, as well as his deep understanding of our markets, uniquely positioned him to lead our businesses in our Company's next phase of growth.

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	**ANNUAL PROCESS INITIATION**	The Nominating and Governance Committee initiates the annual Board and committee director evaluation process and presents the proposed approach to the Board for comment.
2	**WRITTEN QUESTIONNAIRES**	After review and approval by the Nominating and Governance Committee, written questionnaires are sent to all directors; the questionnaires focus on: • 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 composition and succession planning • Board and Committee culture and dynamics, including the effectiveness of discussion and debate at meetings.
3	**REVIEW**	The Nominating and Governance Committee Chair and Independent Chairman review the directors' responses to the Board Questionnaire, and each Committee Chair reviews the directors' responses to the committee questionnaires.
4	**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.
5	**CONTINUOUS IMPROVEMENT**	The Board incorporates the feedback into enhancements relating to oversight, structure, composition and meetings.

ENHANCEMENTS MADE IN RESPONSE TO BOARD AND COMMITTEE SELF-ASSESSMENTS

In response to feedback solicited from our Board and Committees, we continue to:

- Streamline meeting materials to better highlight important information and provide timely updates, as needed
- Refine meeting structure to allow sufficient time during Board and Committee meetings for discussion, debate and executive sessions
- Evolve the matrix of Board skills and experiences needed to support the long-term strategy
- Identify additional areas including the competitive environment digital economy and capital allocation strategy, which the Board would like to review and understand in detail
- Enhance our governance documents, including recent revisions to our Finance and Oversight Committee Charter
- Add to the range of information on human capital management-related topics at the Board and Committee level

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.

1. Board and Nominating and Governance Committee determine desired criteria, skills and experience of director candidates
2. Director candidates identified by search firm, Board members, colleagues and shareholders
3. Nominating and Governance Committee evaluates candidates of interest against selection criteria, individual characteristics and qualifications
4. Nominating and Governance Committee Chair and the Independent Chairman conduct interviews and gather information; other Board members may also meet with candidates
5. Nominating and Governance Committee discusses each director candidate, evaluates potential contributions to the Board as a whole and recommends the potential candidates to the Board
6. The Board votes to elect director candidate based on an assessment of his or her qualifications and potential contributions to the Board

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 2020. 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 other stakeholders, including our colleagues, customers, consumers, suppliers and the communities where we operate. Our outreach team 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.

This year, as part of our recurring engagement with shareholders, our outreach included, among other things, an update on our Board composition. Our engagement activities have produced valuable feedback that helps inform our decisions and strategy, when appropriate.

Outreach to holders of more than **65% OF OUR OUTSTANDING SHARES**

BROAD RANGE OF BUSINESS AND GOVERNANCE TOPICS

- Business Strategy
- Operations
- Risk Management
- Human Capital Management
- Executive Officer Succession
- Board Refreshment
- Sustainability

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.

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. Our Board monitors our "tone at the top" and risk culture and oversees emerging strategic risks. Risk management is overseen by our Board through the Board's Committees. Each Committee provides regular reports to the Board regarding matters reviewed at their Committee meetings. In particular, each Committee focuses on overseeing the following risks:

BOARD

AUDIT

- 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

HUMAN CAPITAL

- Culture
- Inclusion and diversity
- Compensation and benefits risk
- Talent risk
- CEO and Executive Officer management performance and succession planning

FINANCE AND OVERSIGHT

- Market risk
- Insurance risk
- Liquidity risk
- Credit risk
- Capital allocation risk
- Capital investment
- Tax Structure

NOMINATING AND GOVERNANCE

- Board effectiveness
- Board governance practices
- Board succession
- Political participation and contributions
- Environmental, social and governance risks

MANAGEMENT

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. Management of day-to-day operational, financial, legal and compliance risks is the responsibility of operational and executive leadership of the Company.

Management has established a comprehensive risk management process that is primarily managed by 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 Director of Global Ethics and Compliance 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.

RESPONDING TO THE COVID-19 PANDEMIC

Our principles of ensuring colleague health and safety and preserving business continuity guided us well in our decision-making throughout the pandemic. We addressed risks quickly and deployed mitigation plans executed by empowered local teams.

Throughout this crisis, our Board has been in regular contact with management, and the Board has convened several special meetings to advise management as it responds to COVID-19. Among other things, the Board has reviewed our key strategic initiatives to increase and preserve our liquidity and financial flexibility, fortify our balance sheet, manage supply chain issues, and mitigate the unique risks presented by COVID-19 and its effect on global markets.

Beyond the full Board's involvement, our Board Committees have been addressing COVID-19 related risks, including

- Internal controls and reporting (Audit Committee)
- Liquidity (Finance and Oversight Committee)
- Compensation, culture and colleague health and safety (Human Capital 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 our Company values and serves as the foundation for our individual actions and decisions as colleagues. Our Code of Conduct applies to all colleagues, including our Board and senior management, and we require our Board and all colleagues, including our senior management, to adhere to the Code of Conduct in discharging their work-related responsibilities and annually acknowledge their review of and compliance with the Code. Our Code of Conduct is periodically reviewed and amended by the Board. Our Ethics & Compliance program is directed by our Director of Global Ethics & Compliance, who oversees the training on and enforcement of the Code of Conduct. We provide live and web-based training on specific aspects of the Code of Conduct and specific ethics and compliance risk areas. Colleagues are expected to report any conduct they believe in good faith to be a violation of the Code of Conduct, and we do not tolerate retaliation against anyone who makes such a report. 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 with the Supplier Code of Conduct.

COMMUNICATING CONCERNS TO THE BOARD

Any shareholder may communicate directly with our Board, any Committee of our Board, any individual Director (including the Independent Chairman and the Committee Chairs) or the non-employee Directors as a group, by writing to:

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

Energizer's Corporate Secretary reviews all correspondence addressed to our Directors and provides the Board with copies of all communications that deal with the functions of our Board or its committees, or that otherwise require Board attention. Concerns relating to our financial statements, accounting practices, internal controls or violations of our Code of Conduct are 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 and are forwarded to the Chair of the Audit Committee.

BOARD OF DIRECTORS

DIRECTOR NOMINATION, CRITERIA, QUALIFICATIONS AND EXPERIENCE

Energizer, a global branded consumer products company, is one of the world's largest manufacturers and distributors of primary batteries, portable lights and auto care appearance, performance, refrigerant and fragrance products. The Nominating and Governance Committee is responsible for recommending candidates for election to our Board of Directors, consistent with the skills and experience required of the Board in exercising its oversight function and strategic priorities in addition to the requirements for membership set forth in our Corporate Governance Principles.

For all directors, we require 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. The Nominating and Governance Committee works with our search firm to ensure the candidate slate provided to the Committee includes diverse candidates.

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.

KEY CRITERIA

- ✓ Engaged
- ✓ High personal integrity
- ✓ Free of potential conflicts of interest; independent
- ✓ Willingness to challenge and stimulate management
- ✓ Ability to devote sufficient time to serve
- ✓ Commitment to representing the interests of all shareholders

The Board does not believe that directors should expect to be re-nominated annually. In determining whether to recommend a director for re-election, the Nominating and Governance Committee considers the director's participation in and contributions to the activities of the Board, the results of the most recent Board self-assessment, and meeting attendance.

When the Nominating and Governance Committee recruits new director candidates, that process typically involves either a search firm or a member of the Nominating and Governance Committee contacting a prospect to assess interest and availability. A candidate will then meet with members of the Board and the Chief Executive Officer, and, as appropriate, with members of management. At the same time, the Committee and the search firm will contact references for the candidate. A background check is completed before a final candidate recommendation is made to the Board.

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 2022 Annual Shareholders' Meeting.*"

The Board determined that all of our nominees other than Mr. Hoskins and Mr. LaVigne are independent within the meaning of Energizer's independence standards (which may be found in our Corporate Governance Principles) and applicable NYSE rules.

We have 11 nominees for the Board of Directors, 10 of whom serve on our current Board of Directors.

- In connection with the Board's appointment of Mr. LaVigne as Chief Executive Officer, effective January 1, 2021, the Board nominated Mr. LaVigne as a director candidate for election at the 2021 Annual Shareholders' Meeting.
- John Klein, who reached the director retirement age under the Company's Corporate Governance Principles, retired in November 2020 after five years of service. We thank Mr. Klein for his service and substantial contributions to the Board, the Company and our shareholders.

DIRECTOR NOMINEE QUALIFICATIONS, EXPERTISE AND ATTRIBUTES

Consumer Product Goods – Experience in the fast-moving consumer goods industry or other complementary field

7

Innovation – Experience in helping translate our consumer understanding into new and successful products

5

Digital – Digital and technology experience help the Company understand the evolution of fast-paced technology, assess and respond to potential information security challenges, and improve efficiency and productivity through oversight of the selection and implementation of new technologies to enhance business operations, marketing, and selling

5

Global Perspective – Experience driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks, and a broad perspective on global market opportunities

10

Human Capital Management and Succession Planning – Experience in senior executive development, succession planning, and compensation matters helps the Board to effectively oversee the Firm's efforts to recruit, retain and develop key talent

7

M&A – A history of leading growth through acquisitions and other business combinations, with the ability to assess "build or buy" decisions, analyze the fit of a target with a company's strategy and culture, accurately value transactions, and evaluate operational integration plans.

10

Operations – Understanding of the development and implementation of our business plan and of the risks and opportunities that can impact our operations and strategies

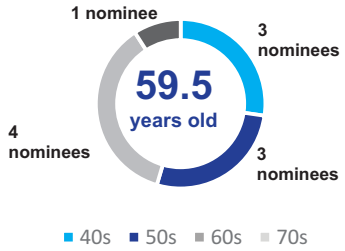
9

Risk Management – Skills and experience in assessment and management of business and financial risk factors allow the Board to effectively oversee risk management and understand the most significant risks facing Energizer

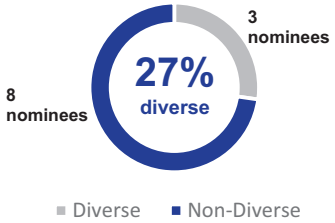
7

TENURE

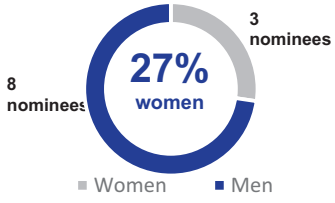
AGE



DIVERSITY



GENDER DIVERSITY



PROPOSAL 1 Election of Directors

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

Set forth in this section are each nominee's name, age, 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
U.S. Zone President, Kraft Heinz

Age: 53

Independent Director
Energizer Committees:
Finance and Oversight Committee
Nominating and Governance Committee

Other Public Company Board(s): NONE

Director since 2020

Mr. Abrams-Rivera is U.S. Zone President at The Kraft Heinz Company, one of the largest global food and beverage companies with approximately $25 billion in net sales. Prior to his current role at Kraft Heinz, Mr. Abrams-Rivera served as Executive Vice President Campbell Soup Company and President, Campbell Snacks. Prior to that, Mr. Abrams-Rivera was President, Pepperidge Farm where he led the turnaround of the business and led the strategic work that led to the company's snack strategy and acquisition of Snyder's Lance. 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 critical to helping Energizer build long-term shareholder value.

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

Age: 72

Independent Director
Energizer Committees:
Audit Committee
Human Capital Committee

Other Public Company Board(s): NONE

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: 61

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

Other Public Company Board(s):
- 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. 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
- Financial Literacy
- Public Company Experience
- Business Operations
- International
- M&A/Capital Markets
- Public Relations
- Human Capital Management
- Legal & Regulatory

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: 49

Independent Director Energizer Committees:
Audit Committee
Human Capital Committee

Other Public Company Board(s): NONE

Director since 2020

In 2017, Ms. Frankiewicz joined ManpowerGroup, a world leader in innovation 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 company provides the Board with insight on human capital management issues, including recruitment, retention and inclusion and diversity.

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

Age: 59

Energizer Committee:
Finance and Oversight Committee

Other Public Company Board(s): NONE

Director Since 2015

Mr. Hoskins has been Chief Executive Officer of Energizer Holdings, Inc. since July 2015. Mr. Hoskins will be retiring as Chief Executive Officer, effective January 1, 2021, and will serve as special advisor through September 30, 2021. Prior to his current position, he served as President and Chief Executive Officer, Energizer Household Products of Edgewell Personal Care Company, 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: 69

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

Other Public Company Board(s):
- 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: 68

Independent Director Energizer Committee: Nominating and Governance Committee (Chair)

Other Public Company Board(s):
- Ameren Corporation
- Hanesbrands Inc.
- 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.

Mark S. LaVigne
President and Chief Operating Officer

Age: 49

Other Public Company Board(s): NONE

Mr. LaVigne has served as Energizer's President since November 2019 and Energizer's Chief Operating Officer since 2015 and will serve as Energizer's Chief Executive Officer, effective January 1, 2021. 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.

Skills and Experience:
- Strategy
- Consumer Packaged Goods
- Public Company Experience
- Business Operations
- Corporate Governance
- Legal/Regulatory

Mr. LaVigne's long tenure at the Company and deep understanding of the consumer packaged goods industry, the Company's businesses and his instrumental role in leading the Spin-off enable him to provide valuable contributions with respect to strategy, growth and long-range plans.

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

Age: 66

Independent Director Other Public Company Board(s):
- Archer Daniels Midland Company

Past Public Company Board(s):
- 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
President – Global Flavors and Extracts, McCormick & Company, Inc.

Age: 49

Independent Director Energizer Committees:
Audit Committee
Human Capital Committee

Other Public Company Board(s): NONE

Director Since 2018

Ms. Rimmer is President – Global Flavors and Extracts at McCormick & Company, Inc., a global leader in flavor, seasonings and spices, where she is responsible for accelerating growth for the company's global business in compound and encapsulated flavors, extracts, reaction flavor materials, and fragrances. Prior to her current position, Ms. Rimmer was SVP, Business Transformation for McCormick and held other roles of increasing responsibility within the company, including SVP, Strategy and Global Enablement and SVP, Corporate Strategy and Development.

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
Chief Executive Officer, Post Holdings, Inc.

Age: 54

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

Other Public Company Board(s):
- 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

Mr. Vitale's strong leadership, deep M&A expertise and accounting and financial background, along with his knowledge of consumer products businesses, brings critical expertise to our Board of Directors.

DIRECTOR ATTENDANCE

Our Board holds regularly scheduled quarterly meetings. The Board also holds an annual strategic planning meeting at which it considers and discusses with senior management the Company's long-term strategy. During fiscal 2020, 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 2020 Annual Shareholders' Meeting.

DIRECTOR COMPENSATION

We provided several elements of compensation to our non-employee directors for service on our Board during fiscal 2020. 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 2020, each of the directors, other than Mr. Hoskins, received a $100,000 annual retainer 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. 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. Board members serving a portion of the fiscal year will receive a pro rata portion of the annual retainer.

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/UNITS

On the first business day of January each year, each non-employee director is credited with a restricted stock unit award with a grant-date value of $145,000 pursuant to our equity 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. Board members serving a portion of the fiscal year will receive a pro rata portion of the annual restricted stock unit award. Upon retirement, all annual restricted stock unit awards become vested. In November 2019, the Board discontinued its previous practice of awarding a one-time equity grant to newly appointed directors.

DIRECTOR SHARE OWNERSHIP REQUIREMENTS

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 or units, unvested restricted stock equivalents or units (other than stock equivalents or units 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 restricted stock upon vesting until they become compliant and are given a period of five years to attain full compliance with the requirements. As of September 30, 2020, each of our directors complied with the requirements.

The following table sets forth the compensation paid to non-management directors for fiscal year 2020.

DIRECTOR COMPENSATION TABLE

Name	Fees Earned or Paid in Cash (2)	Stock Awards (3)(4)	Option Awards (5)	Non-Equity Incentive Plan Compensation	Change in Pension Value and Non-Qualified Deferred Compensation Earnings	All Other Compensation (6)(7)	Total
C. Abrams-Rivera	$ 66,667	$132,945	$0	$0	$0	$0	$199,612
B.G. Armstrong	$100,000	$145,019	$0	$0	$0	$0	$245,019
C.J. Brinkley	$120,000	$145,019	$0	$0	$0	$0	$265,019
R. Frankiewicz	$ 66,667	$132,945	$0	$0	$0	$0	$199,612
K.J. Hunt	$117,778	$145,019	$0	$0	$0	$0	$262,797
J.C. Johnson	$120,000	$145,019	$0	$0	$0	$0	$265,019
J.E. Klein	$100,000	$145,019	$0	$0	$0	$0	$245,019
W.P. McGinnis (1)	$ 35,555	$ 12,089	$0	$0	$0	$0	$ 47,644
P.J. Moore	$200,000	$145,019	$0	$0	$0	$0	$345,019
J.P. Mulcahy (1)	$ 33,333	$ 12,089	$0	$0	$0	$0	$ 45,422
N.L. Rimmer	$100,000	$145,019	$0	$0	$0	$0	$245,019
R.V. Vitale	$120,000	$145,019	$0	$0	$0	$0	$265,109

(1) Mr. McGinnis and Mr. Mulcahy retired from the Board of Directors on January 27, 2020.

(2) This column reflects retainers and meeting fees earned during fiscal 2020.

(3) 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, 2020 under our 2015 Plan valued at approximately $145,000 as described in the narrative above. The award was valued based on the grant date fair value of $48.55. Awards granted to Mr. Abrams-Rivera and Ms. Frankiewicz were granted on January 27, 2020 and valued based on the grant date fair value of $47.96.

(4) The number of vested but deferred stock equivalents held by a director as of September 30, 2020 is as follows: Ms. Brinkley, 5,589; Mr. Johnson, 18,801; Mr. Klein, 25,401; Mr. Moore, 15,909; and Mr. Vitale, 9,911.

(5) No options were granted to directors in fiscal year 2020. There were no outstanding shares of underlying stock options held by any director as of September 30, 2020.

(6) 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.

(7) 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 as approved 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 2021 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 2021 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 Appointment of our Independent Registered Public Accounting Firm for Fiscal 2021

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

PwC's aggregate fees for professional services rendered for fiscal 2019 and 2020, as applicable, were:

Fees Paid to PwC (in thousands)	FY19	FY20
Audit Fees	$6,696	$6,007
Audit-Related Fees	$ 13	$ 22
Tax Fees:		
Tax Compliance / Preparation	$ 3	$ 0
Other Tax Services	$ 226	$ 158
Total Tax Fees	$ 229	$ 158
All Other Fees	$ 0	$ 0
TOTAL FEES	**$6,938**	**$6,187**

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.
- **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.

AUDIT COMMITTEE REPORT

The Audit Committee of the Company's Board of Directors consists entirely of five, non-employee directors that are independent, as defined under the NYSE listing standards, our Corporate Governance Principles, and applicable SEC rules and regulations.

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 Audit Committee's responsibility is to monitor and oversee these processes.

As part of its oversight of the Company's financial statements, the Audit 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, 2020, management of the Company has represented to the Committee that the financial statements were prepared in accordance with generally accepted accounting principles. The Audit 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.

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, discusses 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 Audit 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 the applicable requirements of the PCAOB 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 2020, the Audit Committee met five 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 Audit 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, 2020 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 2021.

Submitted by the Audit Committee members of the Board:

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

PROPOSAL 3 Advisory Non-Binding Vote on Executive Compensation (Say on Pay)

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

As approved by our shareholders in 2016, each year we seek the approval of our shareholders, in a non-binding, advisory vote, of our executive compensation. Although the vote is non-binding, our Human Capital Committee values the opinions of our shareholders and considers the results of the most recent Say on Pay vote in determining our executive compensation policies and making executive compensation decisions. At the 2020 Annual Shareholders' Meeting, 99% of the votes were cast in favor of our Say on Pay proposal. The Human Capital Committee considered this result, as well as input from our ongoing shareholder engagement, and in light of the strong support, decided not to make any significant changes in our executive compensation program in fiscal 2020. See "*Shareholder Engagement*" section above.

Our Board believes that the compensation of our executive officers is aligned with the Company's performance and is a competitive advantage in attracting and retaining the executive 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 2020 compensation program for our named executive officers ("NEOs"). For fiscal 2020, our NEOs were:

Alan R. Hoskins
Chief Executive Officer(1)
Age: 59
Years at Energizer: 37

Mark S. LaVigne
President and Chief Operating Officer(2)
Age: 49
Years at Energizer: 10

Timothy W. Gorman
Executive Vice President and Chief Financial Officer
Age: 60
Years at Energizer: 6

Hannah H. Kim
Chief Legal Officer and Corporate Secretary
Age: 42
Years at Energizer: 2

John Drabik
Senior Vice President, Corporate Controller
Age: 48
Years at Energizer: 19

Our NEOs also include Gregory T. Kinder, our former Executive Vice President and Chief Supply Chain Officer, who retired in April 2020.

(1) Mr. Hoskins will retire as CEO, effective January 1, 2021. See "*Retirement Transition Agreements*" below.

(2) Mr. LaVigne will become CEO, effective January 1, 2021.

Table of Contents

BUSINESS, STRATEGIC AND FINANCIAL PERFORMANCE

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

5
YEARS OF CONTINUED ORGANIC REVENUE GROWTH[1]

$410M
RETURNED TO SHAREHOLDERS THROUGH DIVIDEND PAYMENTS SINCE SPIN-OFF

~5.7M
SHARES REPURCHASED 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

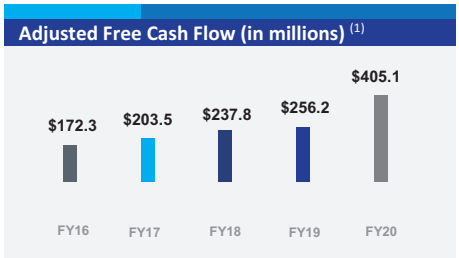
2 Operate with Excellence

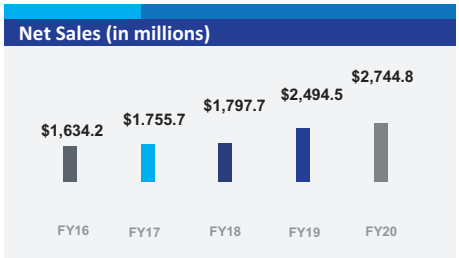
We aim to operate with excellence by focusing on and investing in core category fundamentals such as visibility, distribution and revenue management to drive growth in our brands and create value in our categories

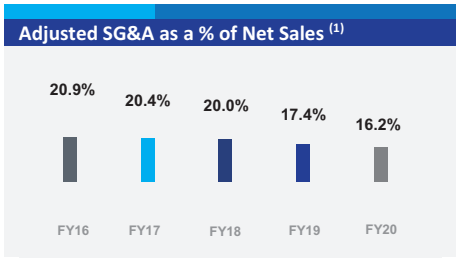
3 Drive Productivity Gains

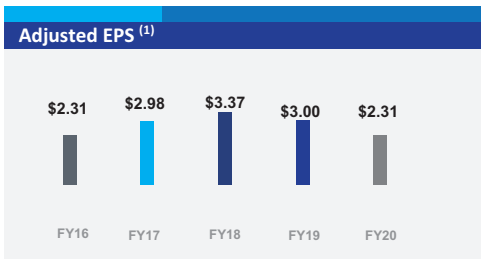
We aim to drive incremental growth through our global distribution footprint and productivity gains to reduce costs and maximize efficiency to ensure we have adequate reinvestment in our business to deliver future growth

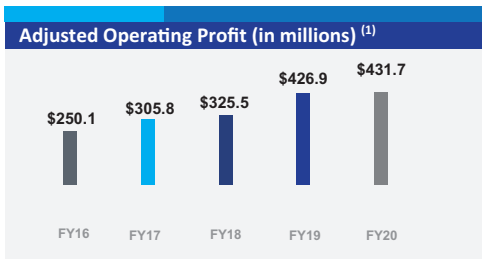
FISCAL 2020 PAY FOR PERFORMANCE HIGHLIGHTS











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

2020 EXECUTIVE COMPENSATION HIGHLIGHTS

SHAREHOLDER APPROVAL OF OMNIBUS INCENTIVE PLAN	At our Annual Shareholders' Meeting in January 2020, our shareholders approved the Energizer Holdings, Inc. Omnibus Incentive Plan, which includes double-trigger vesting of equity awards upon a change of control and involuntary termination of employment.
NO COVID-19 RELATED ADJUSTMENTS TO PERFORMANCE METRICS	We made no adjustments or restatements to our fiscal 2020 performance metrics to account for the impact of the COVID-19 global pandemic and the resulting economic downturn on our business.
EXERCISE OF NEGATIVE DISCRETION	In November 2020, the Human Capital Committee exercised negative discretion to reduce the final payout amounts to the NEOs under the Annual Incentive Plan for fiscal 2020.

RESPONSIVENESS TO 2020 SAY ON PAY VOTE

We conduct shareholder engagement throughout the year and annually provide shareholders with an opportunity to cast a nonbinding, advisory Say on Pay vote. The overwhelming approval of our shareholders in the Say on Pay vote at our 2020 Annual Shareholders' Meeting influenced our decision to maintain a consistent approach to our executive compensation program for fiscal 2020. The Human Capital Committee will continue to consider shareholder feedback and the outcome of Say on Pay vote results in making future compensation decisions.

PAY FOR PERFORMANCE AND COMPENSATION PHILOSOPHY

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, which is comprised entirely of independent directors, has primary responsibility for approving our compensation strategy and philosophy and the compensation programs applicable to our executive officers.

WHAT WE DO

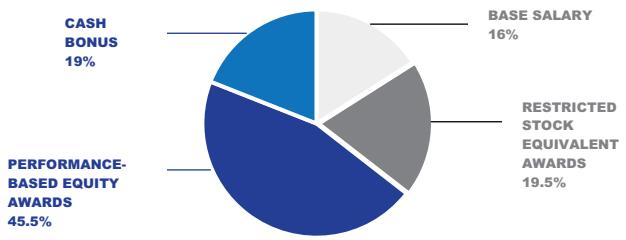
- ✓ **Pay for performance,** with approximately 64.5% of our CEO's total compensation performance-based and approximately 55% of our other NEOs' total compensation performance-based
- ✓ **Establish threshold, target and maximum awards** under our annual and long-term incentive programs
- ✓ **Use balanced 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** under the Executive Serverance Plan exceeding 2x salary and annual incentive award
- ✘ **Guarantee salary increases**

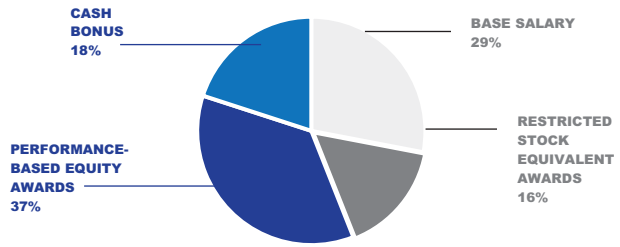
The Human Capital Committee allocates pay in a manner designed to place the Company's performance at the forefront of our overall executive compensation program. Our focus on pay for performance is best demonstrated through the structure of our executive compensation program, where the majority of annual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

CEO COMPENSATION



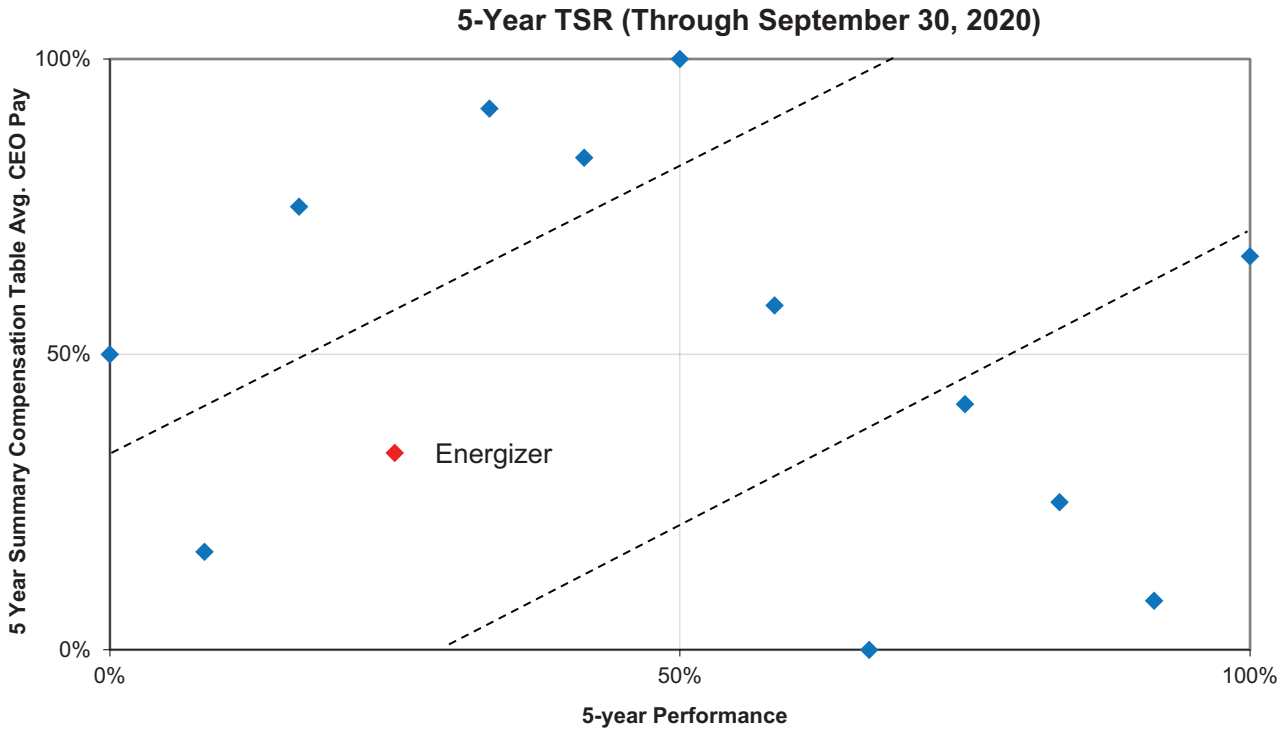
64.5% OF COMPENSATION IS AT-RISK

OTHER NEO AVERAGE COMPENSATION



55% OF COMPENSATION IS AT-RISK

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 executive compensation peer group over the five-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 way to communicate our goals and standards of conduct and performance, and to motivate and reward 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 2020)
ALIGNED	The interests of our executive officers should be aligned with those of our shareholders	• Provided approximately 59% of all 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 2020 PAY COMPONENTS

Our fiscal 2020 pay components remained the same as fiscal 2019.

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 2020
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 2020
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 2020, 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

STOCK 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. Our Corporate Governance Principles require our NEOs to meet the stock ownership requirements presented below. During fiscal 2020, the Nominating and Governance Committee approved increasing the Chief Executive Officer's stock ownership requirement from 5x to 6x base salary, to bring our requirement in line with the median requirement of our executive compensation peer group.

	STOCK OWNERSHIP REQUIREMENTS
Chief Executive Officer	6x base salary
All Other Executive Officers	3x base salary

Newly appointed executive officers are required to retain at least fifty percent (50%) of restricted stock upon vesting 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, 2020, each of our executive officers complied with the requirements.

HEDGING AND PLEDGING PROHIBITION

Under our securities trading policy, directors, officers and all 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.

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.

HOW WE DETERMINE COMPENSATION

PAY EVALUATION AND DECISION PROCESS

Each year, the Human Capital Committee reviews our executive officers' performance using a balanced and disciplined approach to determine their base salaries and variable compensation awards. The approach for fiscal 2020 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, (5) executive officer succession planning, and (6) 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 2020, the aggregate fees paid to Mercer LLC for services related to executive compensation were approximately $252,028. In fiscal 2020, 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 2020 were approximately $1,283,133. 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 are separate from, and are 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, the committee meets with Mercer LLC in executive session.

The Human Capital Committee also annually 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 2020, based on these criteria and the advice of its independent compensation consultant, the Human Capital Committee determined that the 2019 peer group remained appropriate with the exception of removing Tupperware Brands Corporation due to its decline in market capitalization over the past several years.

HOUSEHOLD PRODUCTS	PERSONAL CARE	FOOD AND BEVERAGE
The Clorox Company Spectrum Brands Holdings, Inc. Hasbro Inc. Central Garden & Pet Co. The Scotts Miracle-Gro Company	Church & Dwight Inc. Revlon, Inc. Helen of Troy Ltd.	Lancaster Colony Corporation Hain Celestial Group, Inc. Monster Beverage Corporation Post Holdings, Inc.

SETTING 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.

	Company Revenue *(in millions)*	Employees
75th Percentile	$4,875	8,375
50th Percentile	$3,763	5,450
25th Percentile	$2,065	3,472
Energizer	$2,701	5,900*

* As of September 30, 2020.

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 with respect to 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

ELEMENTS OF COMPENSATION

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 is consistent with 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 2020, 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 2020. To remain competitive with the market, the Human Capital Committee also considered the effect of the 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 2020 were effective December 1, 2019.

	Base Salary Levels for 2019 and 2020 and % Change		
	2019	2020	Increase (%)
A.R. Hoskins	$1,030,000	$1,060,900	3%
M.S. LaVigne	$ 590,892	$ 684,050	16%
T.W. Gorman	$ 561,600	$ 578,448	3%
H.H. Kim	$ 252,105	$ 400,000	59%
J.J. Drabik	$ 314,987	$ 340,000	8%
G.T. Kinder	$ 465,629	$ 479,598	3%

During fiscal 2020, the Human Capital Committee increased Mr. LaVigne's salary due to his promotion to President and Chief Operating Officer and increased Ms. Kim's salary due to her promotion to Chief Legal Officer and Corporate Secretary and to remain competitive with market median data for both positions.

ANNUAL INCENTIVE PROGRAM

The overall design of our fiscal 2020 annual incentive program was the same as the fiscal 2019 program. The annual incentive program is based on performance against certain metrics determined by the Human Capital Committee. Our fiscal 2020 annual incentive award was designed to measure performance against the four, equally weighted metrics set forth in the table below (dollars in millions):

	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%	$2,597	$2,734	$2,871	$2,750
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%	17.7%	16.7%	15.7%	16.3%
Adjusted Operating Profit	Operating profit measures underlying business profit and encourages selling products, generating strong gross margins and maintaining tight cost controls	25%	$434	$482	$530	$438
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%	$302	$335	$369	$405

Adjustments to the actual achievement metrics vary from reported figures to address the impacts of currency.

Our performance target-setting philosophy is consistent with prior years, with performance goals or targets tied to our annual business plan for the fiscal year and aligned with our long-term strategic plan. The performance goals for each metric are set at the beginning of the fiscal year. Each metric for the annual incentive plan reflects adjustments to financial data derived from our financial statements prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and intended to exclude certain items that the Human Capital Committee believes are not reflective of the Company's ongoing operating performance. These items include acquisition and integration costs, unusual or nonrecurring non-cash accounting impacts, and variations in the exchange rate between foreign currencies and budget exchange rates.

The Human Capital Committee believes these performance metrics more accurately reflect Energizer's underlying financial and operating results. For a reconciliation of these non-GAAP components to the most comparable GAAP components, see "*Reconciliation of Non-GAAP Financial Measures*" set forth in Appendix A.

Our Human Capital Committee also reserves the right to exercise negative discretion to reduce the payout for our executive officers below what would otherwise have been earned or paid solely through application of the achievement of the four performance metrics.

Bonuses increase proportionately in 1/10th of 1% increments corresponding to final results between the established goals indicated with a maximum bonus at the Stretch goal. 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. Each executive officer was assigned individual bonus targets based on individual performance and market practice information provided by the independent compensation consultant. For fiscal 2020, 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%
H.H. Kim	60%
J.J. Drabik	60%
G.T. Kinder	60%

COVID-19-RELATED ANNUAL INCENTIVE PLAN ADJUSTMENTS IN FISCAL 2020

During fiscal 2020, the Committee considered, but decided not to make any, adjustments to the performance metrics under the Annual Incentive Plan to account for the impact of increased expenses that the Company incurred in response to the COVID-19 pandemic to prioritize the health and safety of our colleagues and our business continuity.

In November 2020, the Human Capital Committee exercised negative discretion to reduce the final payout amounts to the NEOs under the Annual Incentive Plan for fiscal 2020. Specifically, the Committee decreased the percentage payout from 125% of the bonus target, which would otherwise have been paid out based on the actual achievement of the bonus metrics in fiscal 2020, to 100% of the bonus target for each of the NEOs. The Committee reached its decision after considering a number of factors, including the impact on the Company's business of the COVID-19 pandemic, which resulted in higher than anticipated costs and in fourth quarter earnings per share and Adjusted EBITDA that were lower than previously provided guidance, despite strong organic sales growth under challenging global economic conditions and the generation of adjusted free cash flow significantly higher than the Stretch goal. The Committee took into account the impact of such reductions in the amount of equity awards granted to the executive officers for fiscal 2021 and determined that it was appropriate that the ultimate opportunity for payout of such reductions be provided as a risk based opportunity based on both the achievement of long-term Company performance goals and continued employment with the Company, as described below.

LONG-TERM INCENTIVE PROGRAM

At our 2020 Annual Shareholders' Meeting, shareholders approved the Omnibus Incentive Plan, which replaced and superseded the 2015 Energizer Holdings, Inc. Equity Incentive Plan (the "2015 Plan"). The terms of the 2015 Plan will continue to govern all awards granted under that plan, and no further grants of equity awards have been or will be made under that plan. Our Omnibus Incentive Plan authorizes the Human Capital Committee to grant various types of equity awards. Consistent with prior years, the Human Capital Committee grants to key executives restricted stock unit 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 2019, 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 2020

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 (calendar quarter ending December 31), when the Human Capital Committee determines salary levels and bonus programs for the new fiscal year.

The size of equity awards granted in November 2019 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 2019 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 2019, the Human Capital Committee granted long-term equity incentive awards to our executive officers. These awards potentially vest in November 2022 based on the achievement of the two performance metrics set forth in the table below.

	Driving Shareholder Value	Weighting
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%
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%

Similar to performance metrics under the Annual Incentive Program, 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. The Human Capital Committee believes these performance metrics more accurately reflect Energizer's underlying financial and operating results. *See* Appendix A for a description and reconciliation of the non-GAAP financial measures.

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 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. The results we achieved for our shareholders are consistent with the results obtained under our incentive plans. Similarly, the performance measures associated with the long-term performance incentive awards that were granted in November 2017 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. Based on the Company's results over the three-year performance period ending September 30, 2020, these November 2017 long-term performance incentive awards paid out at 133% of target in November 2020.

	Weighting	Threshold (50% of Target)	Target (100% of Target)	Stretch (200% of Target)	Actual Performance	Adjusted Performance*	Payout
Cumulative Adjusted Earnings per Share	50%	$8.14	$9.04	$9.94	$8.68	$8.42	66%
Cumulative Adjusted Free Cash Flow	50%	9.5%	10.5%	11.5%	12.8%	12.6%	200%
Total							**133%**

* The Human Capital Committee exercised negative discretion to address the impact of The Tax Cuts and Jobs Act.

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, aligned 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 before 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 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. Drabik and Mr. Kinder 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. The plans were frozen as of December 31, 2013, which is the end of the first quarter of our former parent company's fiscal 2014 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 were 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 and Mr. Drabik.

PERQUISITES

We offer a limited number of perquisites for our executive officers. The only perquisite is 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 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:

- the protections are common among companies of our size, and allow us to offer a competitive compensation package;
- the 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 a 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 2020 and all of the NEOs were terminated on that date, is provided under "*Potential Payments upon Termination or Change of Control*".

RETIREMENT TRANSITION AGREEMENTS

Gregory T. Kinder

On February 26, 2020, the Company and Mr. Kinder entered into a Retirement Transition Agreement (the "Kinder Transition Agreement"). The Kinder Transition Agreement provided for certain modified compensation and benefits to Mr. Kinder in lieu of what would have been payable under the executive severance plan in connection with Mr. Kinder's orderly transition of his knowledge, duties and responsibilities prior to his retirement. The Kinder Transition Agreement, among other things, provided for:

- Mr. Kinder's retirement effective as of April 30, 2020;
- Mr. Kinder received his FY20 base salary and benefits through his retirement date;
- A pro rata cash transition bonus payable on or about November 30, 2020 which is calculated based on a 60% target bonus and using the same methodology under the terms of the Annual Incentive Plan, if, and to the extent that the performance goals are achieved under the terms of the Plan;
- A pro rata portion of his 2017, 2018 and 2019 performance restricted stock equivalent awards, to the extent the performance goals are achieved at the end of the relevant performance period;
- Mr. Kinder's 2017, 2018 and 2019 time-based restricted stock equivalent awards will continue to vest and become payable under the terms of his award agreements as though Mr. Kinder had remained employed with the Company through the applicable vesting periods; and

- Mr. Kinder's Spin-Off restricted stock equivalent awards that were scheduled to vest on July 8, 2020 fully vested and became payable on July 8, 2020.

Dividend equivalents will continue to accrue and are payable upon vesting of the pro rata portions of the performance-based awards and the time-based restricted stock equivalent awards granted to Mr. Kinder.

The Kinder Transition Agreement contains customary confidentiality, cooperation, non-competition, non-solicitation and non-disparagement provisions as well as an Affirmation Agreement releasing all claims between the Company and Mr. Kinder.

In addition, Mr. Kinder's Change of Control Employment Agreement, dated July 1, 2015, terminated effective April 30, 2020.

Alan R. Hoskins

On November 20, 2020, the Human Capital Committee of the Board approved, and the Company entered into, a Retirement Transition Agreement (the "Hoskins Retirement Agreement"), as well as a grant to Mr. Hoskins of restricted stock units having a grant-date value of $350,000, in connection with Mr. Hoskins' retirement as the Company's CEO in support of a successful CEO transition, which will occur on January 1, 2021, and service as special advisor to the Company during the Transition Period (defined below). The Hoskins Retirement Agreement, among other things, provides for the following:

- Mr. Hoskins will remain employed by the Company as a Special Advisor to support the leadership transition by providing advice, guidance and assistance during the period beginning on January 1, 2021 through September 30, 2021 (or a date determined in accordance with the terms of the Hoskins Retirement Agreement) (the "Retirement Date"), this period is referred to as the "Transition Period", and he will continue to receive his base salary during the Transition Period;
- The November 2020 equity award consists of 70% performance-linked RSUs and 30% time-based RSUs;
- All of Mr. Hoskins' unvested time-based restricted stock equivalents (under the 2015 Plan) and RSUs (under the Omnibus Incentive Plan) will remain outstanding during the Transition Period and following his retirement and will vest according to their original vesting dates;
- All of Mr. Hoskins' unvested performance-linked restricted stock equivalents (granted under the 2015 Plan) and RSUs (granted under the Omnibus Incentive Plan) will remain outstanding during the Transition Period and following his retirement and will vest according to the Company's financial results for applicable periods and subject to certain additional conditions;
- Mr. Hoskins will not participate in the Executive Officer Bonus Plan during fiscal year 2021; however, he will be eligible to receive a transitional cash bonus equal to 115% of his base salary for fiscal year 2020, which is equivalent to the target annual bonus that would have been payable under the terms of the Annual Incentive Plan had Mr. Hoskins been a participant for fiscal year 2021;
- If the Company terminates Mr. Hoskins' services without cause prior to September 30, 2021, he will remain entitled to the same bonus payment and vesting of the time-based and performance-linked RSUs that he would have received if he had continued to serve as Special Advisor until his Retirement Date; and
- Mr. Hoskins' Change of Control Employment Agreement dated July 1, 2015, will continue through the Retirement Date, and will be terminated as of the Retirement Date, provided he is not entitled to duplicate payments or benefits under such agreement and the Hoskins Retirement Agreement.

Dividend equivalents will continue to accrue and are payable upon vesting of the performance-based awards and the time-based restricted stock equivalent and RSU awards granted to Mr. Hoskins.

The Hoskins Retirement Agreement also contains customary confidentiality, cooperation and non-disparagement provisions, which are perpetual, and non-competition and non-solicitation provisions, which expire on September 30, 2024 (or the date falling three years after the end of the Transition Period, whichever is sooner), as well as a mutual release of claims between the Company and Mr. Hoskins.

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, 2020.

Submitted by the Human Capital Committee members of the Board:

Cynthia J. Brinkley — Chair
Bill G. Armstrong
Rebecca C. Frankiewicz
Kevin J. Hunt
Nneka L. 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 *Chief Executive Officer*	2020	$1,055,750	$0	$4,243,626	$0	$ 1,214,111	$50,564	$154,762	$6,718,813
	2019	$1,025,000	$0	$4,120,076	$0	$1,439,530	$72,162	$158,150	$6,814,918
	2018	$ 994,167	$0	$4,000,056	$0	$1,510,837	$65,680	$164,495	$6,735,235
Mark S. LaVigne *President and Chief Operating Officer*	2020	$ 674,170	$0	$1,770,074	$0	$ 538,893	$ 3,609	$ 76,728	$3,063,474
	2019	$ 588,024	$0	$1,320,077	$0	$ 574,492	$ 5,023	$ 77,494	$2,565,110
	2018	$ 570,897	$0	$1,320,033	$0	$ 603,545	$ 4,549	$ 79,942	$2,578,966
Timothy W. Gorman *Chief Financial Officer*	2020	$ 575,640	$0	$1,000,049	$0	$ 431,730	$ 0	$ 63,029	$2,070,448
	2019	$ 554,667	$0	$1,000,090	$0	$ 508,024	$ 0	$ 76,837	$2,139,618
	2018	$ 520,000	$0	$ 850,054	$0	$ 755,385	$ 0	$ 50,336	$2,175,775
Hannah H. Kim *Chief Legal Officer and Corporate Secretary*	2020	$ 384,314	$0	$ 520,045	$0	$ 230,062	$ 0	$ 16,134	$1,150,555
John J. Drabik *Senior Vice President, Corporate Controller*	2020	$ 337,253	$0	$ 400,055	$0	$ 202,259	$ 4,593	$ 32,372	$ 976,532
Gregory T. Kinder *Former Chief Supply Chain Officer*	2020	$ 290,349	$0	$ 875,059	$0	$ 167,859	$ 735	$ 42,632	$1,376,634
	2019	$ 463,369	$0	$ 875,011	$0	$ 339,529	$ 1,023	$ 61,204	$1,740,136
	2018	$ 449,873	$0	$ 875,027	$0	$ 356,699	$ 926	$ 50,449	$1,732,974

(1) The amounts listed in the column for fiscal 2020 include a performance-based restricted stock equivalent grant awarded in November 2019 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 $43.10. Refer to Note 8, Share-Based Payments of the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended September 30, 2020 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 2019, based on the grant date fair value, A. Hoskins—$5,941,076; M. LaVigne—$2,478,078; T. Gorman—$1,400,060; H. Kim —$728,045, J. Drabik—$560,041, and G. Kinder—$1,225,074. The grant date fair value of the performance-based awards included in the table is as follows:

Mr. Hoskins, $2,970,538	Mr. Gorman, $700,030	Mr. Drabik, $280,021
Mr. LaVigne, $1,239,039	Ms. Kim, $364,023	Mr. Kinder, $612,537

The amounts listed in the column for fiscal 2020 also include time-based restricted stock equivalent awards granted by the Human Capital Committee in November 2019 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, $1,273,088	Mr. Gorman, $300,019	Mr. Drabik, $120,034
Mr. LaVigne, $531,035	Ms. Kim, $156,022	Mr. Kinder, $262,522

(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 2020 consist of the following:

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

Mr. Hoskins, $17,236	Mr. Gorman, $15,567	Mr. Drabik, $17,166
Mr. LaVigne, $16,800	Ms. Kim, $16,134	Mr. Kinder, $10,431

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

Mr. Hoskins, $131,526	Mr. Gorman, $47,462	Mr. Drabik, $13,707
Mr. LaVigne, $53,928	Ms. Kim, $0	Mr. Kinder, $32,201

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 2020, the following reimbursement payments were made:

Mr. Hoskins, $6,000
Mr. LaVigne, $6,000
Mr. Drabik, $1,499

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 2020 under two separate plans or programs:

- cash awards under our annual cash incentive program, with payouts determined based on achievement of performance measures established at the beginning of the fiscal year, as described in more detail in "*Compensation Discussion & Analysis – Elements of Compensation – 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 "*Compensation Discussion & Analysis – Elements of Compensation – Long-Term Incentive Program*".

GRANTS OF PLAN-BASED AWARDS TABLE

			Estimated Future Payouts Under Non-Equity Incentive Plan Awards ($)			Estimated Future Payouts Under Equity Incentive Plan Awards (#)						
Name	Type of Award	Grant Date	Threshold	Target	Maximum	Threshold	Target	Maximum	All Other Stock Awards: Number of Shares of Stock (#)	All Other Option Awards: Number of Shares Underlying Options (#)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards (4)(6)
A.R. Hoskins												
	Bonus: Annl.Perf.(1)	11/11/19	$607,056	$1,214,111	$2,428,222	—	—	—	—	—	—	—
	Perf. Award(2)	11/11/19	—	—	—	34,461	68,922	137,844	—	—	—	$2,970,538
	Perf.Awd.:Time Based(3)	11/11/19	—	—	—	—	—	—	29,538	—	—	$1,273,088
M.S. LaVigne												
	Bonus: Annl.Perf.(1)	11/11/19	$269,447	$ 538,893	$1,077,786	—	—	—	—	—	—	—
	Perf. Award(2)	11/11/19	—	—	—	14,374	28,748	57,496	—	—	—	$1,239,039
	Perf. Awd:Time Based(3)	11/11/19	—	—	—	—	—	—	12,321	—	—	$ 531,035
T.W. Gorman												
	Bonus: Annl.Perf.(1)	11/11/19	$215,865	$ 431,730	$ 863,460	—	—	—	—	—	—	—
	Perf. Award(2)	11/11/19	—	—	—	8,121	16,242	32,484	—	—	—	$ 700,030
	Perf. Awd:Time Based(3)	11/11/19	—	—	—	—	—	—	6,961	—	—	$ 300,019
H.H. Kim												
	Bonus: Annl.Perf.(1)	11/11/19	$115,031	$ 230,062	$ 460,124	—	—	—	—	—	—	—
	Perf. Award(2)	11/11/19	—	—	—	4,223	8,446	16,892	—	—	—	$ 364,023
	Perf. Awd:Time Based(3)	11/12/18	—	—	—	—	—	—	3,620	—	—	$ 156,022
J.J. Drabik												
	Bonus: Annl.Perf.(1)	11/11/19	$101,130	$ 202,259	$ 404,518	—	—	—	—	—	—	—
	Perf. Award(2)	11/11/19	—	—	—	3,249	6,497	12,994	—	—	—	$ 280,021
	Perf. Awd:Time Based(3)	11/11/19	—	—	—	—	—	—	2,785	—	—	$ 120,034
G.T, Kinder												
	Bonus: Annl.Perf.(1)	11/11/19	$ 83,930	$ 167,859	$ 335,718	—	—	—	—	—	—	—
	Perf. Award(2)(4)	11/11/19	—	—	—	7,106	14,212	28,424	—	—	—	$ 612,537
	Perf. Awd:Time Based(3)(5)	11/11/19	—	—	—	—	—	—	6,091	—	—	$ 262,522

(1) These amounts represent the estimated possible payouts of annual cash awards for fiscal 2020 under our annual cash incentive program for each of our NEOs. The actual amounts earned under the annual cash bonus program for fiscal 2020 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, 2019, the beginning of our fiscal 2020. See "*Compensation Discussion & Analysis – Elements of Compensation – 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) In accordance with the Kinder Transition Agreement, Mr. Kinder is entitled to a pro rata portion of his performance-based restricted stock equivalent awards, to the extent the performance goals are achieved at the end of the relevant performance period. Such pro rata estimated future payouts (in number of shares) are 1,185 (Threshold), 2,369 (Target) and 4,738 (Maximum). See "*Compensation Discussion & Analysis – Elements of Compensation – Retirement Transition Agreements*," above.

(5) Mr. Kinder's time-based restricted stock equivalent awards will continue to vest and become payable under the terms of his award agreements as though Mr. Kinder had remained employed with the Company through the applicable vesting periods, in accordance with the Kinder Transition Agreement. See "*Compensation Discussion & Analysis – Elements of Compensation – Retirement Transition Agreements*," above.

(6) 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 2020 grants under our annual incentive program see "*Annual Incentive Program*" and for further discussion regarding the timing and procedures for the fiscal year 2020 grants of performance-based and time-based long-term incentive awards, See "*Compensation Discussion & Analysis – Elements of Compensation – Long-Term Incentive Program*."

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END

The following table and footnotes set forth information regarding outstanding, unvested equity awards of our NEOs as of September 30, 2020. All of such awards are in the form of restricted stock equivalents, the vesting of which is, for performance-based awards, subject to the achievement of cumulative financial metrics over a three-year period, and, for time-based awards, generally over a three-year period, subject to acceleration of vesting in certain limited circumstances as contemplated under our equity incentive plans. See "*Compensation Discussion & Analysis – Elements of Compensation – Long-Term Incentive Program*."

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END TABLE

		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 ($)(5)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(2)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)(5)
A.R. Hoskins	11/13/2017	27,150	$1,062,651	84,255	$3,297,741
	11/12/2018	20,515	$ 802,957	47,868	$1,873,554
	11/11/2019	29,538	$1,156,117	34,461	$1,348,804
Total		**77,203**	**$3,021,725**	**166,584**	**$6,520,099**
M.S. LaVigne	11/13/2017	8,960	$ 350,694	27,804	$1,088,249
	11/12/2018	6,573	$ 257,267	15,337	$ 600,290
	11/11/2019	12,321	$ 482,244	14,374	$ 562,598
Total		**27,854**	**$1,090,205**	**57,515**	**$2,251,137**
T.W. Gorman	11/13/2017	5,770	$ 225,838	17,905	$ 700,802
	11/12/2018	4,980	$ 194,917	11,619	$ 454,768
	11/11/2019	6,961	$ 272,454	8,121	$ 317,856
Total		**17,711**	**$ 693,209**	**37,645**	**$1,473,426**
H.H. Kim	06/25/2018	1,008(7)	$ 39,453	—	$ —
	11/12/2018	778(7)	$ 30,451	1,038	$ 40,627
	11/11/2019	3,620	$ 141,687	4,223	$ 165,288
Total		**5,406**	**$ 211,591**	**5,261**	**$ 205,915**
J.J. Drabik	11/13/2017	1,697	$ 66,421	5,267	$ 206,150
	11/12/2018	1,245	$ 48,729	2,905	$ 113,702
	11/11/2019	2,785	$ 109,005	3,249	$ 127,166
Total		**5,727**	**$ 224,155**	**11,421**	**$ 447,018**
G.T. Kinder	11/13/2017	5,939	$ 232,452	15,873	$ 621,269
	11/12/2018	4,357	$ 170,533	5,083	$ 198,949
	11/11/2019	6,091	$ 238,402	1,185	$ 46,381
Total		**16,387**	**$ 641,387**	**22,141**	**$ 866,599**

(1) Restricted stock equivalents granted on 11/13/2017 vested on 11/13/2020.

(2) Restricted stock equivalents granted on 11/12/2018 vest on 11/12/2021.

(3) Restricted stock equivalents granted on 11/11/2019 vest on 11/11/2022.

(4) Performance-based restricted stock equivalent awards each vest on the date the Human Capital Committee certifies the results of the third fiscal year of the performance period for the respective award.

(5) The market value of awards that have not vested was determined by multiplying $39.14, the closing market price per share of the Company's stock on September 30, 2020, by the number of restricted stock equivalents.

(6) Performance-based restricted stock equivalent awards granted on 11/13/2017 vested on November 16, 2020, the date the Human Capital Committee certified the results of fiscal 2020, the last period of the performance period for such awards, at 133\%. Performance-based restricted stock equivalent awards granted on 11/12/2018 and 11/11/2019 reflect the number of share equivalents calculated based on achieving performance goals at the target level and threshold level, respectively.

(7) Represent time-based restricted stock equivalents that vest ratably each year over a four-year period.

STOCK VESTED DURING FISCAL YEAR 2020

The following table sets forth information on restricted stock units and performance restricted stock units that vested during fiscal year 2020 for the NEOs.

STOCK VESTED TABLE

	Stock Awards	
Name	Number of Shares Acquired on Vesting (1)(2)(3)(4)(5)	Value Realized on Vesting ($)
A. R. Hoskins	189,917	$9,179,109
M.S. LaVigne	67,409	$3,257,114
T. W. Gorman	13,458	$ 650,478
H.H. Kim	765	$ 34,509
J.J. Drabik	14,001	$ 677,341
G.T. Kinder	40,489	$1,958,145

(1) In fiscal 2020, 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. The number of equivalents that vested for each executive officer at a market price of $48.01 is as follows: Mr. Hoskins, 40,234; Mr. LaVigne, 16,513; Mr. Gorman, 2,794; Mr. Drabik, 1,397; and Mr. Kinder, 5,588.

(2) On June 25, 2020, 25% of the time-based restricted stock equivalent award granted on June 25, 2018 to Ms. Kim vested. A total of 505 equivalents vested at a market price of $46.71.

(3) On November 12, 2019, 25% of the time-based restricted stock equivalent award granted on November 12, 2018 to Ms. Kim vested. A total of 260 equivalents vested at a market price of $42.00.

(4) On November 13, 2019, 200% of the performance-based restricted stock equivalent awards granted in fiscal 2017 vested in accordance with the terms of the award agreements. The number of equivalents that vested for each executive officer at a market price of $48.38 is as follows: Mr. Hoskins, 123,268; Mr. LaVigne, 41,914, Mr. Gorman, 8,782; Mr. Drabik, 10,380; and Mr. Kinder, 28,742.

(5) On November 14, 2019, 100% of the time-based restricted stock equivalent awards granted in fiscal 2017 vested in accordance with the terms of the award agreements. The number of equivalents that vested for each executive officer at a market price of $48.60 is as follows: Mr. Hoskins, 26,415; Mr. LaVigne, 8,982, Mr. Gorman, 1,882; Mr. Drabik, 2,224; and Mr. Kinder, 6,159.

PENSION BENEFITS

The following table provides the present value of accumulated benefits in the Company's pension plans in which the NEO's participate. The table also includes years of credited service and any payments made during the fiscal year.

PENSION BENEFITS TABLE

Name	Plan Name (1)	Number of Years Credited Service (#)(2)(3)	Present Value of Accumulated Benefit ($)(4)	Payments During Last Fiscal Year ($)
A.R. Hoskins	Energizer Retirement Plan	31	$1,140,699	$ 0
	Supplemental Executive Retirement Plan	30	$1,354,433	$ 0
M.S. LaVigne	Energizer Retirement Plan	4	$ 87,807	$ 0
	Supplemental Executive Retirement Plan	4	$ 85,978	$ 0
T.W. Gorman	Energizer Retirement Plan	—	—	—
	Supplemental Executive Retirement Plan	—	—	—
H.H. Kim	Energizer Retirement Plan	—	—	—
	Supplemental Executive Retirement Plan	—	—	—
J.J. Drabik	Energizer Retirement Plan	8	$ 214,811	$ 0
	Supplemental Executive Retirement Plan	4	$ 6,432	$ 0
G.T. Kinder	Energizer Retirement Plan	.5	$ 28,952	$ 0
	Supplemental Executive Retirement Plan	.5	$ 6,445	$ 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' and Mr. Drabik benefit values 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. Mr. Gorman and Ms. Kim are not eligible to participate in either the Energizer Retirement Plan or the Supplemental Executive Retirement Plan.

(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) For Mr. Drabik, 3 years of service credited in the Energizer Retirement Plan were with Edgewell, our former parent company.

(4) 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 14, Pension Plans*" of the Notes to Consolidated Financial Statements of our Annual Report on Form 10-K for year ended September 30, 2020.

NON-QUALIFIED DEFERRED COMPENSATION PLANS

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

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 2020, the rate credited under this fund ranged from 3.25% to 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.

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.

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	$204,116	$0	$5,234,607
	Exec. S.I.P.	$139,108	$131,526	$221,218	$0	$2,596,847
	Total	**$139,108**	**$131,526**	**$425,334**	**$0**	**$7,831,454**
M.S. LaVigne	Def'd Comp. Plan	$ 0	$ 0	$ 24,001	$0	$ 615,496
	Exec. S.I.P.	$ 74,920	$ 53,928	$226,636	$0	$1,898,477
	Total	**$ 74,920**	**$ 53,928**	**$250,637**	**$0**	**$2,513,973**
T.W. Gorman	Def'd Comp. Plan	$ 0	$ 0	$ 0	$0	$ 0
	Exec. S.I.P.	$ 65,020	$ 47,462	$ 22,917	$0	$ 508,875
	Total	**$ 65,020**	**$ 47,462**	**$ 22,917**	**$0**	**$ 508,875**
H.H. Kim	Def'd Comp. Plan	$ 0	$ 0	$ 0	$0	$ 0
	Exec. S.I.P.	$ 18,000	$ 0	$ 1,269	$0	$ 19,269
	Total	**$ 18,000**	**$ 0**	**$ 1,269**	**$0**	**$ 19,269**
J.J. Drabik	Def'd Comp. Plan	$ 0	$ 0	$ 0	$0	$ 0
	Exec. S.I.P.	$ 31,672	$ 13,707	$ 22,511	$0	$ 339,474
	Total	**$ 31,672**	**$ 13,707**	**$ 22,511**	**$0**	**$ 339,474**
G.T. Kinder	Def'd Comp. Plan	$ 0	$ 0	$ 0	$0	$ 0
	Exec. S.I.P.	$ 37,793	$ 32,201	$ 46,317	$0	$ 562,115
	Total	**$ 37,793**	**$ 32,201**	**$ 46,317**	**$0**	**$ 562,115**

(1) The officer contributions to our executive savings investment plan during fiscal 2020 consist of deferrals of salary earned with respect to fiscal 2020.
(2) Contributions 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 2020 ranging from -12.36% to 49.32%; 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 3.25% to 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 2020 Annual Shareholders' Meeting:
- Mr. Hoskins: $564,504
- Mr. LaVigne: $141,228
- Mr. Gorman: $21,302
- Ms. Kim: $0
- Mr. Drabik: $0
- Mr. Kinder: $63,873

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL

We have not entered into general employment agreements with any of our NEOs, and the only agreements that we have entered into with our NEOs are the Retirement Transition Agreements with Mr. Kinder and Mr. Hoskins. See "*Retirement Transition Agreements*" above. 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 and our Omnibus Incentive 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, 2020, the last day of our fiscal year;
- the closing price of our common stock on the last trading day of the fiscal year was $39.14; and
- each of the NEOs, other than Mr. Kinder, 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 Ms. Kim and Mr. Drabik;
- For all NEOs, 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
M.S. LaVigne	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.
T.W. Gorman	2x Base Salary		
H.H. Kim	1x Base Salary		
J.J. Drabik	1x Base Salary		

Mr. Hoskins is not eligible for a payment under the Executive Severance Plan pursuant to the terms of the Hoskins Retirement Agreement. 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, 2020, each of our named executive officers would have received the following payments:

Name	Lump Sum Severance Payment	Outplacement Services	Pro-Rata Bonus Payment	Total
M.S. LaVigne	$1,368,100	$40,000	$547,240	$1,955,340
T.W. Gorman	$1,156,896	$40,000	$433,836	$1,630,732
H.H. Kim	$ 400,000	$40,000	$240,000	$ 680,000
J.J. Drabik	$ 340,000	$40,000	$204,000	$ 584,000

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.

See "*Retirement Transition Agreements*" above for additional information regarding Mr. Hoskins and Mr. Kinder.

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
Four-year restricted stock award granted 6/25/2018 and 11/12/2018	Forfeited	Accelerated	Accelerated	Pro Rata Vesting
Three-year restricted stock awards granted 11/13/17, 11/12/18 and 11/11/2019	Forfeited	Accelerated	Accelerated	Pro Rata Vesting
Three-year performance awards granted 11/13/17, 11/12/18 and 11/11/2019	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, 2020 is shown in the following chart. Stock market changes since September 30, 2020 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	$7,971,811	$5,322,991	$0	$2,941,949
M.S. LaVigne	$2,949,457	$2,374,234	$0	$ 0
T.W. Gorman	$1,871,910	$1,242,617	$0	$ 0
H.H. Kim	$ 604,344	$ 352,168	$0	$ 0
J.J. Drabik	$ 619,289	$ 393,706	$0	$ 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 $39.14, the closing market price of the Company's stock on September 30, 2020. 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.

TERMINATION AFTER 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 Mr. Gorman and Ms. Kim the term is two years and for Mr. Drabik the term is one year. 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 Mr. Gorman and Ms. Kim and one time in the case of Mr. Drabik.
- 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
Four-year time-based awards granted 6/25/18 & 11/12/18	100% vest upon change of control
Three-year time-based awards granted 11/13/17, 11/12/18 and 11/11/19	100% vest upon change of control
Three-year performance awards granted 11/13/17, 11/12/18 and 11/11/19	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, 2020 and an executive officer's employment was not terminated, our executive officers would have received the following pro rata annual bonus amounts: Mr. Hoskins $1,439,530, Mr. LaVigne $574,492, Mr. Gorman $508,024, Ms. Kim $240,000 and Mr. Drabik $204,000.

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 $39.14 (the closing price of our common stock on September 30, 2020). Stock market declines and vesting and forfeitures of unvested restricted stock equivalents since September 30, 2020 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	Change of Control Cash Severance	Retirement Benefits	Accelerated Vesting of Restricted Stock Equivalent Awards	Benefits (1)	Excise Tax Reduction	Total
A.R. Hoskins	$9,440,532	$0	$7,971,811	$35,223	$ 0	$17,447,566
M.S. LaVigne	$4,879,104	$0	$2,949,457	$31,197	$ 0	$ 7,859,758
T.W. Gorman	$2,662,139	$0	$1,871,911	$32,113	$-167,172(2)	$ 4,398,991
H.H. Kim	$1,375,495	$0	$ 604,406	$32,707	$ 0	$ 2,012,608
J.J. Drabik	$ 777,863	$0	$ 619,289	$16,417	$ 0	$ 1,413,569

(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, 2020, 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, 2020, 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 12 colleagues who were previously employed by CAE which we acquired during fiscal 2020. Additionally, of the remaining approximately 5,900 colleagues, under the de minimis exception to the Dodd- Frank Act reporting rules, we excluded 192 colleagues based in Guatemala, 49 colleagues based in Honduras and 30 colleagues based in El Salvador, which represented approximately 4.61% of the Company's total colleague population as of September 30, 2020. Therefore, an aggregate population of approximately 5,600 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 2020 was approximately 129 times the median of the annual total compensation of all of our other colleagues (except those colleagues excluded under the de minimis and acquisition exclusions noted above).

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	$6,718,813	$52,013

ADDITIONAL INFORMATION

STOCK OWNERSHIP INFORMATION

FIVE PERCENT OWNERS OF COMMON STOCK

The following table shows, as of December 4, 2020, 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)
FMR LLC 245 Summer Street Boston, Massachusetts 02210	8,531,813(2)	12.4%
J.P. Morgan Chase & Co. 383 Madison Avenue New York, NY 10179	6,492,484(3)	9.5%
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	6,023,229(4)	8.8%
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	5,965,595(5)	8.7%
Ceredex Value Advisors LLC 301 E. Pine St., Suite 500 Orlando, FL 32801	3,933,999(6)	5.7%
Aqua Capital, Ltd Wickhams Cay 1 Vanterpool Plaza, 2nd Floor Road Town, Tortola D8, British Virgin Islands	3,550,000(7)	5.2%

(1) On December 4, 2020, there were 68,536,381 shares of the Company's common stock outstanding.
(2) As reported in a statement on Schedule 13G/A filed with the SEC on February 7, 2020, FMR LLC and related entities reported sole voting power over 96,858 of such shares and sole power to dispose or direct the disposition of over 8,531,813 of such shares.
(3) As reported in a statement on Schedule 13G/A filed with the SEC on January 13, 2020, J.P. Morgan Chase & Co. and related entities reported, as of December 31, 2019, sole voting power over 6,353,830 of such shares and sole dispositive power over 6,491,862 of such shares.
(4) As reported in a statement on Schedule 13G/A filed with the SEC on February 10, 2020, BlackRock, Inc. and related entities reported, as of December 31, 2019, sole voting power over 5,769,558 of such shares and sole dispositive power over 6,023,229 of such shares.
(5) As reported in a statement on Schedule 13G/A filed with the SEC on February 12, 2020, The Vanguard Group and related entities reported, as of December 31, 2019, sole voting power over 32,918 of such shares and sole dispositive power over 5,923,020 of such shares and shared voting power over 18,490 of such shares and shared dispositive power over 42,575 of such shares.
(6) As reported in a statement on Schedule 13G/A filed with the SEC on February 10, 2020, Ceredex Value Advisors, LLC. and related entities reported, as of December 31, 2019, sole voting power over 3,672,899 of such shares and sole dispositive power over 3,933,999 of such shares.
(7) As reported in a statement on Schedule 13G/A filed with the SEC on February 13, 2020, Aqua Capital, Ltd. and related entities reported, as of December 31, 2019, shared voting power over 3,550,000 of such shares and shared dispositive power over 3,550,000 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 December 4, 2020. It does not reflect any changes in ownership that may have occurred after that date.

In general, ‘‘beneficial ownership’’ includes those shares a director, nominee or executive officer has the power to vote or transfer, as well as shares owned by immediate family members that reside with the director, nominee or executive officer. Unless otherwise indicated, directors, nominees 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	3,772(B)	0	*
Bill G. Armstrong	31,132(B)	48,892	*
Cynthia J. Brinkley	18,896(B)	4,612	*
Rebecca C. Frankiewicz	2,772(B)	1,716	*
Alan R. Hoskins	482,207(B)	0	*
Kevin J. Hunt	18,896(B)	0	*
James C. Johnson	21,788(B)	179	*
Patrick J. Moore	18,896(B)	0	*
Nneka L. Rimmer	6,193(B)	0	*
Robert V. Vitale	33,123(B)	8,007	*
John Drabik	12,731	0	*
Timothy W. Gorman	80,587	0	*
Hannah H. Kim	1,045	0	*
Gregory T. Kinder	52,809	0	*
Mark S. LaVigne	134,082	0	*
All Executive Officers and Directors as a Group (15 persons)	913,162	63,406	1.41%

(A) The number of shares outstanding for purposes of this calculation was the number outstanding as of December 4, 2020, equivalents that vest within 60 days, or upon retirement, and the number of stock equivalents held in the deferred compensation plan.

(B) 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, 18,801; Mr. Moore, 15,909; and Mr. Vitale, 9,911. 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. Abrams-Rivera, 2,772; Mr. Armstrong, 2,987; Ms. Brinkley, 2,987; Ms. Frankiewicz, 2,772; Mr. Hoskins, 52,598; Mr. Hunt, 2,987; Mr. Johnson, 2,987; Mr. Moore, 2,987; Ms. Rimmer, 2,987 and Mr. Vitale, 2,987.

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, 2020:

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	1,255,225	N/A	8,259,325
Equity compensation plans not approved by security holders	None	N/A	None
Total	1,255,225	N/A	8,259,325

(1) The number of securities to be issued upon exercise of outstanding options, warrants and rights shown above, as of September 30, 2020, includes 1,255,225 restricted stock equivalents which have been granted under the terms of the 2015 or Omnibus Incentive Plans (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 1,956,521. As of December 7, 2020, of the outstanding stock equivalents granted, approximately 469,000 have vested and converted into outstanding shares of our common stock. An additional 472,000 restricted stock equivalents have been granted, including 278,000 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 Omnibus Incentive 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 6,856,733.

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 2020 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 2020, 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 with Spectrum Brands Holdings, Inc. (''Spectrum''), the Company and Spectrum entered into transition service agreements (''TSAs'') and reverse TSAs. Under the agreements, the Company and Spectrum provided 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, 2020, the Company incurred expense of $8.4 in SG&A and $0.4 in Cost of products sold. The Company also recorded income of $0.9 in Other items, net related to the reverse transaction services agreements provided for the twelve months end period.

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, 2020.

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 21, 2020, 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 December 4, 2020 may vote at the meeting. On December 4, 2020, there were 68,536,381 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 VIRTUAL ANNUAL MEETING

- Energizer will be hosting the Annual Shareholders' Meeting online. A summary of the information you need to attend the Annual Meeting online is provided below:
- Any shareholder can attend the Annual Shareholders' Meeting by visiting www.virtualshareholdermeeting.com/ENR2021
- We encourage you to access the Annual Shareholders' Meeting online prior to its start time
- The Annual Meeting starts at 8:00 a.m. Central Time
- Shareholders may vote electronically and submit questions online while attending the Annual Shareholders' Meeting
- Please have the Control Number we have provided to you to join the Annual Shareholders' Meeting
- Instructions on how to attend and participate in the Annual Shareholders' Meeting, including how to demonstrate proof of stock ownership, are available at www.virtualshareholdermeeting.com/ENR2021

WHAT IF I HAVE TECHNICAL DIFFICULTIES OR TROUBLE ACCESSING THE VIRTUAL MEETING WEBSITE?

We will have technicians ready to assist you with any technical difficulties you may have accessing the virtual meeting. If you encounter any difficulties accessing the virtual meeting during the meeting, please call toll free: 1-844-986-0822, or if calling internationally, please call: 1-303-562-9302.

HOW CAN I ASK QUESTIONS?

You can submit questions in writing to the virtual meeting website during the annual meeting. You must first join the meeting with your 16-digit control number. We intend to answer questions pertinent to company matters as time allows during the meeting. Questions that are substantially similar may be grouped and answered once to avoid repetition. Guidelines for submitting written questions during the meeting will be available in the rules of conduct for the Annual Shareholders' Meeting.

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 VOTING	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.
VOTING DURING MEETING	During the Annual Shareholders' Meeting, you can vote, using the Control Number we have provided to you.

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

(1) "Majority of Voting Power" in table relates to shares represented and entitled to vote on the proposal.

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 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. Morrow Sodali LLC may solicit proxies for a fee of $10,000 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. If a shareholder would like to receive separate copies of proxy materials that have been subject to householding, please contact Broadridge Financial Solutions, Inc. at the contact information below to receive separate copies. 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 the 2022 Annual Shareholders' Meeting*".

SHAREHOLDER PROPOSALS FOR THE 2022 ANNUAL SHAREHOLDERS' MEETING

Any proposals to be presented at the 2022 Annual Shareholders' Meeting must be received by the Company, directed to the attention of the Corporate Secretary, no later than August 23, 2021 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 2022 Annual Shareholders' Meeting, the notice would have to be received between October 4, 2021 and November 3, 2021. However, in the event that the date of the 2022 Annual Shareholders' Meeting is more than 30 days before or more than 60 days after the first anniversary of the 2022 Annual Shareholders' Meeting, notice must be received no earlier than the 120th day prior to the date of the 2022 Annual Shareholders' Meeting and not later than the close of business on the later of the 90th day prior to the date of the 2022 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

Energizer Holdings, Inc. (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 these forward looking statements. 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 17, 2020, 1) market and economic conditions; (2) market trends in the categories in which we compete; (3) uncertainty relating to the impacts of the COVID-19 outbreak, including but not limited to, its impacts on consumer demand, costs, product mix, the availability of our products, our strategic initiatives, our and our partners' global supply chains, operations and routes to market; (4) our ability to integrate businesses, to realize the projected results 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; (5) the impact of the acquired businesses on our business operations; (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 employees, 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 the United Kingdom's future trading relationships following its exit from the European Union; (15) the impact of foreign currency exchange rates and currency controls, as well as offsetting hedges; (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 this filing. 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.

APPENDIX A

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, loss on extinguishment of debt, settlement loss on pension plan terminations, gain on sale of real estate, restructuring activities, costs related to the spin, income tax adjustments and the one-time impact of the CARES Act and The Tax Cuts and Jobs Act. 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 Earnings Per Share (EPS) excludes the impact of the costs related to acquisition and integration, the loss on extinguishment of debt, the prior year settlement loss on pension plan termination, gain on sale of real estate, restructuring activities, costs related to the spin, income tax adjustments and the one-time impact of the CARES Act and The Tax Cuts and Jobs Act.
- Free Cash Flow is defined as net cash provided by operating activities reduced by capital expenditures, net of the proceeds from asset sales. Adjusted Free Cash Flow further 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.

	FY16	FY17	FY18	FY19	FY20
Free Cash Flow (in millions)					
Net Cash from Operating Activities	$193.9	$197.2	$228.7	$142.1	$389.3
Capital Expenditures	(28.7)	(25.2)	(24.2)	(55.1)	(65.3)
Proceeds from Sales of Assets	1.5	27.2	6.1	0.2	6.4
Free Cash Flow — Subtotal	$166.7	$199.2	$210.6	$ 87.2	$330.4
Acquisition and Integration Related Payments	5.6	4.3	27.2	159.2	33.7
Integration Related Capital Expenditures	—	—	—	9.8	41.0
Adjusted Free Cash Flow	$172.3	$203.5	$237.8	$256.2	$405.1

	FY16	FY17	FY18	FY19	FY20
Reported GAAP Diluted EPS	$ 2.04	$ 3.22	$ 1.52	$ 0.78	$0.44
Acquisition and integration costs	0.22	0.06	1.00	2.06	0.79
Acquisition withholding tax	—	—	0.10	—	—
Settlement on pension plan terminations	—	—	0.17	0.05	—
Loss on extinguishment of debt	—	—	—	—	1.05
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)	—
One-time impact of the CARES Act	—	—	—	—	0.03
Impact for Diluted Share Calculation(1)	—	—	—	0.12	—
Adjusted Non-GAAP Diluted EPS	$ 2.31	$ 2.98	$ 3.37	$ 3.00	$2.31

(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.

	FY16	FY17	FY18	FY19	FY20
Net Sales (in millions)	$1,634.2	$1,755.7	$1,797.7	$2,494.5	$2,744.8
Reported SG&A as a % of Net Sales	22.1%	20.6%	23.5%	20.7%	17.6%
Reported SG&A (in millions)	361.4	361.3	421.7	515.7	483.3
Acquisition and integration costs	10.0	4.0	62.9	82.3	38.8
Spin	10.0	—	—	—	—
Adjusted SG&A	341.4	357.3	358.8	433.4	444.5
Adjusted SG&A as a % of Net Sales	20.9%	20.4%	20.0%	17.4%	16.2%

	FY16	FY17	FY18	FY19	FY20
Earnings before income taxes (in millions)	$165.7	$273.3	$175.2	$ 73.1	$ 67.7
Other items, net	(9.1)	(5.0)	(6.6)	(14.3)	2.0
Interest expense	54.3	53.1	98.4	226.0	195.0
Loss on extinguishment of debt	—	—	—	—	94.9
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	72.1
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	$431.7

	FY16	FY17	FY18	FY19	FY20
Net Earnings (in millions)	$127.7	$201.5	$ 93.5	$ 64.7	$ 46.8
Income tax provision	38.0	71.8	81.7	8.4	20.9
Earnings before taxes	$165.7	$273.3	$175.2	$ 73.1	$ 67.7
Interest expense	54.3	53.1	98.4	226.0	195.0
Loss on extinguishment of debt	—	—	—	—	94.9
Depreciation and Amortization	34.3	50.2	45.1	92.8	111.9
EBITDA	$254.3	$376.6	$318.7	$391.9	$469.5
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	68.0
Settlement loss on Pension Plan Terminations	—	—	14.1	3.7	—
Share-Based Payments	20.4	24.3	28.2	27.1	24.5
Adjusted EBITDA	$314.0	$388.6	$399.1	$545.5	$562.0

	FY 2016	% Chg	FY 2017	% Chg	FY 2018	% Chg	FY 2019	% Chg	FY 2020	% Chg
Net Sales — Prior Year (in millions)	$1,631.6		$1,634.2		$1,755.7		$1,797.7		$2,494.5	
Organic	49.8	3.1%	49.9	3.1%	22.5	1.3%	73.4	4.1%	61.4	2.5%
Impact of Battery Acquisition	—	0%	—	0%	—	0%	338.9	18.9%	125.5	5.0%
Impact of Auto Care Acquisition	—	0%	—	0%	—	0%	315.8	17.6%	85.1	3.4%
Impact of Nu Finish Acquisition	—	0%	—	0%	2.3	0.1%	5.9	0.3%	—	0%
Impact of 2016 Auto Care Acquisition	32.3	2.0%	83.1	5.1%	—	0%	—	0%	—	0%
Change in Argentina Operations	(3.5)	-0.2%	2.6	0.2%	(1.9)	-0.1%	(4.5)	-0.3%	1.6	0.1%
Change in Venezuela Operations	(8.5)	-0.5%	—	0%	—	0%	—	0%	—	0%
International go to market	(14.7)	-0.9%	—	0%	—	0%	—	0%	—	0%
Impact of Currency	(52.8)	-3.3%	(14.1)	-1.0%	19.1	1.1%	(32.7)	-1.8%	(23.3)	(1.0)%
Net Sales — Current Year	$1,634.2	0.2%	$1,755.7	7.4%	$1,797.7	2.4%	$2,494.5	38.8%	$2,744.8	10.0%

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, 2020

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.

(Exact name of registrant as specified in its charter)

Missouri (State or other jurisdiction of incorporation or organization)	**36-4802442** (I.R.S. Employer Identification No.)
533 Maryville University Drive **St. Louis, Missouri** (Address of principal executive offices)	**63141** (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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

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, 2020, the last day of the registrant's most recently completed second quarter: $2,070,832,297.

(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 10, 2020: 68,518,729.

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 February 1, 2021 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, 2020.

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PART I

PART II

PART III

PART IV

Part I.

Item 1. *Business*.

Additional information required by this item is incorporated herein by reference to Part II, Item 7, "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 divestment can be found in the MD&A and Notes 1, 4 and 5 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, whose shares of common stock are traded on the New York Stock Exchange 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.

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 "Management's Discussion and Analysis of Financial Conditions and Results of Operations" ("MD&A") in Part II, Item 7 of this Report, and Note 3, Revenue, 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 2020, only Wal-Mart Stores, Inc. accounted for ten percent or more (14.1%) 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 Note 2, Summary of Significant Accounting Policies, and Note 3, Revenue, of 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 principal raw material used by auto care is refrigerant R-134a, plastic and aluminum. The prices and availability of these raw materials have fluctuated over time. We believe that adequate supplies of most raw materials and component parts required for all of our operations are available at the present time, although we cannot predict their future availability or prices. Our raw materials and component parts are generally available from a number of different sources, and 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. We have not experienced any significant interruption in availability of raw materials but have seen some shortages and allocations of component parts due to COVID-19, mainly related to our auto care operations. We are working to qualify additional sources to ensure continued supply of these items. 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, and Eveready trademarks globally, and license Varta trademarks, 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, 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 1,700 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.

*Seasona*lity

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.

Human Capital Resources

As of September 30, 2020, we have approximately 5,900 employees, including approximately 2,400 employees based in the U.S. Approximately 480 employees are unionized, primarily at our Fennimore, Wisconsin, Portage, Wisconsin and Marietta, Ohio facilities. Overall, we consider our employee relations to be good.

Inclusion & Diversity

As a global company, we embrace diversity and collaboration in our workforce, our ways of thinking, and our business experiences. We encourage colleagues to consider other points of view to help deliver better results. At Energizer, inclusion and diversity (I&D) is a business imperative, not strictly a Human Resources initiative. We are building I&D into our culture with a focus on caring, results, learning and continuous improvement and have identified several key objectives that guide our effort and by which we will demonstrate our commitment to fostering inclusion and diversity, including:

- Promoting a work environment that enables colleagues to feel safe to express their ideas and perspectives and feel they belong to our Energizer team;
- Educating colleagues and people managers to build awareness and understanding in I&D; and
- Recruiting, developing and retaining diverse top talent.

We made significant progress in our I&D focus in fiscal 2020. We created and launched our Global Inclusion & Diversity Council, which is sponsored by our Chief Executive Officer and Chief Human Capital Officer. This Council of 13 members represents locations, functions and business segments across the globe. Its top priorities for the next two years include:

- Implementing a comprehensive I&D learning and development plan to build awareness and drive inclusive behaviors; and
- Developing our diversity pipeline through hiring, mentoring and coaching.

Results-Driven, Collaborative Culture

In addition to our focus on I&D, we focus our company-wide efforts on creating an environment where our colleagues feel respected, valued, and can contribute to their fullest potential. To this end, Energizer colleagues are passionate about working together to win. As one team we learn together, care about each other and do the right thing to deliver results. We are working to develop and promote a culture that will drive our business and build a bright future for our brands, our products, our customers and our consumers. From transparent communication channels, change pulse checks to engagement surveys – which we conduct at least annually through a third-party partner – and leadership forums, we seek out colleague feedback to improve our culture. Our culture champion network, with members in all of our major global markets, leads local and global efforts to create inclusive and diverse work environments and bring our values to life. To bring our colleagues together across multiple time zones and geographies and create a global sense of community, we leverage technology from Yammer communities to LinkedIn posts to a "cameras on" standard for video meetings. This promotes online collaborative workspaces.

Talent Development

We recognize how important it is for our colleagues to develop and progress in their careers. That's why we provide a variety of resources to help our colleagues grow in their current roles and build new skills — including online development resources from a competency model development library to hundreds of online courses in our Learning Management system. We emphasize individual development planning as part of our annual goal setting process, and offer mentoring programs, along with change management and project management upskilling opportunities. We have leadership development resources for all leaders across the organization and continue to build tools for leaders to develop their teams on the job and in roles to create new opportunities to learn and grow.

Pay

Our primary compensation strategy is "Pay for Performance" over the long term as well as on an annual basis, which drives a mindset of accountability and productivity. Our compensation guiding principles are to structure compensation that is simple, aligned and balanced. We believe our compensation guiding principles are strongly aligned with our corporate strategic priorities and our vision for shareholder value creation.

We are committed to fair pay and strive to be externally competitive while ensuring internal equity across our organization. We are conducting global pay equity assessments and compensation reviews, and we are actively working to reduce unconscious bias in our hiring practices, performance reviews and promotion opportunities that may contribute to pay inequities.

Workplace Safety

We care about our colleagues and anyone who enters our workplace. We have a strong Environmental, Health and Safety program that focuses on implementing policies and training programs, as well as performing self-audits to ensure our colleagues leave their workplace safely, every day. Several of our U.S. manufacturing sites have been recognized by the U.S. Occupational Safety & Health Administration's Voluntary Protection Program (VPP) for their low injury rates, employee engagement and other programs. To put that in context, out of about 8 million workplaces in the entire U.S., only approximately 2,100 have earned VPP recognition. We have globally adopted the same safety programs used by these recognized Energizer sites to maintain a high standard for performance across our operations. Importantly during 2020, our experience and continuing focus on workplace safety have enabled us to preserve business continuity without sacrificing our commitment to keeping our colleagues and workplace visitors safe during the COVID-19 pandemic.

Health and Wellness

Creating a culture where all colleagues feel supported and valued is paramount to our corporate mission. The ongoing COVID-19 pandemic has led to unique challenges, and we are striving to ensure the health, safety and general well-being of our colleagues. We continue to evolve our programs to meet our colleagues' health and wellness needs, which we believe is essential to attract and retain employees of the highest caliber, and we offer a competitive benefits package focused on fostering work/life integration.

Governmental Regulations and Environmental Matters

Our operations, including the manufacture, packaging, labeling, storage, distribution, advertising and sale of our products, are subject to various federal, state, local and foreign laws and regulations, including those intended to protect

public health and the environment. In the U.S. many of our products are regulated 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. We are also subject to regulations regarding the recycling of batteries; transportation, storage or use of certain chemicals to protect the environment; and regulations in other related areas, such as with respect to sustainability in the batteries value chain, including the European Union Batteries Directive. 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.

In recent years, refrigerants such as R-134a, which is a critical component of our auto care business' aftermarket A/C products have 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 at the federal level, 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, individual states are regulating the sale and distribution of products containing R-134a. In addition, regulations may be enacted governing the packaging, use and disposal of our auto care business' products containing refrigerants.

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 anti-corruption 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.

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.

The Company is also required to comply with increasingly complex and changing laws and regulations enacted to protect business and personal data in the United States and other jurisdictions regarding privacy, data protection and data security, including those related to the collection, storage, use, transmission and protection of personal information and other consumer, customer, vendor or employee data. Such privacy and data protection laws and regulations, including with respect to the European Union's General Data Protection Regulation (GDPR), the Brazilian Data Protection Law, and the California Consumer Privacy Act of 2018 (CCPA), and the interpretation and enforcement of such laws and regulations, are continuously developing and evolving and there is significant uncertainty with respect to how compliance with these laws and regulations may evolve and the costs and complexity of future compliance.

We also 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. We are currently involved in or have potential liability with respect to the remediation of past contamination in the operation of some of our current and former facilities. In addition, some of our present and former facilities have or had been in operation for many years and, over that time, some of those facilities may have used substances or generated and disposed of wastes that are or may be considered hazardous. It is possible that those sites, as well as disposal sites owned by third parties to whom we have sent waste, may be identified and become the subject of remediation. We could also become subject to additional environmental liabilities in the future, whether as a result of new laws and regulations or otherwise, which could result in a material adverse effect on our financial condition and results of operations.

For additional information on the laws and regulations that apply to our business, see MD&A and Note 22, Environmental and Regulatory, to our Consolidated Financial Statements. For a discussion of the risks associated with these laws and regulations, see Part I, Item 1A, "Risk Factors."

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 material factors, of which we are currently aware, that could affect our businesses, results of operations and financial condition and make an investment in the Company speculative or risky.

Some of these risks include:

- *Global economic and financial market conditions, including the conditions resulting from the COVID-19 pandemic, and actions taken by our customers, suppliers, other business partners and governments in markets in which we compete might materially and negatively impact us.*
- *Competition in our product categories might hinder our ability to execute our business strategy, achieve profitability, or maintain relationships with existing customers.*
- *Changes in the retail environment and consumer preferences could adversely affect our business, financial condition and results of operations.*
- *We must successfully manage the demand, supply, and operational challenges brought about by the COVID-19 pandemic and any other disease outbreak, including epidemics, pandemics, or similar widespread public health concerns.*
- *Loss or impairment of the reputation of our Company or our leading brands or failure of our marketing plans could have an adverse effect on our business.*
- *Loss of any of our principal customers could significantly decrease our sales and profitability.*
- *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 subject to risks related to our international operations, including currency fluctuations, which could adversely affect our results of operations.*
- *If we fail to protect our intellectual property rights, competitors may manufacture and market similar products, which could adversely affect our market share and results of operations.*
- *Our reliance on certain significant suppliers subjects us to numerous risks, including possible interruptions in supply, which could adversely affect our business.*
- *Our business is vulnerable to the availability of raw materials, our ability to forecast customer demand and our ability to manage production capacity.*
- *Changes in production costs, including raw material prices, could erode our profit margins and negatively impact operating results.*
- *The manufacturing facilities, supply channels or other business operations of the Company and our suppliers may be subject to disruption from events beyond our control.*
- *We may be unable to generate anticipated cost savings, successfully implement our strategies, or efficiently manage our supply chain and manufacturing processes, and our profitability and cash flow could suffer as a result.*
- *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.*
- *A failure of a key information technology system could adversely impact our ability to conduct business.*
- *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.*
- *We have significant debt obligations that could adversely affect our business and our ability to meet our obligations.*
- *We may experience losses or be subject to increased funding and expenses related to our pension plans.*

- *The estimates and assumptions on which our financial projections are based may prove to be inaccurate, which may cause our actual results to materially differ from our projections, which may adversely affect our future profitability, cash flows and stock price.*
- *If we pursue strategic acquisitions, divestitures or joint ventures, we might experience operating difficulties, dilution, and other consequences that may harm our business, financial condition, and operating results, and we may not be able to successfully consummate favorable transactions or successfully integrate acquired businesses.*
- *We may be unable to realize the anticipated benefits of the 2019 acquisitions of the global auto care and battery, lighting and power businesses from Spectrum Brands.*
- *The 2019 auto care and battery 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.*
- *Our business involves the potential for claims of product liability, labeling claims, commercial claims and other legal claims against us, which could affect our results of operations and financial condition and result in product recalls or withdrawals.*
- *Our business is subject to increasing regulation in the U.S. and abroad, the uncertainty and cost of future compliance and consequence of non-compliance with which may have a material adverse effect on our business.*
- *Increased focus by governmental and non-governmental organizations, customers, consumers and shareholders on sustainability issues, including those related to climate change, may have an adverse effect on our business, financial condition and results of operations and damage our reputation.*
- *We are subject to environmental laws and regulations that may expose us to significant liabilities and have a material adverse effect on our results of operations and financial condition.*
- *We cannot guarantee that any share repurchase program will be fully consummated or that any share repurchase program will enhance long-term stockholder value, and share repurchases could increase the volatility of the price of our stock and diminish our cash reserves.*
- *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.*
- *Holders of our Mandatory Convertible Preferred Stock will have the right to elect two directors in the case of certain dividend arrearages.*
- *Certain rights of the holders of the Mandatory Convertible Preferred Stock could delay or prevent an otherwise beneficial takeover or takeover attempt of us.*

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.

Economic, Competitive and Industry Risks

Global economic and financial market conditions, including the conditions resulting from the COVID-19 pandemic, and actions taken by our customers, suppliers, other business partners and governments in markets in which we compete might materially and negatively impact us.

Unfavorable global economic conditions and the economies in regions in which we conduct business have experienced substantial economic downturns as a result of the COVID-19 pandemic. We are currently experiencing reduced demand for certain of our consumer products, and in the future might be adversely affected in a material way by lower consumer demand as a result of recessionary economic conditions, including after the direct impact of the COVID-19 pandemic has subsided. In response to unfavorable economic conditions, there could be a reduction in discretionary spending, which may lead to reduced net sales or cause a shift in our product mix from higher-margin to lower-margin product offerings 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.

Global markets continued to face threats and uncertainty during fiscal year 2020. Future changes to U.S. or foreign tax and trade policies, imposition of new or increased tariffs, other trade restrictions or other government actions, including any government shutdown, foreign currency fluctuations, including devaluations, and fear of exposure to or actual impacts of a widespread disease outbreak, such as the COVID-19 pandemic, may lead to continuation of such risks and uncertainty. Uncertain economic and financial market conditions may also adversely affect the financial condition of our customers, suppliers and other business partners. Any significant decrease in customers' purchases of our products or our inability to collect accounts receivable resulting from an adverse impact of the global markets on customers' financial condition could have a material adverse effect on our business, financial condition and results of operations. 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 product categories might hinder our ability to execute our business strategy, achieve profitability, or maintain relationships with existing customers.

We face intense competition from consumer product companies both in the U.S. and in global markets. Most of our products compete with other widely advertised, promoted and merchandised brands within each product category. The categories in which we operate are mature and highly competitive, 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, our 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 in our product categories is based upon brand perceptions, innovation, product performance, customer service and price. Our ability to compete effectively could be affected by a number of factors, including:

- Our competitors might 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. These competitors may be able to spend more aggressively on advertising and promotional activities, introduce competing products more quickly and respond more effectively to changing business and economic conditions than we can.
- Our competitors may have lower production, sales and distribution costs, and higher profit margins.
- 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.
- 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 our products in certain categories.
- Despite increased demand for many of our products in response to COVID-19, we expect heightened competitive activity from strong local competitors, other large multinational companies, and new entrants into the market in many of our product categories. We expect such activities to include more aggressive product claims and marketing challenges, increased promotional spending and geographic expansion, and marketing of new products. We expect promotional activities to increase as retailers try aggressively to get consumers back into their stores after prolonged "stay at home" and other government restrictions continue to ease over the coming months. Furthermore, our competitors may attempt to gain market share by offering products at prices at or below those we typically offer.

Changes in the retail environment and consumer preferences could adversely 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. However, the retail environment continues to evolve and may change to a more significant extent or at a faster pace in light of the COVID-19 pandemic, with a greater consumer emphasis on health and wellness, 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 retailers are increasingly selling consumer products through such alternative retail channels. In addition, a growing number of alternative sales channels and business models, such as niche brands, native online brands, private label and store brands, direct-to-consumer brands and channels and discounter channels, have emerged in the markets we serve. In particular, the growing presence of, and increasing sales through, e-commerce retailers have affected, and may continue to affect, consumer preferences (as consumers increasingly shop online, including in response to the COVID-19 pandemic) and market dynamics, including any pricing pressures for consumer goods as retailers face added costs to build their e-commerce capacity. These trends have been magnified due to the COVID-19 pandemic in many of our geographies. 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.

Our failure to adapt to changing consumer preferences and market dynamics or expand sales through e-commerce retailers, hard discounters and other alternative retail channels, may negatively impact our business, financial condition and results of operations. With the growing trend towards retailer consolidation, both in the U.S. and internationally, the rapid growth of e-commerce and the integration of traditional and digital operations at key retailers, we are increasingly dependent on certain retailers. This trend, which has been magnified due to the COVID-19 pandemic, has resulted in the increased size and influence of large consolidated retailers, who have in the past changed, and may in the future change, their business strategies, demand lower pricing, or higher trade discounts or impose other burdensome requirements on product suppliers. These business demands may relate to inventory practices, in-store on online product placement, transportation and storage or product packaging. Such customers may also shift their focus away from branded products toward private label or other aspects of the customer-supplier relationship. These large consolidated companies could also exert additional competitive pressure on our other customers, which could in turn lead to such customers demanding lower pricing, higher trade discounts or special packaging or imposing other onerous requirements on us. If we cease doing business with a significant customer or if sales of our products to a significant customer materially decrease due to customer inventory reductions or otherwise, our business, financial condition and results of operations may be harmed.

We must successfully manage the demand, supply, and operational challenges brought about by the COVID-19 pandemic and any other disease outbreak, including epidemics, pandemics, or similar widespread public health concerns.

Our operations are impacted by consumer spending levels, impulse purchases, the availability of our products to retail and our ability to manufacture, store and distribute products to our customers and consumers in an effective and efficient manner. The fear of exposure to or actual effects of a disease outbreak, epidemic, pandemic or similar widespread public health concern, such as COVID-19, has negatively impacted portions of our business and could negatively impact our overall business, financial position and financial results. These impacts caused by fear of exposure or the effects of a widespread public health concern may include, but are not limited to:

- Significant reductions, shifts or fluctuations in demand for one or more of our products, which may be caused by, among other things:
  - a decrease in consumer traffic in brick-and-mortar stores across all our major markets and the resulting negative impact on our net sales to customers in that channel;
  - the temporary inability of our consumers to purchase our products due to illness, quarantine, other travel restrictions, or financial hardship;
  - shifts in demand away from one or more of our premium products to lower priced value or private label products and lower demand in our discretionary product categories;
  - stockpiling or similar “pantry-loading” activity by consumers, which may cause volatility in our quarterly results and, if prolonged, further increase the complexity of our operations planning and financial forecasting and adversely impact our results of operations;
  - significant reductions in the availability of one or more of our products as a result of retailers, common carriers or other shippers modifying restocking, fulfillment and shipping practices; or
  - shifts, fluctuations, or cancellation of orders due to the impact on customers’ operations, including the possibility of temporary or permanent closure.

- Inability to meet our customers' needs due to disruptions in our manufacturing and supply chain arrangements caused by the loss or disruption of essential manufacturing and supply chain elements, such as raw materials or other finished product components, transportation, workforce, or other manufacturing and distribution capability. In addition, we may incur higher costs for transportation, workforce and distribution capability in order maintain the surety of supplying product to our customers;
- Failure of third parties upon which we rely, including our suppliers, contract manufacturers, distributors, contractors and commercial banks, to meet their obligations to us, or significant disruptions in their ability to meet those obligations in a timely manner, which may be caused by their own financial or operational difficulties and may adversely impact our operations, liquidity and financial results; and
- Significant changes in the political and regulatory landscape in the markets in which we manufacture, sell or distribute our products. These changes may include, but are not limited to, expanded quarantines, restrictions on international trade, governmental or regulatory actions, closures or other restrictions that limit or suspend our operating and manufacturing capabilities, restrict our employees' ability to travel or perform necessary business functions, or otherwise prevent our third-party partners or customers from sufficiently staffing operations, including operations necessary for the production, distribution, sale, and support of our products, which could adversely impact our results.

We have incurred additional costs and may continue to incur additional costs, which may be significant, if we are required to implement additional operational changes in response to this pandemic. For example, our incremental COVID-19 related costs of products sold were approximately $24 million in fiscal 2020. In addition, we cannot predict the impact that COVID-19 will have on our customers, suppliers, vendors and other business partners, and their respective financial conditions. However, any material effects on these parties could adversely impact us. This situation is changing rapidly and additional impacts may arise that we are not aware of currently. Even after the COVID-19 outbreak has subsided, we may continue to experience materially adverse impacts to our business as a result of the virus's global economic impact, including the availability of credit, adverse impacts on our liquidity and the impacts of any recession that has occurred or may occur in the future.

Loss or impairment of the 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. Maintaining a strong reputation with consumers, customers and trade and other third-party partners is critical to the success of our business. Negative publicity about us or our brands, including product safety, quality, efficacy, environmental impacts (including packaging, energy and water use and waste management) and other sustainability or similar issues, whether real or perceived, could occur and could be widely and rapidly disseminated, including through the use of social media or network sites. Our operating results could be adversely affected if any of our 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, and adversely affect our business, financial condition and results of operations.

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 subject us to litigation alleging false advertising, which is common in our industry, such litigation could damage our brand or 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. In addition, our products could face withdrawal, recall or other quality issues, which could lead to decreased demand for, and sales of, such products and harm the reputation of the related brands. We also license certain of our brands to third parties, and such licenses and partnerships may create additional exposure for those brands to product safety, quality, sustainability and other concerns.

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

A large percentage of our sales are attributable to a relatively small number of retail customers, and we may continue to derive a significant portion of our future revenues from a small number of customers. As a result, changes in the strategies of our largest customers, including a reduction in the number of brands they carry, a shift of shelf space to private label or competitors' products or a decision to lower pricing of consumer products, including branded products, may harm our net sales or margins, and reduce our ability to offer new, innovative products to consumers. Furthermore, any loss of a key customer or a

significant reduction in net sales to a key customer, could have a material adverse effect on our business, financial condition and results of operations.

Our business is based primarily upon individual sales orders, and we typically do not enter into long-term contracts with our customers. Accordingly, customers could reduce their purchasing levels or cease buying products from us at any time and for any reason. If we do not effectively respond to the demands of our customers, they could decrease their purchases from us, causing our net sales and net earnings to decline.

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.

A large percentage of our revenues comes from mature markets that are subject to high levels of competition, and 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 have implemented price increases in the past and may implement price increases in the future, which may slow sales growth or create volume declines in the short term as customers and consumers adjust to these price increases. In addition, our competitors may or may not take competitive actions, which may lead to sales declines and loss of market share. If we are unable to increase market share in existing product lines, develop product innovations, undertake sales, marketing and advertising initiatives that grow our product categories or develop, acquire or successfully launch new products or brands, we may not achieve our sales growth objectives. Furthermore, a general decline in the markets for certain product categories has had and may in the future have a negative impact on our financial condition and results of operation. In addition, changes to the mix of products that we sell, as well as the mix of countries in which we sell our products, may adversely impact our net sales, profitability and cash flow.

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

We currently conduct our business on a worldwide basis, with more than 40% of our sales in fiscal year 2020 arising from foreign countries, and a significant portion of our production capacity and cash is located overseas. Consequently, we are subject to a number of risks associated with doing business in foreign countries, including:

- price controls and related government actions;
- the possibility of nationalization, expropriation, confiscatory taxation or other similar government action;
- 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;
- legal and regulatory constraints, including the imposition of tariffs, trade restrictions, price, profit or other government controls, labor laws, immigration restrictions, travel restrictions, including as a result of COVID-19 or other pandemics or epidemics, import and export laws or other government actions generating a negative impact on our business, including changes in trade policies that may be implemented;
- 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, labor disputes, 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;
- difficulties in hiring and retaining qualified employees;
- employment litigation related to employees, contractors and suppliers, particularly in Latin America and Europe;
- difficulties in obtaining or unavailability of raw materials, including as a result of lower rates of production due to the COVID-19 pandemic or the financial condition of suppliers and distributors or restrictions on their operations;
- difficulty in enforcing contractual and intellectual property rights;
- lack of well-established or reliable, and impartial legal systems in certain countries where we operate;
- challenges relating to enforcement of or compliance with local laws and regulations and with U.S. laws affecting operations outside of the U.S., including without limitation, the FCPA; and
- risks related to natural disasters, terrorism and other events beyond our control.

In addition, the impact of the United Kingdom's exit from, and the related ongoing negotiations with, the European Union (commonly referred to as Brexit) are, at this time, unclear. Brexit has created legal, political and economic uncertainty, which could subject us to heightened risks in that region, including disruptions to trade and free movement of goods, services and people to and from the United Kingdom, disruptions to our workforce or the workforce of our suppliers or business partners, and increased foreign exchange volatility with respect to the British pound. All of the foregoing risks could have a significant adverse impact on our ability to commercialize our products on a competitive basis in international markets and may have a material adverse effect on our business, financial condition and results of operations.

We are also exposed to foreign currency exchange rate risks with respect to our net sales, net earnings and cash flow driven by movements of the U.S. dollar relative to other currencies. A weakening of the currencies in which generate sales relative to the currencies in which costs are denominated would decrease net earnings and cash flow, and. our foreign currency hedges only offset a portion of our exposure to foreign currency fluctuations, including devaluations. Foreign currency fluctuations also may affect our ability to achieve sales growth. A weakening of foreign currencies in which we generate sales relative to the U.S. dollar would decrease our net sales. Accordingly, our reported net earnings may be negatively affected by changes in foreign exchange rates.

Furthermore, the imposition of tariffs and/or increases in tariffs on various products by the U.S. and other countries has introduced greater uncertainty with respect to trade policies and government regulations affecting trade between the U.S. and other countries, New and increased tariffs have subjected, and may in the future subject, us to additional costs and expenditures of resources. Major developments in trade relations, including the imposition of new or increased tariffs by the U.S. and/or other countries, and any emerging nationalist trends in specific countries could negatively affect the trade environment and consumer purchasing behavior and have a material adverse effect on our financial condition and results of operations.

If we fail to 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. We cannot be certain that we will be able to effectively utilize these intellectual property rights or that we can successfully assert or defend these 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 we can protect such rights in the United States, the laws of some other countries in which we sell our products may not protect intellectual property rights to the same extent as the laws of the United States. It is also possible that our brands may not be available for use in certain countries due to prior third-party rights, thereby limiting expansion of our brands. If other parties infringe our intellectual property rights, they may dilute or diminish the value of our brands and products in the marketplace, which could diminish the value that consumers associate with our brands and harm our net sales. The failure to perfect and protect our intellectual property rights could make us less competitive and could have a material adverse effect on our business, financial condition and results of operations.

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. Additionally, a finding that we have violated the trademark, trade secret, copyright, patent or other intellectual property rights of others, directly or indirectly, through the use of third-party marks, ideas or technologies, could result in the need to cease use of such trademark, trade secret, copyrighted work or patented invention in our business, as well as the obligation to pay for past infringement. If holders are willing to permit us to continue to use such intellectual property rights, they could require a payment of a substantial amount for continued use of those rights. Either ceasing use or paying such amounts could cause us to become less competitive and could have a material adverse effect on our business, financial condition and results of operations.

Operational and Technology Risks

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 us 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, as a result of the COVID-19 pandemic or otherwise, 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. 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 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. Our raw materials and component parts are also susceptible to currency fluctuations and price fluctuations due to supply and demand, transportation, government regulations, price controls, tariffs, economic climate, or other unforeseen circumstances. We have experienced some shortages and allocations of component parts due to COVID-19, mainly related to our auto care operations. We are working to qualify additional sources to ensure continued supply of these items. 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.

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.

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.

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.

Reduced availability of transportation options has caused, and could continue to cause, us to incur unanticipated expenses. We believe commodity price and other cost increases and volatility, especially due to the COVID-19 pandemic, could continue in the future. If such increases occur or exceed our estimates and we are not able to increase the prices of our

products or achieve cost savings to offset such cost increases, its results of operation would be harmed. In addition, even if we increase the prices of our products in response to increases in the cost of commodities or other cost increases, we may not be able to sustain our price increases. Sustained price increases may lead to declines in volume as competitors may not adjust their prices or customers may decide not to pay the higher prices, which could lead to sales declines and loss of market share. Our projections may not accurately predict the volume impact of price increases, which could adversely affect our business, financial condition and results of operations.

The manufacturing facilities, supply channels or other business operations of the Company and our suppliers may be subject to disruption from events beyond our control.

Operations of the manufacturing and packaging facilities worldwide and corporate offices of the Company and our suppliers, and the methods we and our suppliers use to obtain supplies and to distribute our products, may be subject to disruption for a variety of reasons, including work stoppages, cyber-attacks and other disruptions in information technology systems, demonstrations, disease outbreaks or pandemics, such as the COVID-19 pandemic, acts of war, terrorism, fire, earthquakes, flooding or other natural disasters, disruptions in logistics, loss or impairment of key manufacturing sites, supplier capacity constraints, raw material and product quality or safety issues, industrial accidents or other occupational health and safety issues, availability of raw materials, and other regulatory issues, trade disputes between countries in which we have operations, such as the U.S. and China. 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.

We may be unable to generate anticipated cost savings, successfully implement our strategies, or efficiently manage our supply chain and manufacturing processes, and our profitability and cash flow could suffer as a result.

We continue to implement plans to improve our competitive position by reducing material costs and manufacturing inefficiencies and realizing productivity gains, and distribution and supply chain efficiencies. If we cannot successfully implement our cost savings plans or offset the cost of making these changes, we may not realize all anticipated benefits, which could adversely affect our financial condition and results of operations or our long-term strategies. We also continue to seek to penetrate new markets and introduce new products and product innovations. We may fail to implement these goals and strategies or to achieve the desired results, and we may fail to achieve one or more of our financial goals for one or more of the relevant fiscal years.

We expect to continue to restructure our operations as necessary to improve operational efficiency, including occasionally opening or closing offices, facilities or plants. Gaining additional efficiencies may become increasingly difficult over time. There may be one-time and other costs and negative impacts on sales growth relating to facility closures or other restructurings and anticipated cost savings. Our strategies may not be implemented or may fail to achieve desired results. If we are unable to generate anticipated cost savings, successfully implement our strategies or efficiently manage our supply chain and manufacturing processes, our results of operations could suffer. These plans and strategies could also have a negative impact on our relationships with employees or customers, which could also adversely affect our business, financial condition and results of operations.

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 (our 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.

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.

We continue to utilize various legacy hardware, software and operating systems, which may be vulnerable to increased risks, including the risk of system failures and disruptions. In addition, we will need to upgrade or replace some of the legacy systems in the future as third-party service providers stop supporting these systems. If we do not successfully upgrade or replace these legacy systems in a timely manner, system outages, disruptions or delays, or other issues may arise. We must also successfully integrate the technology systems of acquired companies into our existing and future technology systems, including with third-party service providers and processes. If a new system does not function properly or is not adequately supported by third-party service providers and processes, it could limit or prevent us from processing and delivering customer orders and processing and receiving payments for our products. This could adversely impact our results of operations and cash flows.

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. We have seen an increase in the number of such attacks recently as a large number of our employees are working remotely and accessing our technology infrastructure remotely as a result of the COVID-19 pandemic. Furthermore, such attacks may originate from nation states or attempts by outside parties, hackers, criminal organizations or other threat actors. We cannot guarantee that our security efforts will prevent or timely detect attacks and resulting breaches or breakdowns of our, or our third-party service providers', databases or systems. In addition, any significant breaches or breakdowns of such databases or systems could result in significant costs, including costs to investigate or remediate. If the systems are damaged or cease to function properly due to any number of causes, including catastrophic events, power outages, security breaches, cyberattacks or other similar events or as a result of legacy systems, and if our business continuity plans do not effectively resolve such issues on a timely basis, we may experience interruptions in our ability to manage or conduct business. We might also experience reputational harm, governmental fines, penalties, regulatory proceedings, litigation and remediation expenses, any of which may adversely impact our business. In addition, such incidents could result in unauthorized disclosure and misuse of material confidential information. Cyber threats are becoming more sophisticated, are constantly evolving and are being made by groups and individuals with a wide range of expertise and motives, and this increases the difficulty of detecting and successfully defending against them. Data breaches or theft of personal information we and our third-party service providers collect, as well as company information and assets, may occur in the future and the failure to implement adequate protections against such intrusions may adversely affect our reputation and financial condition.

Financial and Strategic Risks

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

As of September 30, 2020, our total aggregate outstanding indebtedness was approximately $4.2 billion, which included $750 million of senior notes which we repaid on October 16, 2020. We had $392.7 million of additional capacity available under a senior secured revolving credit facility, inclusive of issued and outstanding letters of credit totaling approximately $7.3 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.

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.

In addition, the London Interbank Offered Rate, or LIBOR, the interest rate benchmark used as a reference rate for certain borrowings under our revolving credit facility and certain derivative instruments, is expected to be phased out by the end of calendar year 2021. A reference rate based on the Secured Overnight Financing Rate, or another alternative benchmark rate, is expected to be established to replace LIBOR. Once the relevant administrator announces that LIBOR has ceased or will cease to be available, or the required lenders elect to opt-in early to a new reference rate, the Company and the lenders under the revolving credit facility will be required to mutually select a substitute reference rate, and if such substitute reference rate, or the replacement reference rate for our derivative instruments, is higher than LIBOR, our interest expense related to such borrowings may increase.

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.

The estimates and assumptions on which our financial projections are based may prove to be inaccurate, which may cause our actual results to materially differ from our projections, which may adversely affect our future profitability, cash flows and stock price.

Our financial projections, including any sales or earnings guidance or outlook we may provide from time to time, depend on certain estimates and assumptions related to, among other things, a number of factors:

- product category growth;
- development and launch of innovative new products;
- market share projections;
- product pricing and sale, volume and product mix;
- foreign exchange rates and volatility;
- tax rates;
- manufacturing costs including commodity prices;
- distribution channel volume and costs;
- cost savings;
- accruals for estimated liabilities, including litigation reserves, measurement of benefit obligations for pension and other postretirement benefit plans; and
- our ability to generate sufficient cash flow to reinvest in our existing business, fund internal growth, repurchase our stock, make acquisitions, pay dividends and meet debt obligations.

We develop our financial projections based on historical experience and on various other estimates and assumptions that we believe to be reasonable under the circumstances and at the time they are made. Our actual results may differ materially from our financial projections, especially in light of the increased difficulty in making such estimates and assumptions as a result of the COVID-19 pandemic. Any material variation between our financial projections and our actual results may adversely affect our future profitability, cash flows and stock price.

If we pursue strategic acquisitions, divestitures or joint ventures, we might experience operating difficulties, dilution, and other consequences that may harm our business, financial condition, and operating results, and 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. Some of the areas where we face risks include:

- Diversion of management time and focus from operating our business to challenges related to acquisitions and other strategic transactions;
- Failure to successfully integrate and further develop the acquired business or technology;
- Implementation or remediation of controls, procedures, and policies at the acquired company;
- Integration of the acquired company's accounting, human resource, and other administrative systems, and coordination of research and development, commercial and marketing functions;
- Transition of operations, users, and customers onto our existing platforms;
- Failure to obtain required approvals on a timely basis, if at all, from governmental authorities, or conditions placed upon approval that could, among other things, delay or prevent us from completing a transaction, or otherwise restrict our ability to realize the expected financial or strategic goals of a transaction;
- In the case of foreign acquisitions, the need to integrate operations across different cultures and languages and to address the particular economic, currency, political, and regulatory risks associated with specific countries;

- Cultural challenges associated with integrating employees from the acquired company into our organization, and retention of employees from the businesses we acquire;
- Liability for activities of the acquired company before the acquisition, including patent and trademark infringement claims, data privacy and security issues, violations of laws, commercial disputes, tax liabilities, and other known and unknown liabilities; and
- Litigation or other claims in connection with the acquired company, including claims from terminated colleagues, customers, former shareholders, or other third parties.

Our failure to address these risks or other problems encountered in connection with our past or future acquisitions and other strategic transactions could cause us to fail to realize their anticipated benefits, incur unanticipated liabilities, and harm our business generally.

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 have divested and may, in the future, divest certain assets, businesses or brands that do not meet our strategic objectives or growth targets. With respect to any potential future divestiture, we may encounter difficulty finding potential acquirers or other divestiture options on favorable terms. Any future divestiture could affect our profitability as a result of the gains or losses on such sale of a business or brand, the loss of the operating income or sales resulting from such sale or the costs or liabilities that we retain, which may negatively impact profitability and cash flow subsequent to any divestiture. We may also be required to recognize impairment charges or other losses as a result of a divestiture.

We may be unable to realize the anticipated benefits of the 2019 acquisitions of the global auto care and battery, lighting and power businesses from Spectrum Brands.

In order to realize the anticipated benefits of our acquisitions of the global auto care business ("Auto Care Acquisition") and global battery, lighting and power business ("Battery Acquisition" and, together with the Auto Care Acquisition, the "Acquisitions") from Spectrum Brands Holdings, Inc. in 2019, 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 acquired businesses 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 acquired businesses;
- we may encounter obstacles when incorporating the acquired businesses 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 acquired businesses. Even if we are successful in integrating the acquired businesses, we may not realize the full benefit of any anticipated growth opportunities or cost synergies or we may not realize these benefits within the expected time frames. In addition, the 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 acquired businesses 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.

Legal, Compliance and Sustainability Risks

Our business involves the potential for claims of product liability, labeling claims, commercial claims and other legal 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; alleged contaminants in our products; and allegations that our products provide inadequate instructions or warnings regarding their use; and failure to perform as advertised. Product liability, advertising and labeling claims could result in negative publicity that could harm our reputation, sales and results of operation, If any of our products is found to be defective, we may recall such products, which could result in adverse publicity and significant expenses. 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.

In addition, we are, and may in the future become, the subject of, or party to, various pending or threatened legal actions, government investigations and proceedings relating to, among other things, advertising disputes with competitors, consumer class actions, including those related to advertising claims, labor claims, breach of contract claims, antitrust litigation, securities litigation, premises liability claims, data privacy and security disputes, employment litigation related to employees, contractors and suppliers, including class action lawsuits, and litigation in foreign jurisdictions. We have been, and may in the future be, subject to additional claims, proceedings and actions as we expand the products within the global auto care product category. In general, claims made by or against us in litigation, investigations, disputes or other proceedings have been and may in the future be expensive and time-consuming to bring or defend against and could result in settlements, injunctions or damages that could significantly affect our business, financial condition and results of operations and harm our reputation. It is not possible to predict the final resolution of litigation, investigations, disputes or proceedings in which we currently are or may in the future become involved and our assessment of the materiality of these matters and any reserves taken in connection therewith may not be consistent with their final resolutions. The impact of these matters, including any reserves taken in connection with such matters, on our business, financial condition and results of operations could be material. See "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Notes to Consolidated Financial Statements in for additional information related to these matters.

Our business is subject to increasing regulation in the U.S. and abroad, the uncertainty and cost of future compliance and consequence of non-compliance with which may have a material adverse effect on our business.

Federal, state and foreign governments may introduce new or expand existing legislation and regulations, or courts or governmental authorities could impose more stringent interpretations of existing legislation and regulations, that may adversely affect our operations or require us to increase our resources, capabilities and expertise in certain areas, as well as incur increased compliance costs. 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.

Additional regulations may be enacted governing the packaging, use and disposal of our auto care business' products containing refrigerants. In recent years, refrigerants such as R-134a have 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 at the federal level, 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, individual states are regulating the sale and distribution of products containing R-134a. Regulations may also be enacted governing the packaging, use and disposal of our auto care business' products containing refrigerants. 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.

Privacy and data protection laws and regulations, including with respect to the European Union's GDPR, the Brazilian Data Protection Law, and California's CCPA, and the interpretation and enforcement of those and similar laws and regulations, are continuously developing and evolving and there may be uncertainty with respect to how to comply with them. The changes introduced by existing privacy and data protection laws and regulations and the introduction of similar laws and regulations in other jurisdictions, have subjected, and may continue in the future to subject, us to additional costs and have required, and may in the future require, costly changes to our security systems, policies, procedures and practices. Our systems and those of our business partners are subject to regulation to preserve the privacy of certain data held on those systems.

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. The GDPR significantly increases penalties for non-compliance. Non-compliance could also damage our reputation 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 prevent or remediate any such issues. Our efforts to comply with privacy and data protection laws and regulations may impose significant costs and challenges that are likely to increase over time, which could have a material adverse effect on our financial condition and results of operations.

If the Company is found to be noncompliant with applicable laws and regulations in these or other areas, it could be subject to governmental or regulatory actions, including fines, import detentions, injunctions, product withdrawals or recalls or asset seizures, as well as potential criminal sanctions, any of which could have a material adverse effect on our business. 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. Additionally, loss of or failure to obtain necessary permits and registrations, particularly with respect to our global auto care business, could delay or prevent us from meeting current product demand, introducing new products, building new facilities or acquiring new businesses and could adversely affect our financial condition and results of operations.

Increased focus by governmental and non-governmental organizations, customers, consumers and shareholders on sustainability issues, including those related to climate change, may have an adverse effect on our business, financial condition and results of operations and damage our reputation.

As climate change, land use, water use, deforestation, plastic waste, recyclability or recoverability of packaging, including single-use and other plastic packaging, and other sustainability concerns become more prevalent, governmental and non-governmental organizations, customers, consumers and investors are increasingly focusing on these issues. In particular, changing consumer preferences may result in increased customer and consumer concerns and demands regarding plastics and packaging materials, including single-use and non-recyclable plastic packaging, and their environmental impact on sustainability, a growing demand for natural or organic products and ingredients, or increased consumer concerns or perceptions (whether accurate or inaccurate) regarding the effects of ingredients or substances present in certain consumer products. This increased focus on environmental issues and sustainability may result in new or increased regulations and customer, consumer and investor demands that could cause us to incur additional costs or to make changes to our operations to comply with any such regulations and address demands. If we are unable to respond or perceived to be inadequately responding to sustainability concerns, customers and consumers may choose to purchase products from another company or a competitor. Concern over climate change may result in new or increased legal and regulatory requirements to reduce or mitigate the effects of climate change on the environment. Increased costs of energy or compliance with emissions standards due to increased legal or regulatory requirements may cause disruptions in or increased costs associated with manufacturing our products. Any failure to achieve our goals with respect to reducing our impact on the environment or a perception (whether or not valid) of our failure to act responsibly with respect to the environment or to effectively respond to new, or changes in, legal or regulatory requirements concerning climate change or other sustainability concerns could adversely affect our business and reputation.

We are subject to environmental laws and regulations that may expose us to significant liabilities and have a material adverse effect on our results of operations and financial condition.

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, including with respect to current and formerly owned facilities, as well as disposal sites owned by third parties to whom we have sent waste. As new laws and regulations are introduced, we could become subject to additional environmental liabilities in the future that could have a material adverse effect on our results of operations or financial condition.

Risks Specific to Our Common Stock

We cannot guarantee that any share repurchase program will be fully consummated or that any share repurchase program will enhance long-term stockholder value, and share repurchases could increase the volatility of the price of our stock and diminish our cash reserves.

In November 2020, the Board of Directors authorized the Company to repurchase up to 7.5 million of our Common Stock. Our repurchase program does not have an expiration date and does not obligate us to repurchase any specific dollar amount or to acquire any specific number of shares. Our share repurchase program could affect the price of our stock and increase volatility and may be suspended or terminated at any time, which may result in a decrease in the trading price of our stock.

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.

General Risk Factors

Our growth and expansion could adversely affect our internal control over financial reporting and cause us to incur additional material expense to update and maintain an effective system of internal control.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting for external purposes in accordance with generally accepted accounting principles in the U.S. Because of its inherent limitations, internal control over financial reporting cannot provide absolute assurance that a misstatement of our

financial statements would be prevented or detected. Our continuing growth and expansion in domestic and globally dispersed markets may place significant additional pressure on our system of internal control over financial reporting and require us to update its internal control over financial reporting. Moreover, the Company engages the services of third parties to assist with business operations and financial reporting processes, which injects additional monitoring obligations and risk into the system of internal control. When the Company is required to comply with new or revised accounting standards or implements changes to its external disclosure processes, it must make any appropriate changes to its internal control over financial reporting to fully implement the standards or such changes, which may require significant effort and judgment. Any failure to maintain an effective system of internal control over financial reporting could limit our ability to report its results of operations accurately and on a timely basis, or to detect and prevent fraud and could expose it to regulatory enforcement action and stockholder claims, which could have a material adverse effect on our business, financial condition and results of operations.

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.

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.

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.

When particular tax matters arise, a number of years may elapse before such matters are audited and finally resolved. Unfavorable resolution of any tax matter in any of the jurisdictions in which we operate could increase the effective tax rate, which would have an adverse effect on our financial condition and results of operations. Any resolution of a tax issue may require the use of cash in the year of resolution.

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 our 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.

We may take actions that may dilute investors' percentage of ownership in Energizer in the future.

In the future, we may dilute investors' percentage ownership in Energizer by issuing additional equity for acquisitions, engaging in 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.

Our business could be negatively impacted as a result of shareholder activism or an unsolicited takeover proposal or proxy contest

In recent years, proxy contests and other forms of shareholder activism have been directed against numerous public companies. If we were subject to any form of shareholder activism, we would likely incur significant costs, which could have an adverse effect on our financial condition and results of operations. Shareholder activists may also seek to involve themselves in the governance, strategic direction and operations of the Company through shareholder proposals or otherwise. Such proposals may disrupt our business and divert the attention of our management and other employees, and any perceived uncertainties as to our future direction resulting from such a situation could result in the loss of potential business opportunities, the perception that the Company needs a change in the direction of its business, or the perception that the Company is unstable or lacks continuity, which may be exploited by our competitors, cause concern to our current or potential customers, and make it more difficult for us to attract and retain qualified personnel and business partners, which could adversely affect our business. In addition, actions of activist shareholders may cause significant fluctuations in our stock price based on temporary or speculative market perceptions or other factors that do not necessarily reflect the underlying fundamentals and prospects of our business.

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)

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)

Franklin, IN (a leased distribution and packaging facility)

International

Cimanggis, Indonesia (an owned manufacturing facility on leased land)

Jurong, Singapore (an owned manufacturing facility on leased land)

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)

Curado, 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 17, 2020. 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: 59. Effective January 1, 2021, Mr. Hoskins will retire as Chief Executive Officer of the Company. Mr. Hoskins will continue to serve as a Director, upon election at the 2021 Annual Shareholders' Meeting, and has agreed to serve as an advisor to the Company until September 30, 2021.

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: 49. The Board of Directors of the Company has appointed Mr. Lavigne to succeed Mr. Hoskins as Chief Executive Officer, which appointment will become effective on January 1, 2021.

Sue K. Drath - Chief Human Capital Officer since 2015. 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, Ms. Drath 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: 50.

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, 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: 48.

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: 60.

Hannah H. Kim - Chief Legal Officer and Corporate Secretary. Ms. Kim was appointed Chief Legal Officer and Corporate Secretary in November 2019. Ms. Kim served as Energizer's Assistant General Counsel and Corporate Secretary from June 2018 to November 2019. 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 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: 42

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, 2020, there were approximately 5,602 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 2020 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.

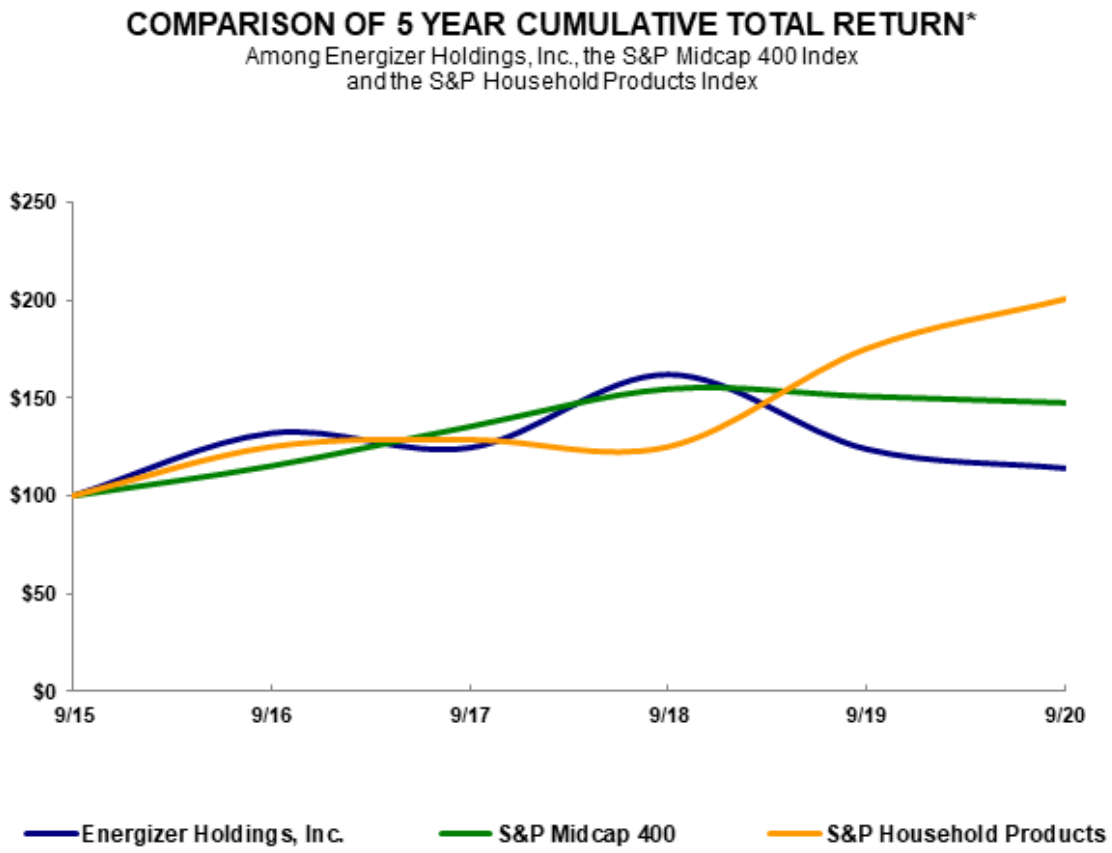
Issuer Purchases of Equity Securities				
Period	Total Number of Shares Purchased (1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Maximum Number That May Yet Be Purchased Under the Plans or Programs
July 1, 2020 - July 31, 2020	31,426	$ 48.01	—	1,822,655
August 1, 2020 - August 31, 2020	75	$ 46.29	—	1,822,655
September 1, 2020 - September 30, 2020	47	$ 40.67	—	1,822,655
Total	31,548	$ 47.99	—	

(1) 31,548 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 share repurchase authorization for the repurchase of up to 7.5 million shares, of which approximately 1.8 million shares remained authorized for repurchase. No shares were repurchased on the open market during the quarter under the 2015 share repurchase authorization. On November 12, 2020, the Board of Directors approved a new share repurchase authorization for the repurchase of up to 7.5 million shares. This replaced the prior authorization that was outstanding.

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 9/30/2015 to 9/30/2020.

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.



*$100 invested on 9/30/15 in stock or index, including reinvestment of dividends.
Fiscal year ending September 30.

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	9/30/15	9/30/16	9/30/17	9/30/18	9/30/19	9/30/20
Energizer Holdings, Inc.	100.0	132.2	124.8	162.3	124.0	114.2
S&P Midcap 400	100.0	115.3	135.5	154.8	150.9	147.7
S&P Household Products	100.0	125.1	128.7	125.1	175.2	200.4

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, 2020, 2019, 2018, 2017 and 2016 and selected balance sheet data as of September 30, 2020, 2019, 2018, 2017 and 2016 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,				
	2020	2019	2018	2017	2016
Statements of Earnings Data					
Net sales	$ 2,744.8	$ 2,494.5	$ 1,797.7	$ 1,755.7	$ 1,634.2
Depreciation and amortization	111.9	92.8	45.1	50.2	34.3
Earnings before income taxes	67.7	73.1	175.2	273.3	165.7
Income taxes	20.9	8.4	81.7	71.8	38.0
Net earnings from continuing operations	$ 46.8	$ 64.7	$ 93.5	$ 201.5	$ 127.7
Earnings per common share from continuing operations:					
Basic	$ 0.44	$ 0.79	$ 1.56	$ 3.27	$ 2.06
Diluted	$ 0.44	$ 0.78	$ 1.52	$ 3.22	$ 2.04
Average shares outstanding:					
Basic	68.8	66.4	59.8	61.7	61.9
Diluted	69.5	67.3	61.4	62.6	62.2
Dividend per common share (a)	$ 1.20	$ 1.20	$ 1.16	$ 1.10	$ 1.00

	At September 30,				
	2020	2019	2018	2017	2016
Balance Sheet Data (b)					
Working capital (c)	$ 562.5	$ 967.8	$ 419.9	$ 438.2	$ 356.4
Property, plant and equipment, net	352.1	362.0	166.7	176.5	201.7
Total assets (d)	5,728.3	5,449.6	3,178.8	1,823.6	1,731.5
Long-term debt (e)	3,306.9	3,461.6	976.1	978.5	981.7
Long-term debt held in escrow (f)	—	—	1,230.7	—	—

(a) The Company issued a $0.30 per share dividend in each quarter of 2020 and 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, and a $0.25 per share dividend in each quarter of 2016 for a total dividend of $1.00 per share.

(b) The balances as of September 30, 2020 and 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. The balances as of September 30, 2019 also included the assets and liabilities held for sale related to the Varta Divestment Business which was sold in fiscal 2020.

(c) Working capital is current assets less current liabilities.

(d) At September 30, 2020, total assets included $790.0 of restricted cash associated with the net proceeds from the September 2020 bond offering which were released subsequent to year-end to fund the full redemption of the $750.0 of Senior Notes. 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) At September 30, 2020, the $750.0 of Senior Notes that were redeemed October 16, 2020 were included in the Current portion of long-term debt, which is not included in this Long-term debt balance.

(f) 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 the Company. 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," "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 you 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. All forward-looking statements should be evaluated with the understanding of their inherent uncertainty. Numerous factors could cause our actual results and events to differ materially from those expressed or implied by forward-looking statements. See Part I, Item 1A, "Risk Factors," as updated from time to time in the Company's SEC 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, loss on extinguishment of debt, settlement loss on pension plan termination, gains on sale of real estate, and the one-time impact of Coronavirus Aid, Relief and Economic Security (CARES) Act and the December 2017 Tax Cuts and Jobs Act (2017 tax reform). 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, loss on extinguishment of debt, other items, net, charges related to acquisition and integration, settlement loss on pension plan termination and gains on sale of real estate 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, loss on extinguishment of debt, settlement loss on pension plan terminations and the gain on sale of real estate and the one-time impact of the CARES Act and 2017 tax reform.

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.

Novel Coronavirus (COVID-19)

In March 2020, the World Health Organization declared the outbreak of COVID-19 as a global pandemic. The COVID-19 health crisis poses significant and widespread risks to the Company's business as well as to the business environment and the markets in which the Company operates.

During these challenging times, the Company is operating with two enduring principles - ensuring the health of our colleagues and business continuity. We are following the guidelines issued by the U.S. Center for Disease Control and Prevention and the World Health Organization and have instituted work from home for our office locations. We have also instituted additional measures at our production facilities, including temperature monitoring, enhanced facility cleaning, visual cues to aid in social distancing, and staggered shifts to minimize the number of colleagues on-site at any given time. We track and monitor suspected and confirmed cases of COVID-19, and we encourage colleagues to stay home if they or their family members are ill.

During natural disasters and other crises such as the COVID-19 pandemic, our battery products are needed not only by end consumers, but also by healthcare professionals and others who are directly combatting COVID-19, including doctors, nurses and first responders, as well as others who are performing essential services, such as truck drivers. This has been evident in the recent increased demand for our battery products in the U.S. across nearly all retail channels. Energizer provides batteries that power medical devices, including thermometers, blood pressure, heart and fall monitors and pulse oximeters, and other products that are critical during the COVID-19 outbreak. Energizer's batteries also power devices and equipment that keep people safe and working and studying at home, such as water heaters, smoke alarms, carbon monoxide detectors and wireless keyboards.

Initially, auto care products were negatively impacted by COVID-19 due to shelter in place orders that negatively impacted auto travel. However, as countries and states began to reopen, the use of automobiles increased as consumers avoided public transportation, including turning to car travel versus air for vacations. During this time, consumers turned their focus to Do It Yourself versus Do It for Me with strong demand for wipes and cleaning products as the year progressed. Specifically, during the third and fourth quarter of fiscal 2020, as countries and states began to reopen, we did experience recovery in auto care sales. If countries return to shelter-in-place orders, work and travel restrictions or other similar measures in order to contain the virus, this could have a negative impact on our auto care products.

Our core batteries and auto care businesses had strong net sales growth in the later part of fiscal 2020, however, this did not translate to earnings growth due to COVID-19. Gross margin was down reflecting the impact from elevated and prolonged demand, especially in batteries, which put significant stress on our global battery supply network. This impact was compounded in the fourth fiscal quarter due to preparation for the upcoming holiday season. In order to serve our customers,

we took a series of actions, including increasing internal production, aggressively sourcing raw materials and finished goods, which triggered tariffs, and increasing air freight and co-packing capacity. These efforts resulted in incremental COVID-19 costs in fiscal 2020 of approximately $29 and approximately $7 of higher interest to strengthen liquidity in the later half of the fiscal year.

While the full impact of COVID-19 is uncertain, we have multiple options to further mitigate the liquidity impact of the COVID-19 pandemic and preserve our financial flexibility in light of current uncertainty in the global markets, including the deferral or reduction of capital expenditures and reduction or delay of overhead expenses and other expenditures. Such delays could slow future growth or impact our business plan. The full impact of COVID-19 on our financial and operating performance will depend significantly on the duration and severity of the outbreak, the actions taken to contain or mitigate its impact, disruption to our global supply chain, and the pace with which customers and consumers return to more normalized purchasing behavior, among others factors beyond our knowledge or control. See the section entitled “Risk Factors” in this Report for further considerations.

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® (Acquired Battery Business). The acquisition expanded our battery portfolio globally with the addition of a strong value brand. For the twelve months ended September 30, 2020, the revenue and segment profit from the Acquired Battery Business was $125.5 and $27.9, respectively, relating to the three months of activity for which they were not owned in the comparable periods in fiscal 2019. For the twelve months ended September 30, 2019, the revenue and segment profit from the Acquired Battery Business was $338.9 and $62.7, respectively.

On January 2, 2020, the Company sold the Varta® consumer battery business in the Europe, Middle East and Africa regions, including manufacturing and distribution facilities in Germany (Divestment Business) to VARTA Aktiengesellschaft (VARTA AG) for a contractual purchase price of €180.0, subject to purchase price adjustments (Varta Divestiture). In addition, pursuant to the terms of the Battery Acquisition agreement, Spectrum also contributed cash proceeds toward this sale. Total cash proceeds received, net of the working capital settlement, were approximately $323.1.

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). For the twelve months ended September 30, 2020, the revenue and segment profit associated with the Auto Care Acquisition was $85.1 and $17.1, respectively, relating to the four months of activity for which they were not owned in the comparable periods in fiscal 2019. For the twelve months ended September 30, 2019, the revenue and segment profit associated with the Auto Care Acquisition was $315.8 and $76.8, respectively.

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 segment profit was $2.0 and 0.9, respectively.

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 $68.0, $188.4 and $84.6 in the twelve months ended September 30, 2020, 2019, and 2018, respectively.

Pre-tax costs recorded in Costs of products sold were $32.0 for the twelve months ended September 30, 2020 and primarily related to the integration restructuring costs of $29.3 as discussed in Note 6, Restructuring. Pre-tax costs recorded in Costs of products sold were $58.7 for the twelve months ended September 30, 2019, which primarily related to the inventory fair value adjustment of $36.2 and integration restructuring costs of $12.1. Pre-tax costs recorded in Costs of products sold were $0.2 for the twelve months ended September 30, 2018.

Pre-tax acquisition and integration costs recorded in SG&A were $38.8, $82.3 and $62.9 for the twelve months ended September 30, 2020, 2019 and 2018, respectively. In fiscal 2020 these expenses primarily related to consulting fees, success incentives, and costs of integrating the information technology systems of the business. In fiscal 2019 and 2018 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, 2020 and 2019 the Company recorded $1.3 and $1.1 in research and development, respectively.

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, 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.

Included in Other items, net was pre-tax income of $4.1, $19.3 and $20.4 in the twelve months ended September 30, 2020, 2019 and 2018, respectively. The pre-tax income recorded in fiscal 2020 was primarily driven by pre-acquisition insurance proceeds of $4.9, a $1.0 gain on the sale of assets and $0.9 of transition services income, offset by a $2.2 loss related to the hedge contract on the proceeds from the Varta Divestiture and $0.5 of other items.

The pre-tax income of $19.3 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 pre-tax income 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.

In the fourth fiscal quarter of 2020, the Company initiated a new restructuring program with a primary focus on reorganizing our global end-to-end supply chain network and ensuring accountability by category. This program includes streamlining the Company’s end-to-end supply chain model to enable rapid response to category specific demands and enhancing our ability to better serve our customers. Planning and execution of this program will begin in fiscal year 2021, with completion by the beginning of fiscal year 2022.

The total pre-tax expense related to these restructuring plans for the twelve months ended September 30, 2020 and September 30, 2019 were $30.3 and $12.1, respectively. These consisted of charges for employee severance, retention, related benefit costs, accelerated depreciation, asset write-offs, relocation, environmental investigatory and mitigation costs, consulting costs and other exit costs. The costs were reflected in Cost of products sold and Selling, general and administrative expense on the Consolidated Statements of Earnings and Comprehensive Income. The restructuring costs for fiscal year 2020 were

included within the Americas and International segments in the amount of $27.5 and $2.8, respectively. The restructuring costs for fiscal year 2019, were incurred within the Americas and International segments in the amount of $6.0 and $6.1, respectively.

Total pre-tax charges relating to the 2019 restructuring program since inception were $41.2. We expect to incur additional severance and related benefit costs and other exit-related costs associated with these plans of up to $34 through the end of calendar 2021.Total pre-tax charges relating to the 2020 restructuring program since inception are $1.2. We expect to incur a total of approximately $10 to $12 for this program through the end of fiscal year 2021.

Through September 30, 2020 we have realized approximately $10 of savings from the 2019 restructuring program. There have been no savings realized for the 2020 restructuring program as of September 30, 2020. Total cost savings by the end of fiscal 2022 are expected to be approximately $67 to $75 annually for both programs primarily within Costs of products sold.

Refer to Note 6 Restructuring for further detail.

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, 2020 was $46.8, or $0.44 per diluted common share, compared to $64.7, or $0.78 per diluted common share, and $93.5, or $1.52 per diluted common share, for the fiscal years ended September 30, 2019 and 2018, 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, loss on extinguishment of debt, settlement loss on pension plan termination, gain on sale of real estate, and the one-time impact of the CARES Act and 2017 tax reform 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,		
	2020	2019	2018
Net (loss)/earnings attributable to common shareholders	$ (109.5)	$ 39.1	$ 93.5
Mandatory preferred stock dividends	(16.2)	(12.0)	—
Net (loss)/earnings	(93.3)	51.1	93.5
Net loss from discontinued operations, net of income tax expense	(140.1)	(13.6)	—
Net earnings from continuing operations	$ 46.8	$ 64.7	$ 93.5
Pre-tax adjustments			
Acquisition and integration (1)	68.0	188.4	84.6
Loss on extinguishment of debt	94.9	—	—
Settlement loss on pension plan terminations (2)	—	3.7	14.1
Gain on sale of real estate	—	—	(4.6)
Total adjustments, pre-tax	$ 162.9	$ 192.1	$ 94.1
After tax adjustments			
Acquisition and integration	55.2	148.1	61.6
Loss on extinguishment of debt	73.0	—	—
Settlement loss on pension terminations	—	3.7	10.4
Gain on sale of real estate	—	—	(3.5)
One-time impact of the CARES Act	1.8	—	—
Acquisition withholding tax (3)	—	—	6.0
One-time impact of 2017 tax reform	—	(0.4)	39.1
Total adjustments, after tax	$ 130.0	$ 151.4	$ 113.6
Adjusted net earnings from continuing operations (4)	$ 176.8	$ 216.1	$ 207.1

	For the Twelve Months Ended September 30,		
	2020	2019	2018
Diluted net earnings per common share - continuing operations	$ 0.44	$ 0.78	$ 1.52
Adjustments			
Acquisition and integration	0.79	2.06	1.00
Loss on extinguishment of debt	1.05	—	—
Settlement loss on pension terminations	—	0.05	0.17
Gain on sale of real estate	—	—	(0.06)
One-time impact of the CARES Act	0.03	—	—
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	$ 2.31	$ 3.00	$ 3.37
Weighted average shares of common stock - Diluted	69.5	67.3	61.4
Adjusted weighted average shares of common stock - Diluted (5)	69.5	72.0	61.4

(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,		
	2020	2019	2018
Cost of products sold	$ 32.0	$ 58.7	$ 0.2
Selling, general and administrative expense	38.8	82.3	62.9
Research and development expense	1.3	1.1	—
Interest expense	—	65.6	41.9
Other items, net	(4.1)	(19.3)	(20.4)
Total acquisition and integration costs	$ 68.0	$ 188.4	$ 84.6

(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 23.3%, 18.5% and 23.1% for the years ended September 30, 2020, 2019 and 2018, respectively, as calculated utilizing the statutory rate for where the costs were incurred.

(5) For the twelve month ended September 30, 2019 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 excluded from the net earnings.

Operating Results

Net Sales

	For the Years Ended September 30,				
	2020	% Chg	2019	% Chg	2018
Net sales - prior year	$ 2,494.5		$ 1,797.7		$ 1,755.7
Organic	61.4	2.5 %	73.4	4.1 %	22.5
Impact of Battery Acquisition	125.5	5.0 %	338.9	18.9 %	—
Impact of Auto Care Acquisition	85.1	3.4 %	315.8	17.6 %	—
Impact of Nu Finish Acquisition	—	— %	5.9	0.3 %	2.3
Change in Argentina operations	1.6	0.1 %	(4.5)	(0.3)%	(1.9)
Impact of currency	(23.3)	(1.0)%	(32.7)	(1.8)%	19.1
Net sales - current year	$ 2,744.8	10.0 %	$ 2,494.5	38.8 %	$ 1,797.7

Net sales for the year ended September 30, 2020 increased 10.0%. The increase was driven by the impact of the acquisitions which added $210.6, or 8.4%, the increase in organic sales of $61.4, or 2.5%, and favorable change in Argentina's operations of $1.6, or 0.1%. These increases were partially offset by the unfavorable impact of currency of $23.3, or 1.0%.

Organic net sales increased 2.5% primarily due to:

- Distribution gains contributed 2.7% of the increase;
- Favorable carryover impact of the fiscal 2019 price increases, together with the net COVID-19 pandemic impact driven by North America battery, contributed 1.0% of the increase; and
- Lower replenishment volume early in the year, and the year-over-year impact of lower storm activity partially offset the increases.

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%.

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 $1,081.9 in fiscal 2020 versus $1,003.8 in fiscal 2019. Excluding the current and prior year acquisition and integration costs and the prior year inventory step up resulting from purchase accounting, gross profit dollars were $1,113.9 in fiscal 2020 versus $1,062.5 in fiscal 2019. The increase in gross profit dollars was due to the impact of our acquisitions and synergies achieved during the year, as well as the increase in net sales mentioned earlier partially offset by incremental COVID-19 costs and unfavorable movement in foreign currencies and tariffs.

Gross margin as a percent of net sales for fiscal 2020 was 39.4% versus 40.2% in the prior year. Excluding the current and prior year acquisition and integration costs and prior year inventory step up resulting from purchase accounting, gross margin was 40.6%, down 200 basis points from prior year. The decrease was driven by the lower margin rate profile of the acquired businesses, which accounted for 80 basis points, unfavorable movement in foreign currencies and tariffs (60 basis points) and a shift in market, customer and product mix as well as $29 of incremental costs to serve, both of which were driven by the COVID-19 pandemic and decreased margin by 190 basis points. Partially offsetting these impacts was the realization of synergies, which contributed 130 basis points.

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.

Selling, General and Administrative

SG&A expenses were $483.3 in fiscal 2020, or 17.6% of net sales as compared to $515.7, or 20.7% of net sales for fiscal 2019 and $421.7, or 23.5% of net sales for fiscal 2018. Included in SG&A in fiscal 2020, 2019 and 2018 were acquisition and integration costs of $38.8, $82.3 and $62.9, respectively. Excluding the impacts of these items, SG&A as a percent of net sales was 16.2% in fiscal 2020 as compared to 17.4% in fiscal 2019 and 20.0% in fiscal 2018.

In fiscal 2020, the SG&A excluding acquisition and integration costs was $444.5 compared to fiscal 2019 of $433.4. The changes were due to incremental SG&A of approximately $26 due to the acquisitions partially offset by synergy realization and reduced spending.

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.

Advertising and Sales Promotion

A&P was $147.1 in fiscal 2020, up $19.8 as compared to fiscal 2019. A&P as a percent of net sales was 5.4%, 5.1% and 6.3% in fiscal years 2020, 2019, and 2018, respectively. The increase over prior year is driven by incremental spending of $3.5 for our acquired businesses, which was primarily for product and packaging innovation and promotional support for our auto care brands, in addition to planned incremental investment in our branded product portfolio.

In fiscal 2019, 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 fiscal year 2018. 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 $35.4 in fiscal 2020, $32.8 in fiscal 2019, $22.4 in fiscal 2018. As a percent of net sales, R&D expense was consistent as a percentage of sales at 1.3% in fiscal 2020, 1.3% in fiscal 2019, and 1.2% in fiscal 2018.

Amortization Expense

Amortization expense for fiscal 2020 was $56.5 compared to $43.2 in fiscal 2019 and $11.5 in fiscal 2018. The fiscal 2020 results included the full year of amortization on the Acquired Battery and Auto Care businesses, as well as amortization for the Custom Accessories Europe (CAE) acquisition, discussed in Note 4. The fiscal 2019 results only included a partial year of amortization for the Acquired Battery and Auto Care businesses.

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.

Interest expense

Interest expense for fiscal 2020 was $195.0, as compared to fiscal 2019 expense of $226.0 and $98.4 in fiscal 2018. 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 the prior year acquisition costs of $65.6, the current year interest expense increased $34.6 attributable to higher debt associated with the acquisitions, which was outstanding the full fiscal year 2020. Excluding acquisition amounts for both years, fiscal 2019 interest expense increased $103.9 over fiscal 2018 attributable to higher debt associated with the acquisitions.

Loss on extinguishment of debt

The Loss on the extinguishment of debt was $94.9 for fiscal year 2020 and relates to the Company's July 2020 redemption of its $600.0 Senior Notes due in 2025 and the redemption of the $750.0 Senior Notes due in 2026, which were redeemed subsequent to year-end on October 16, 2020. The loss also includes the write off of deferred financing fees related to the term loan refinancing in December 2019.

During the fourth quarter, the Company took advantage of favorable debt markets and refinanced its Senior Notes due 2025 and 2026, totaling $1.35 billion in principal amount, with new Senior Notes which come due in 2028 and 2029, respectively. The new Senior Notes have significantly lower interest rates and will result in approximately $17.5 in annual interest savings, as well as an extension of the weighted average maturity of these borrowings by roughly three years.

Other Items, Net

Other items, net was expense of $2.0, and income of $14.3 and $6.6 in fiscal 2020, 2019 and 2018, respectively, and is summarized below:

	For the Years Ended September 30,		
	2020	2019	2018
Other items, net			
Interest income	$ (0.6)	$ (7.7)	$ (1.4)
Interest income on restricted cash (1)	—	(5.8)	(5.2)
Foreign currency exchange loss	8.7	5.2	8.1
Pension benefit other than service costs	(1.7)	(2.3)	(6.3)
Settlement loss on pension plan terminations (2)	—	3.7	14.1
Acquisition foreign currency loss/(gain) (3)	2.2	(13.6)	(15.2)
Pre-acquisition insurance proceeds (4)	(4.9)	—	—
Settlement of acquired business hedging contracts (5)	—	1.5	—
Transition services agreement income	(0.9)	(1.4)	—
Gain on sale of assets	(1.0)	—	—
Other	0.2	6.1	(0.7)
Total Other items, net	$ 2.0	$ (14.3)	$ (6.6)

(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 loss for the twelve months ended September 30, 2020 related to the hedge contract on the proceeds from the Varta Divestiture. The gain for the twelve months ended September 30, 2019, includes $9.0 related 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) The pre-acquisition insurance proceeds are related to assets from the Battery Acquisition that were damaged after signing the acquisition agreement, but prior to closing on the acquisition.

(5) Settlement of acquired business hedging contracts that were terminated upon the Company's request at the acquisition date.

Income Taxes

For fiscal 2020, the effective tax rate was 30.9%. The current year rate includes costs related to acquisition and integration in addition to the unfavorable impact of $1.8 for the CARES Act, which was signed into law on March 27, 2020 and provides, among other things, increased interest deduction limitations to companies which can decrease overall cash taxes paid. Excluding the impact of these non-GAAP adjustments, the year to date adjusted effective tax rate was 23.3% as compared to 18.5% in the prior year. The increase in the rate versus prior year is due to the country mix of earnings which drove a higher foreign tax rate as well as the expiration of certain tax holidays in foreign jurisdictions.

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.

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.

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, 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 and the loss on extinguishment of debt, 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,				
	2020	% Chg	2019	% Chg	2018
Americas					
Net sales - prior year	$1,734.8		1,135.6		$ 1,111.8
Organic	69.8	4.0 %	36.1	3.2 %	20.5
Impact of Battery Acquisition	107.1	6.2 %	278.5	24.5 %	—
Impact of Auto Care Acquisition	74.0	4.3 %	288.7	25.4 %	—
Impact of Nu Finish Acquisition	—	— %	5.7	0.5 %	2.2
Change in Argentina operations	1.6	0.1 %	(4.5)	(0.4)%	(1.9)
Impact of currency	(16.1)	(1.0)%	(5.3)	(0.4)%	3.0
Net sales - current year	$1,971.2	13.6 %	1,734.8	52.8 %	$ 1,135.6
International					
Net sales - prior year	$ 759.7		662.1		$ 643.9
Organic	(8.4)	(1.1)%	37.3	5.6 %	2.0
Impact of Battery Acquisition	18.4	2.4 %	60.4	9.1 %	—
Impact of Auto Care Acquisition	11.1	1.5 %	27.1	4.1 %	—
Impact of Nu Finish Acquisition	—	— %	0.2	— %	0.1
Impact of currency	(7.2)	(1.0)%	(27.4)	(4.1)%	16.1
Net sales - current year	$ 773.6	1.8 %	$ 759.7	14.7 %	$ 662.1
Total Net Sales					
Net sales - prior year	$2,494.5		$ 1,797.7		$ 1,755.7
Organic	61.4	2.5 %	73.4	4.1 %	22.5
Impact of Battery Acquisition	125.5	5.0 %	338.9	18.9 %	—
Impact of Auto Care Acquisition	85.1	3.4 %	315.8	17.6 %	—
Impact of Nu Finish Acquisition	—	— %	5.9	0.3 %	2.3
Change in Argentina operations	1.6	0.1 %	(4.5)	(0.3)%	(1.9)
Impact of currency	(23.3)	(1.0)%	(32.7)	(1.8)%	19.1
Net sales - current year	$2,744.8	10.0 %	$ 2,494.5	38.8 %	$ 1,797.7

Total net sales for the twelve months ended September 30, 2020 increased 10.0%, including organic sales increase of $61.4, or 2.5%, sales related to the acquisitions of $210.6, or 8.4% and a $1.6 increase from our Argentina operations, which were deemed to be highly inflationary. These increases were partially offset by the unfavorable impact of currency of $23.3, or 1.0%. Segment sales results for the twelve months ended September 30, 2020 are as follows:

- Americas net sales improved 13.6% versus the prior fiscal year, including the impact of the acquisitions which increased net sales by 10.5%, a 0.1% increase due to our Argentina operations, and an unfavorable currency impact on sales of 1.0%. Excluding the impact of Argentina, currency movement and the acquisitions, organic net sales increased 4.0% driven by distribution gains, favorable carryover impact of the fiscal 2019 price increases and the beneficial net impacts of COVID-19. These increases were partially offset by lower replenishment volume early in the year and the year-over-year impact of lower storm activity.

- International net sales improved 1.8% versus the prior fiscal year, which included an increase of 3.9% from the impact of the acquisitions and unfavorable foreign currency movements of 1.0%. Excluding the impacts of the acquisitions and foreign currency movements, organic net sales declined 1.1% as the impact of COVID-19, particularly on our developing and distributor markets, more than offset the positive impact from distribution gains.

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.

Segment Profit	**For the Years Ended September 30,**				
	2020	**% Chg**	**2019**	**% Chg**	**2018**
Americas					
Segment Profit - prior year	$ 456.6		326.1		$ 310.0
Organic	14.8	3.2 %	17.4	5.3 %	13.7
Impact of Battery Acquisition	21.8	4.8 %	42.5	13.0 %	—
Impact of Auto Care Acquisition	15.8	3.5 %	74.5	22.8 %	—
Impact of Nu Finish Acquisition	—	— %	1.9	0.6 %	0.9
Change in Argentina operations	(0.6)	(0.1)%	(2.2)	(0.7)%	(0.6)
Impact of currency	(9.9)	(2.2)%	(3.6)	(1.0)%	2.1
Segment Profit - current year	$ 498.5	9.2 %	$ 456.6	40.0 %	$ 326.1
International					
Segment Profit - prior year	$ 174.9		149.6		$ 143.0
Organic	(22.4)	(12.8)%	22.5	15.0 %	(3.7)
Impact of Battery Acquisition	6.1	3.5 %	20.2	13.5 %	—
Impact of Auto Care Acquisition	1.3	0.7 %	2.3	1.5 %	—
Impact of Nu Finish Acquisition	—	— %	0.1	0.1 %	—
Impact of currency	(4.1)	(2.3)%	(19.8)	(13.2)%	10.3
Segment Profit - current year	$ 155.8	(10.9)%	$ 174.9	16.9 %	$ 149.6
Total Segment Profit					
Segment Profit - prior year	$ 631.5		$ 475.7		$ 453.0
Organic	(7.6)	(1.2)%	39.9	8.4 %	10.0
Impact of Battery Acquisition	27.9	4.4 %	62.7	13.2 %	—
Impact of Auto Care Acquisition	17.1	2.7 %	76.8	16.1 %	—
Impact of Nu Finish Acquisition	—	— %	2.0	0.4 %	0.9
Change in Argentina operations	(0.6)	(0.1)%	(2.2)	(0.5)%	(0.6)
Impact of currency	(14.0)	(2.2)%	(23.4)	(4.8)%	12.4
Segment Profit - current year	$ 654.3	3.6 %	$ 631.5	32.8 %	$ 475.7

Refer to Note 10, Segments, in the Consolidated Financial Statements for a reconciliation from segment profit to earnings before income taxes.

Total segment profit in fiscal 2020 was $654.3, an increase of 3.6% versus the prior fiscal year, driven by an increase of $45.0, or 7.1% from the acquisitions. This increase was partially offset by organic segment profit decline of 1.2%, unfavorable movement in foreign currency of $14.0, or 2.2% and by $0.6, or 0.1%, of unfavorable changes in Argentina operations. Segment operating profit results for the twelve months ended September 30, 2020 are as follows:

- Americas segment profit was $498.5, an increase of $41.9, or 9.2%, versus the prior fiscal year inclusive of the $37.6 increase due to the acquisitions. This increase was partially offset by $0.6 of unfavorable changes in

Argentina operations and unfavorable foreign currency movements of $9.9. Excluding the impact of currency movements, the acquisitions, and changes in Argentina operations, segment profit increased $14.8, or 3.2%. The increase was driven by the net sales increase and realized synergies. These increases were partially offset by higher planned incremental A&P investment and incremental costs related to COVID-19, which impacted gross margin.

- International segment profit was $155.8, a decrease of $19.1, or 10.9%, versus the prior fiscal year inclusive of the positive impact of the acquisitions of $7.4 as well as the unfavorable $4.1 impact of currency movements. Excluding the impact of the acquisitions and currency movements, segment profit decreased $22.4, or 12.8%, as the impact of the top-line organic decline was compounded by incremental costs related to Covid-19 costs and increased A&P investment, primarily in our modern markets.

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.

GENERAL CORPORATE	**For the Years Ended September 30,**		
	2020	**2019**	**2018**
General corporate and other expenses	$ 103.8	$ 111.5	$ 97.3
Global marketing expenses	28.2	18.2	19.0
Total	$ 132.0	$ 129.7	$ 116.3
% of net sales	4.8 %	5.2 %	6.5 %

For fiscal 2020, general corporate expenses were $103.8, a decrease of $7.7 compared to fiscal 2019 expense of $111.5. The decrease was driven by TSA exits, reduced travel and other expenses due to COVID-19 as well as reduced stock compensation expense. 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 in fiscal 2019, 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.

Global marketing expenses were $28.2 in fiscal 2020, $18.2 in fiscal 2019, and $19.0 in fiscal 2018. 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, 2020, Energizer had $459.8 of cash and cash equivalents, 61.8% 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 Credit Facility). 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 2018 Revolving Credit Facility also contains customary affirmative and restrictive covenants. As of September 30, 2020, there were no borrowings outstanding under the 2018 Revolving Credit Facility, but the Company did have $7.3 of outstanding letters of credit. Taking into account outstanding letters of credit, $392.7 remained available as of September 30, 2020.

On April 22, 2020, the Company completed an add-on offering of $250.0 of our 6.375% Senior Notes due 2026 (2026 Notes). The 2026 Notes priced at 102.25% of principal. The Company utilized the proceeds from the add-on offering to repay indebtedness on the Revolving Credit Facility related to funds defensively drawn at the beginning of the COVID-19 pandemic and to pay fees and expenses relating to the offering.

On July 1, 2020, the Company completed a bond offering for $600.0 Senior Notes due in 2028 at 4.750% (2028 Notes). The Company utilized a portion of the net proceeds from the sale of the 2028 Notes to fund the purchase of $488.8 in aggregate principal amount of the Company’s outstanding 5.50% Senior Notes due 2025 (2025 Notes) accepted for purchase pursuant to a cash tender offer. The Company used the remaining net proceeds from such sale, together with cash on hand, to fund the redemption of 2025 Notes not purchased pursuant to the tender offer, at a redemption price equal to 102.750% of the aggregate principal amount of the 2025 Notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the redemption date. As a result of such redemption, all 2025 Notes that were not tendered and purchased by the Company pursuant to the tender offer were redeemed. The Company paid a total call premium for tendered and called notes of $18.3. The transaction resulted in a Loss on extinguishment of debt of $22.1.

On September 30, 2020, the Company completed a bond offering for $800.0 Senior Notes due in 2029 at 4.375% (2029 Notes). Subsequent to the fiscal year, on October 16, 2020, the Company used the proceeds from the sale of the 2029 Notes to fund the redemption of all the $750.0 USD Senior Notes due in 2026 at 6.375% (2026 USD Notes). Due to the timing of the transaction crossing fiscal years and the Company's obligation to redeem the 2026 USD Notes, the 2026 USD Notes were classified as Current maturities of long term debt and the proceeds from the 2029 Notes, net of financing fees paid, were classified as Restricted cash on the Consolidated Balance Sheet at September 30, 2020. The company paid a redemption premium of $55.9 in fiscal 2021, and the transaction resulted in a Loss on extinguishment of debt of $68.6.

While the Company believes it had sufficient liquidity prior to taking these actions to fund its operations and meet its obligations, the Company increased its cash position during fiscal year 2020 as a precautionary measure in order to preserve financial flexibility in light of current uncertainty in the global markets resulting from the COVID-19 pandemic. Subsequent to September 30, 2020, the Company paid down $120.0 on Term loan B and $42.8 on Term loan A, which included the required quarterly payments.

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, 2020, 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 $389.3 in fiscal 2020, $142.1 in fiscal 2019, and $228.7 in fiscal 2018.

Cash flow from operating activities from continuing operations was $389.3 in fiscal 2020 as compared to $142.1 in the prior fiscal year. This change of $247 was primarily driven by higher year-over-year cash net earnings resulting from lower cash expenditures of approximately $126 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 other success and consulting fees paid to finalize the acquisitions in the prior year. In addition, working capital changes favorably impacted cash flow from operations year-over-year. These changes were driven by approximately $30 related to the agreement and final cash settlement from the Central Authority in Spain on a Spanish VAT refund payment, approximately $70 related to higher year-over-year accounts receivable collections as the Company's factoring program was more established throughout fiscal 2020 compared to the prior year, and approximately $36 related to the timing of payments and programs, most notably for higher trade and A&P accruals.

Cash flow from operating activities from continuing operations was $142.1 in fiscal 2019 as compared to $228.7 in fiscal 2018. 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

Investing Activities

Net cash used by investing activities from continuing operations was $64.0 in fiscal 2020 and $2,514.9 in fiscal 2019, and net cash from investing activities from continuing operations was $56.2 in fiscal 2018, and consisted of the following:

- Capital expenditures were $65.3, $55.1, and $24.2 in fiscal years 2020, 2019 and 2018, respectively.

- Proceeds from asset sales were $6.4, $0.2 and $6.1 in fiscal 2020, 2019 and 2018, respectively. The fiscal 2020 proceeds primarily represent insurance proceeds received from property, plant and equipment utilized by the Acquired Battery Business damaged in a flood. The fiscal 2018 proceeds were related to the sale of a previously closed manufacturing facility.

- Acquisitions, net of cash acquired, were $5.1, $2,460.0 and $38.1 in fiscal 2020, 2019, and 2018, respectively. The majority of the fiscal 2020 of this payment was due to the finalization of working capital adjustments with Spectrum for the Auto Care Acquisition while $1.5 was utilized to complete the CAE acquisition. The fiscal 2019 outflow was utilized to purchase the Battery and Auto Care Acquisitions and the fiscal 2018 outflow for the purchase of Nu Finish.

Investing cash outflows of approximately $35 to $45 are anticipated in fiscal 2021 for capital expenditures relating to maintenance, product development and cost reduction investments. Additional investing cash outflows of approximately $30 to $40 are anticipated in fiscal 2021 for integration related capital expenditures for the Battery and Auto Care Acquisitions.

Financing Activities

Net cash from financing activities from continuing operations was $394.2, $1,276.8 and $1,226.3 in fiscal 2020, 2019 and 2018, respectively. For fiscal 2020, 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 $2,020.6 related to the December 2019 refinancing of $365.0 of the 2018 Term Loan, the April 2020 add on offering of $250.0 of our 6.375% Senior Notes due in 2026, the July 2020 offering of $600.0 of our 4.750% Senior Notes due in 2028 and the September 2020 offering of $800.0 of our 4.375% Senior Notes due in 2029.

- Payments on debt with maturities greater than 90 days of $1,393.5, related to the Term Loan refinancing in December 2019, the repayment of $345.8 of debt from the proceeds of the Varta divestiture, the redemption of $600.0 of our 5.50% Senior Notes due 2025 as well as required quarterly payments on the 2018 Term Loan A and 2018 Term Loan B;

- Payments of debt with maturities of 90 days or less of $30.2, primarily related to repayment of borrowings on our Revolving Credit Facility;

- Debt issuance costs of $26.5 relating to our Term Loan refinancing, the add on offering of $250.0 of our 6.37% Senior Notes due in 2026, the offering of $600.0 of our 4.750% Senior Notes due in 2028 and an offering of $800.0 of our 4.375% Senior Notes due in 2029;

- Premiums paid on extinguishment of debt of $18.3 relate to the redemption of our $600.0 5.50% Senior Notes due in 2025 that occurred in July 2020.

- Dividends paid on common stock of $85.4 during fiscal 2020 (see below);

- Dividends paid on mandatory convertible preferred stock of $16.2 during fiscal 2020 (see below);

- Purchase of treasury stock representing the cash paid for stock repurchases under the current authorization during the twelve months ended September 30, 2020 (see below); and

- Taxes paid for withheld share-based payments of $11.3.

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.

Dividends

Total dividends declared to common shareholders were $84.0 of which $85.4 were paid. The dividends paid included amounts on restricted shares that vested in the period. Total dividends declared and paid to preferred shareholders were $16.2. The payment included an accrued dividend from fiscal 2019 and the final dividend of fiscal 2020 was recorded in Other liabilities at September 30, 2020 and was paid to the preferred shareholders on October 15, 2020.

Subsequent to the fiscal year end, on November 12, 2020, the Board of Directors declared a dividend for the first quarter of fiscal 2021 of $0.30 per share of common stock, payable on December 18, 2020, to all shareholders of record as of the close of business on November 30, 2020.

Subsequent to the end of the fiscal year, on November 12, 2020, the Board of Directors declared a dividend of $1.875 per share of MCPS, payable on January 15, 2021, to all shareholders of record as of the close of business January 1, 2021.

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 980,000 shares for $45.0, at an average price of $45.93 per share, 1,036,000 shares for $45.0, at an average price of $43.46 per share, and 1,439,211 shares for $70.0, at an average price of $48.66 per share, during the twelve months ended September 30, 2020, 2019 and 2018.

On November 12, 2020, the Board of Director's put in place a new authorization for up to 7.5 million shares. This replaced the prior authorization that was outstanding. 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, 2020 is shown below:

	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-term debt, including current maturities (1)	$ 4,144.8	$ 841.3	$ 233.2	$ 20.0	$ 3,050.3
Interest on long-term debt (2)	1,097.5	165.2	314.0	303.7	314.6
Redemption premium on long-term debt	55.9	55.9	—	—	—
Notes payable	3.8	3.8	—	—	—
Operating leases	187.7	20.4	37.1	32.7	97.5
Capital leases (3)	89.1	4.9	10.0	9.9	64.3
Pension plans (4)	4.4	4.4	—	—	—
Purchase of FDK Indonesia (5)	16.9	16.9	—	—	—
Purchase obligations and other (6)	18.5	8.8	9.4	0.3	—
Mandatory transition tax	16.7	—	—	9.4	7.3
Total	$ 5,635.3	$ 1,121.6	$ 603.7	$ 376.0	$ 3,534.0

(1) Long-term debt, including current maturities, includes the $750.0 Senior Notes at 6.375% that were originally due in 2026. The obligation to pay back these notes is in the less than 1 year category as these notes were redeemed subsequent to the fiscal year on October 16, 2020 using the proceeds from the $800.0 Senior Notes at 4.375% due in 2029 issued in September 2020. These notes were classified as current on the Consolidated Balance Sheet at September 30, 2020. Refer to Note 13 Debt for additional information on this refinancing transaction.

(2) The above table is based upon the debt balance and LIBOR rate on drawn debt as of September 30, 2020. 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 $100.0 at September 30, 2020.

(3) Capital lease payments include the full capital lease obligation of $45.8, as well as interest included in the payment of $43.3.

(4) Globally, total pension contributions for the Company in the next year are estimated to be $4.4. The projected payments beyond fiscal year 2021 are not currently estimable.

(5) During the fourth quarter of fiscal 2020, the Company entered into an agreement with FDK Corporation to acquire its subsidiary FDK Indonesia, a battery manufacturing facility. Subsequent to the fiscal year end on October 1, 2020, the Company completed the acquisition and paid $16.9 of cash to FDK Corporation. Refer to Note 4 Acquisitions for further details.

(6) 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, 2020 were $9.3, of which approximately $2.1 is expected to be spent during fiscal 2021. 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, 2020, 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 $55.0 at September 30, 2020.

  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 12, 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, revenue growth rates, 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 2020, we performed our annual goodwill test 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 7, Income Taxes, of the Notes to Consolidated Financial Statements for further discussion.

Recently Adopted Accounting Pronouncements

Effective October 1, 2019, the Company adopted ASU 2016-02 and related standards (collectively ASC 842, Leases). This new guidance 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. The Company elected the optional transition method and adopted the new guidance on a modified retrospective basis with no restatement of prior period amounts. Further, the Company elected to apply the package of practical expedients which allows companies to carry forward original lease determinations, lease classifications, and accounting for initial direct costs. Energizer also made the policy elections upon adoption for the exclusion of short term leases on the balance sheet and to not separate lease and non-lease components

The adoption of ASC 842, Leases, resulted in the recognition of additional assets and corresponding liabilities on the Consolidated Balance Sheet for the Company's operating leases; however, it did not have a material impact on the Consolidated Statement of Earnings and Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Shareholders' Equity/(Deficit), including retained earnings. Refer to Note 11, Leases, for further information.

Recently Issued Accounting Pronouncements

In March 2020, the FASB issued ASU 2020-04 Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting. The amendment provides optional guidance for a limited period of time to ease the potential burden in accounting for (or recognizing the effects of) reference rate reform on contracts, hedging relationships and other transactions that reference LIBOR. These updates are effective immediately and may be applied prospectively to contract modifications made and hedging relationships entered into or evaluated on or before December 31, 2022. The Company is currently evaluating our contracts and the optional expedients provided by this update.

In August 2020, the FASB issued ASU 2020-06 Changes to Accounting for Convertible Debt. This amendment simplifies the accounting for certain financial instruments with characteristics of liabilities and equity. The FASB has reduced the number of accounting models for convertible debt and convertible preferred stock instruments and made certain disclosure amendments to improve the information provided to financial statement users. The new guidance also modifies how particular convertible instruments and certain contracts that may be settled in cash or shares impact the diluted EPS computation. The amendment goes into affect for fiscal years starting after December 15, 2021, which for Energizer would be the beginning of fiscal year 2023. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020. The Company is currently evaluating the impact that this updated may have on our financial statements, however it is not expected to be material.

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 approximately 40% of our sales in fiscal 2020 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, 2020 and 2019, Energizer had an unrealized pre-tax loss of $4.9 and a pre-tax gain of $4.5, 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, 2020 levels, over the next twelve months, $4.9 of the pre-tax loss 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, 2020 resulted in a loss of $3.1 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 gain recognized on these zinc contracts was $4.4 at September 30, 2020 and the pre-tax loss 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, 2020, Energizer had variable rate debt outstanding with a principal balance of $632.9 under the 2018 and 2019 Term Loans and 2018 Revolving Credit 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 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 $100.0 at September 30, 2020.

For the year ended September 30, 2020, our weighted average interest rate on variable rate debt was 3.88%.

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, 2020 and 2019, 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, 2020, 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, 2020, 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, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended September 30, 2020 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, 2020, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

Change in Accounting Principle

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it accounts for leases on October 1, 2019.

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.

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 $152.7 million, which is reflected as a reduction of trade receivables, net and $45.4 million of accrued trade promotions within other current liabilities as of September 30, 2020. 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 revenue recognition for trade promotion programs is a critical audit matter are (i) the significant judgment by management when developing the allowance for trade promotions and accrued trade promotions and (ii) a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management's significant assumptions related to the historical patterns and future expectations regarding specific in-market product performance used to estimate the 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 (i) testing management's process for determining the allowance for trade promotions and accrued trade promotions; (ii) testing the completeness and accuracy of underlying data used in the estimates; and (iii) evaluating the reasonableness of the significant assumptions related to the historical patterns and future expectations regarding in-market product performance. Evaluating management's assumptions related to historical patterns and future expectations regarding specific in-market product performance involved evaluating the historical performance of similar trade programs and testing payments and invoice credits related to these trade programs.

Indefinite-Lived Intangible Assets Impairment Assessments - Certain Battery and Auto Care Trade Names

As described in Notes 2 and 12 to the consolidated financial statements, the Company's consolidated other intangible assets, net balance as of September 30, 2020 was $1,909.0 million, of which $1,365.4 million related to indefinite-lived intangible assets, which includes certain battery and auto care trade names. Management conducts an impairment test annually in the fourth fiscal quarter or when indicators of a potential impairment are present. Potential impairment is identified by comparing the fair value of a trade name to its carrying value. Fair value is estimated by management using a discounted cash flow model. Management uses judgments, assumptions and estimates in the impairment testing including discount rates, revenue growth rates, future operating results and related cash flow projections.

The principal considerations for our determination that performing procedures relating to the indefinite-lived intangible assets impairment assessments for certain battery and auto care trade names is a critical audit matter are (i) the significant judgment by management when developing the fair values of the trade names; (ii) a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management's significant assumptions related to the revenue growth rates and discount rates; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

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 management's indefinite-lived trade names impairment assessments, including controls over the determination of the fair value of certain battery and auto care trade names. These procedures also included, among others (i) testing management's process for developing the fair value estimates of certain battery and auto care trade names; (ii) evaluating the appropriateness of the discounted cash flow models; (iii) testing the completeness and accuracy of underlying data used in the models; and (iv) evaluating the reasonableness of the significant assumptions used by management related to the revenue growth rates and the discount rates. Evaluating management's assumptions related to the revenue growth rates involved evaluating whether the assumptions used were reasonable considering (i) the current and past performance of the businesses related to the trade names; (ii) the consistency with external market and industry data; and (iii) whether the assumptions were consistent with evidence obtained in other areas of the audit. Professionals with specialized skill and knowledge were used to assist in the evaluating the appropriateness of the discounted cash flow model and evaluating the reasonableness of the discount rate assumptions.

/s/PricewaterhouseCoopers LLP
St. Louis, Missouri
November 17, 2020

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	**2020**	**2019**	**2018**
Net sales	$ 2,744.8	$ 2,494.5	$ 1,797.7
Cost of products sold	1,662.9	1,490.7	966.8
Gross profit	$ 1,081.9	$ 1,003.8	$ 830.9
Selling, general and administrative expense	483.3	515.7	421.7
Advertising and sales promotion expense	147.1	127.3	112.9
Research and development expense	35.4	32.8	22.4
Amortization of intangible assets	56.5	43.2	11.5
Gain on sale of real estate	—	—	(4.6)
Interest expense	195.0	226.0	98.4
Loss on extinguishment of debt	94.9	—	—
Other items, net	2.0	(14.3)	(6.6)
Earnings before income taxes	$ 67.7	$ 73.1	$ 175.2
Income tax provision	20.9	8.4	81.7
Net earnings from continuing operations	$ 46.8	$ 64.7	$ 93.5
Net loss from discontinued operations, net of income tax benefit of $1.2 in 2020 and income tax expense of $4.0 in 2019	(140.1)	(13.6)	—
Net (loss) / earnings	$ (93.3)	$ 51.1	$ 93.5
Mandatory preferred stock dividends	(16.2)	(12.0)	—
Net (loss) / earnings attributable to common shareholders	$ (109.5)	$ 39.1	$ 93.5
Earnings Per Share			
Basic net earnings per common share - continuing operations	$ 0.44	$ 0.79	$ 1.56
Basic net loss per common share - discontinued operations	(2.03)	(0.20)	—
Basic net (loss) / earnings per common share	$ (1.59)	$ 0.59	$ 1.56
Diluted net earnings per common share - continuing operations	$ 0.44	$ 0.78	$ 1.52
Diluted net loss per common share - discontinued operations	(2.02)	(0.20)	—
Diluted net (loss) / earnings per common share	$ (1.58)	$ 0.58	$ 1.52
Weighted average shares of common stock - Basic	68.8	66.4	59.8
Weighted average shares of common stock- Diluted	69.5	67.3	61.4
Dividend Per Common Share	$ 1.20	$ 1.20	$ 1.16
Statement of Comprehensive Income			
Net (loss) / earnings	$ (93.3)	$ 51.1	$ 93.5
Other comprehensive (loss)/income, net of tax (benefit)/expense			
Foreign currency translation adjustments	(13.4)	(10.4)	(20.5)
Pension activity, net of tax of $3.5 in 2020, ($12.1) in 2019, and $6.3 in 2018	9.8	(36.9)	22.9
Deferred (loss)/gain on hedging activity, net of tax of ($1.5) in 2020, ($3.1) in 2019, and $4.4 in 2018	(5.8)	(9.2)	15.0
Total comprehensive (loss)/income	$ (102.7)	$ (5.4)	$ 110.9

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, 2020	SEPTEMBER 30, 2019
Assets		
Current assets		
Cash and cash equivalents	$ 459.8	$ 258.5
Restricted cash	790.0	—
Trade receivables, net	292.0	340.2
Inventories	511.3	469.3
Other current assets	157.8	177.1
Assets held for sale	—	791.7
Total current assets	$ 2,210.9	$ 2,036.8
Property, plant and equipment, net	352.1	362.0
Operating lease assets	121.9	—
Goodwill	1,016.0	1,004.8
Other intangible assets, net	1,909.0	1,958.9
Deferred tax asset	24.3	22.8
Other assets	94.1	64.3
Total assets	$ 5,728.3	$ 5,449.6
Liabilities and Shareholders' Equity		
Current liabilities		
Current maturities of long-term debt	$ 841.3	$ —
Current portion of capital leases	1.7	1.6
Notes payable	3.8	31.9
Accounts payable	378.1	299.0
Current operating lease liabilities	14.8	—
Other current liabilities	408.7	333.6
Liabilities held for sale	—	402.9
Total current liabilities	$ 1,648.4	$ 1,069.0
Long-term debt	3,306.9	3,461.6
Operating lease liabilities	111.9	—
Deferred tax liability	140.4	170.6
Other liabilities	211.6	204.6
Total liabilities	$ 5,419.2	$ 4,905.8
Shareholders' equity		
Common stock, $0.01 par value, 72,386,840 shares issued at 2020 and 2019	0.7	0.7
Mandatory convertible preferred stock, $0.01 par value, 2,156,250 shares issued at 2019	—	—
Additional paid-in capital	859.2	870.3
Retained earnings	(66.2)	129.5
Common stock in treasury, at cost, 3,868,438 and 3,484,807 shares in 2020 and 2019, respectively	(176.9)	(158.4)
Accumulated other comprehensive loss	(307.7)	(298.3)
Total shareholders' equity	$ 309.1	$ 543.8
Total liabilities and shareholders' equity	$ 5,728.3	$ 5,449.6

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,		
Cash Flow from Operating Activities	**2020**	**2019**	**2018**
Net (loss) / earnings	$ (93.3)	$ 51.1	$ 93.5
Loss from discontinued operations, net of tax	(140.1)	(13.6)	—
Net earnings from continuing operations	$ 46.8	$ 64.7	$ 93.5
Non-cash integration and restructuring charges	17.8	3.0	—
Depreciation and amortization	111.9	92.8	45.1
Deferred income taxes	(34.8)	(33.3)	1.8
Share based compensation expense	24.5	27.1	28.2
Loss on extinguishment of debt	94.9	—	—
Gain on sale of real estate	—	—	(4.6)
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	23.1	(4.2)	7.6
Other, net	(7.1)	22.1	(4.7)
Changes in assets and liabilities used in operations, net of acquisitions			
Decrease / (increase) in trade receivables, net	47.8	(24.9)	(1.1)
Increase in inventories	(39.8)	(15.2)	(12.1)
Decrease / (increase) in other current assets	53.4	(44.3)	2.8
Increase in accounts payable	76.2	5.2	4.4
(Decrease) / increase in other current liabilities	(25.4)	9.6	20.4
Net cash from operating activities from continuing operations	$ 389.3	$ 142.1	$ 228.7
Net cash (used by) / from operating activities from discontinued operations	(12.9)	7.4	—
Net cash from operating activities	$ 376.4	$ 149.5	$ 228.7
Cash Flow from Investing Activities			
Capital expenditures	(65.3)	(55.1)	(24.2)
Proceeds from sale of assets	6.4	0.2	6.1
Acquisitions, net of cash acquired	(5.1)	(2,460.0)	(38.1)
Net cash used by investing activities from continuing operations	$ (64.0)	$ (2,514.9)	$ (56.2)
Net cash from / (used by) investing activities from discontinued operations	280.9	(407.4)	—
Net cash from / (used by) investing activities	$ 216.9	$ (2,922.3)	$ (56.2)
Cash Flow from Financing Activities			
Cash proceeds from issuance of debt with maturities greater than 90 days	2,020.6	1,800.0	1,259.9
Payments on debt with maturities greater than 90 days	(1,393.5)	(529.5)	(4.0)
Net (decrease)/increase in debt with maturities 90 days or less	(30.2)	(214.1)	143.4
Debt issuance costs	(26.5)	(40.1)	(22.6)
Premiums paid on extinguishment of debt	(18.3)	—	—
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	(85.4)	(83.0)	(70.0)
Dividends paid on mandatory convertible preferred shares	(16.2)	(8.0)	—
Common stock purchased	(45.0)	(45.0)	(70.0)
Taxes paid for withheld share-based payments	(11.3)	(8.3)	(10.4)
Net cash from financing activities from continuing operations	$ 394.2	$ 1,276.8	$ 1,226.3
Net cash used by financing activities from discontinued operations	(1.1)	(4.7)	—
Net cash from financing activities	$ 393.1	$ 1,272.1	$ 1,226.3
Effect of exchange rate changes on cash	4.9	(9.1)	(8.5)
Net increase / (decrease) in cash, cash equivalents, and restricted cash from continuing operations	724.4	(1,105.1)	1,390.3
Net increase / (decrease) in cash, cash equivalents, and restricted cash from discontinued operations	266.9	(404.7)	—
Net increase / (decrease) in cash, cash equivalents, and restricted cash	$ 991.3	$ (1,509.8)	$ 1,390.3
Cash, cash equivalents, and restricted cash, beginning of period	258.5	1,768.3	378.0
Cash, cash equivalents, and restricted cash, end of period	$ 1,249.8	$ 258.5	$ 1,768.3

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, 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
Net earnings from continuing operations	—	—	—	—	—	46.8	—	—	46.8
Net loss from discontinued operations	—	—	—	—	—	(140.1)	—	—	(140.1)
Share based expense	—	—	—	—	24.5	—	—	—	24.5
Common stock purchases	—	(980)	—	—	—	—	—	(45.0)	(45.0)
Activity under stock plans	—	471	—	—	(29.9)	(2.2)	—	20.8	(11.3)
Deferred compensation plan	—	125	—	—	(5.7)	—	—	5.7	—
Dividends to common shareholders	—	—	—	—	—	(84.0)	—	—	(84.0)
Dividends to preferred shareholders	—	—	—	—	—	(16.2)	—	—	(16.2)
Other comprehensive loss	—	—	—	—	—	—	(9.4)	—	(9.4)
Balance, September 30, 2020	2,156	68,518	$ —	$ 0.7	$ 859.2	$ (66.2)	$ (307.7)	$ (176.9)	$ 309.1

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 distributor 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 acquisition 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 January 2, 2020, the Company sold the Varta® consumer battery business in the Europe, Middle East and Africa regions, including manufacturing and distribution facilities in Germany (Divestment Business) to VARTA Aktiengesellschaft (VARTA AG) for a contractual purchase price of €180.0, subject to purchase price adjustments (Varta Divestiture). This business was acquired as part of the Battery Acquisition and was required to be divested per regulatory requirements. Pursuant to the terms of the Battery Acquisition agreement, Spectrum also contributed cash proceeds toward this sale. Total cash proceeds received, including related hedging arrangements, net of the final working capital settlement, were $323.1 and the Company recorded a pre-tax loss of $141.6. Refer to Note 5, Divestment, for further discussion.

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, variable interests or non-controlling interests.

As a result of the Varta Divestiture, the assets and liabilities associated with the Divestment Business as of September 30, 2019 were classified as held for sale in the accompanying Consolidated Balance Sheets. There were no assets or liabilities from these operations as of September 30, 2020. The respective operations of the Divestment Business, including a loss recorded on divestment, have been classified as discontinued operations in the accompanying Consolidated Statements of Earnings and Comprehensive Income and Statements of Cash Flows. See Note 5 - 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.

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, 2020 and 2019, Energizer had $459.8 and $258.5, respectively, in available cash, 61.8% and 75.8% 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, 2020 represents the net proceeds from the September bond offering for the $800.0 Senior Notes at 4.375% due in 2029. These funds are net of the bank fees paid at funding. The funds were released subsequent to year-end on October 16, 2020 and were used to fund the full redemption of the USD 2026 Senior Notes at 6.375%. See Note 13, Debt, for further information. There was no restricted cash at September 30, 2019.

	At September 30,	
	2020	**2019**
Cash and cash equivalents	$ 459.8	$ 258.5
Restricted cash	790.0	—
Total Cash, cash equivalents and restricted cash shown in the statement of cash flows	$ 1,249.8	$ 258.5

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 loss 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, 2020 and 2019.

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, 2020 and 2019. 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 $100.0 at September 30, 2020.

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, 2020 and 2019, the Company had derivative contracts for the future purchases of zinc.

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 at September 30, 2020 and 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,	
	2020	**2019**
Trade receivables	$ 447.5	$ 473.1
Allowance for trade promotions	(152.7)	(129.1)
Allowance for returns and doubtful accounts	(2.8)	(3.8)
Trade receivables, net	$ 292.0	$ 340.2

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 years 2020 and 2019, the Company sold $439.5 and $300.2, respectively, of receivables under this program. At September 30, 2020 and 2019, Energizer had $132.9 and $87.8, respectively, 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, 2020 and 2019, cash from factored receivables collected but not yet due to the bank included in Other current liabilities was $0.5 and $12.4, respectively. Additionally, the fees associated with factoring our receivables were $4.7 and $4.9 during the years ended September 30, 2020 and 2019, respectively. 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 were no material factoring arrangements during fiscal 2018.

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, 2020, 2019 and 2018, amortization expense was $8.1, $9.1 and $7.4, 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 2020, 2019, and 2018 was $63.2, $43.5, and $26.2, respectively, including accelerated depreciation charges of $15.9 and $3.0 in 2020 and 2019, respectively, primarily related to the IT integration assets and certain manufacturing assets including property, plant and equipment located at facilities that are being 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 $115.1, $96.7, and $80.1 for the fiscal years ended September 30, 2020, 2019, 2018, 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 7, 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 – Effective October 1, 2019, the Company adopted ASU 2016-02 and related standards (collectively ASC 842, Leases). This new guidance 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. The Company elected the optional transition method and adopted the new guidance on a modified retrospective basis with no restatement of prior period amounts. Further, the Company elected to apply the package of practical expedients which allows companies to carry forward original lease determinations, lease classifications, and accounting for initial direct costs. Energizer also made the policy elections upon adoption for the exclusion of short term leases on the balance sheet and to not separate lease and non-lease components

The adoption of ASC 842, Leases, resulted in the recognition of additional assets and corresponding liabilities on the Consolidated Balance Sheet for the Company's operating leases; however, it did not have a material impact on the Consolidated Statement of Earnings and Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Shareholders' Equity/(Deficit), including retained earnings. Refer to Note 11, Leases, for further information.

Recently Issued Accounting Pronouncements – In March 2020, the FASB issued ASU 2020-04 Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting. The amendment provides optional guidance for a limited period of time to ease the potential burden in accounting for (or recognizing the effects of) reference rate reform on contracts, hedging relationships and other transactions that reference LIBOR. These updates are effective immediately and may be applied prospectively to contract modifications made and hedging relationships entered into or evaluated on or before December 31, 2022. The Company is currently evaluating our contracts and the optional expedients provided by this update.

In August 2020, the FASB issued ASU 2020-06 Changes to Accounting for Convertible Debt. This amendment simplifies the accounting for certain financial instruments with characteristics of liabilities and equity. The FASB has reduced the number of accounting models for convertible debt and convertible preferred stock instruments and made certain disclosure amendments to improve the information provided to financial statement users. The new guidance also modifies how particular convertible instruments and certain contracts that may be settled in cash or shares impact the diluted EPS computation. The amendment goes into effect for fiscal years starting after December 15, 2021, which for Energizer would be the beginning of fiscal year 2023. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020. The Company is

currently evaluating the impact that this updated may have on our financial statements, however it is not expected to be material.

(3) Revenue

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.

Supplemental product and market information is presented below for revenues from external customers for the twelve months ended September 30, 2020, 2019 and 2018:

	For the Twelve Months Ended September 30,		
Net Sales	**2020**	**2019**	**2018**
Batteries	$ 2,099.8	$ 1,959.9	$ 1,612.7
Auto Care	513.0	409.3	95.4
Lights and Licensing	132.0	125.3	89.6
Total Net Sales	$ 2,744.8	$ 2,494.5	$ 1,797.7

	For the Twelve Months Ended September 30,		
Net Sales	**2020**	**2019**	**2018**
North America	$ 1,753.0	$ 1,534.7	$ 1,017.8
Latin America	218.2	200.1	117.8
Americas	1,971.2	1,734.8	1,135.6
Modern Markets	462.0	444.7	381.9
Developing Markets	189.6	193.4	181.0
Distributor Markets	122.0	121.6	99.2
International	773.6	759.7	662.1
Total Net Sales	$ 2,744.8	$ 2,494.5	$ 1,797.7

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.

(4) Acquisitions

Custom Accessories Europe Acquisition - On January 31, 2020, the Company entered into a share purchase agreement to acquire Custom Accessories Europe Group International Limited ("CAE") for $1.9 in cash. CAE is a well-established marketer of branded automotive accessories throughout the United Kingdom and Europe. CAE partners with major automotive accessory brand owners to identify and develop complimentary brand extensions supported by sourcing and distribution activities. The purchase agreement has potential earnout payments that could increase the purchase price up to $9.9 if certain financial metrics are achieved over the next three years. During the fiscal year the Company paid an additional $0.6 for the first earnout payment threshold. The preliminary purchase price of the acquisition is $6.4 after working capital adjustments, and the Company has allocated the purchase price to the assets acquired and liabilities assumed, resulting in identified intangible assets for vendor relationships of approximately $5.0. These vendor relationship intangibles which will be amortized over the three-year lives of the vendor agreements.

FDK Indonesia Acquisition - During fourth quarter of fiscal 2020, the Company entered into an agreement with FDK Corporation to acquire its subsidiary FDK Indonesia, a battery manufacturing facility. Subsequent to the fiscal year end, on October 1, 2020, the Company completed the acquisition for a contractual purchase price of $18.2, and paid cash of $16.9 after contractual adjustments to FDK Corporation. The acquisition of the FDK Indonesia facility increases the Company's alkaline battery production capacity and allows us to avoid future planned capital expenditures. The Company is still analyzing the opening balance sheet and overall purchase price, but does not expect there to be significant intangible assets or goodwill recognized with this acquisition.

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.

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. During the fiscal quarter ended December 31, 2019, the Company completed the valuation analysis for the Battery Acquisition and no significant changes were made to the valuation.

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 in fiscal 2019.

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 acquired 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.

The Divestment Business included 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. Goodwill was also allocated to the Divestment Business. The assets and liabilities of the Divestment Business were included as held for sale on the purchase price allocation.

The following table outlines the 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		496.0
Other intangible assets, net		805.8
Other assets		10.3
Current portion of capital leases		(1.2)
Accounts payable		(39.2)
Other current liabilities		(19.3)
Long-term debt		(14.7)
Liabilities held for sale		(394.6)
Other liabilities		(9.5)
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	

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 expense (SG&A) reductions and procurement efficiencies. The goodwill associated with this acquisition is deductible for tax purposes.

Auto Care Acquisition - On January 28, 2019, 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 initial cash paid after contractual and estimated working capital adjustments was $938.7. During the quarter ended December 31, 2019, the Company finalized the working capital adjustments with Spectrum and paid an additional $3.6 of cash. The equity consideration paid to Spectrum was fair valued at $240.5 based on the 5.3 million shares issued to Spectrum at the Energizer closing stock price of $45.55 on January 28, 2019. The final purchase price paid in cash and equity consideration was $1,182.8. 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.

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. We have calculated fair values of assets and liabilities acquired for the Auto Care Acquisition. During the quarter ended December 31, 2019, the Company completed the valuation analysis for the Auto Care Acquisition. The only significant change in the analysis since the end of fiscal 2019 was the increase in purchase price of $3.6 mentioned above.

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 and was recorded to Cost of products sold as the respective inventory was sold 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.

The following table outlines the 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		274.0
Other intangible assets, net		965.3
Deferred tax assets		4.2
Other assets		1.7
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	$	1,182.8

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	

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.

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. Pro forma results for the CAE acquisition were not considered material and, as such, are not included below. The 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.

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 Car 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 $68.0, $188.4 and $84.6 in the twelve months ended September 30, 2020, 2019, and 2018, respectively.

Pre-tax costs recorded in Costs of products sold were $32.0 for the twelve months ended September 30, 2020 and primarily related to the integration restructuring costs of $29.3 as discussed in Note 6, Restructuring. Pre-tax costs recorded in Costs of products sold were $58.7 for the twelve months ended September 30, 2019, which primarily related to the inventory fair value adjustment of $36.2 and integration restructuring costs of $12.1. Pre-tax costs recorded in Costs of products sold were $0.2 for the twelve months ended September 30, 2018.

Pre-tax acquisition and integration costs recorded in SG&A were $38.8, $82.3 and $62.9 for the twelve months ended September 30, 2020, 2019 and 2018, respectively. In fiscal 2020 these expenses primarily related to consulting fees, success incentives, and costs of integrating the information technology systems of the business. In fiscal 2019 and 2018 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, 2020 and 2019 the Company recorded $1.3 and $1.1 in research and development, respectively.

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, 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.

Included in Other items, net was pre-tax income of $4.1, $19.3 and $20.4 in the twelve months ended September 30, 2020, 2019 and 2018, respectively. The pre-tax income recorded in fiscal 2020 was primarily driven by pre-acquisition insurance proceeds of $4.9, a $1.0 gain on the sale of assets and $0.9 of transition services income, offset by a $2.2 loss related to the hedge contract on the proceeds from the Varta Divestiture and $0.5 of other items.

The pre-tax income of $19.3 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.

(5) 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 as of September 30, 2019 and as discontinued operations in the accompanying Consolidated Statement of Earnings and Comprehensive Income as of September 30, 2020 and 2019.

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. On January 2, 2020, the Company sold the business to VARTA AG. Total cash proceeds, including related hedging arrangements, net of the final working capital settlement, were $323.1 from Varta AG and Spectrum. Spectrum contributed proceeds pursuant to the terms of the Battery Acquisition agreement.

For the twelve months ended September 30, 2020 the Company has recorded a pre-tax loss of $141.6 for the divestment, which includes contractual adjustments and recognition of tax and other indemnifications under the definitive purchase agreement. Under the definitive purchase agreement, the Company indemnified VARTA AG for certain tax liabilities that existed as of the divestment date. As previously disclosed, Spectrum has further indemnified the Company for those liabilities that arose from the tax years prior to the Company's acquisition of the Divestment Business. An indemnification asset and liability, where necessary, has been recorded to reflect these arrangements.

The following table summarizes the assets and liabilities of the Divestment Business classified as held for sale as of September 30, 2019:

	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, 2020 and 2019:

	For the Years Ended September 30,	
	2020	2019
Net sales	$ 115.8	$ 235.1
Cost of products sold	88.2	180.4
Gross profit	27.6	54.7
Selling, general and administrative expense	18.0	56.8
Advertising and sales promotion expense	0.3	0.8
Research and development expense	0.8	0.8
Interest expense	12.1	15.8
Loss on sale of business	141.6	—
Other items, net	(3.9)	(9.9)
Loss before income taxes from discontinued operations	(141.3)	(9.6)
Income tax (benefit)/provision	(1.2)	4.0
Net loss from discontinued operations	$ (140.1)	$ (13.6)

Included in the Net loss from discontinued operations for the twelve months ended September 30, 2020, are the deferred financing fee write off related to the pre-payment of debt from the divestment proceeds of $6.9, divestment related pre-tax costs of $1.7 and allocated pre-tax interest expense of $5.0.

Included in the Net loss from discontinued operations for the twelve months ended September 30, 2019 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.

(6) 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. For this program we expect to incur additional severance and related benefit costs and other exit-related costs associated with these plans of up to $34 through the end of calendar 2021.

In the fourth fiscal quarter of 2020, the Company initiated a new restructuring program with a primary focus on reorganizing our global end-to-end supply chain network and ensuring accountability by category. This program includes streamlining the Company’s end-to-end supply chain model to enable rapid response to category specific demands and enhancing our ability to better serve our customers. Planning and execution of this program will begin in fiscal year 2021, with completion by the beginning of fiscal year 2022. The expected costs associated with this project are approximately $10 to $12.

The pre-tax expense for charges related to the restructuring plans for the twelve months ended September 30, 2020 and 2019 are noted in the table below and were reflected in Cost of products sold and Selling, general and administrative expense on the Consolidated Statement of Earnings and Comprehensive Income:

	For the Year Ended September 30,	
	2020	2019
2019 Restructuring Program		
Costs of products sold		
Severance and related benefit costs	$ 0.8	$ 9.8
Accelerated depreciation	12.0	2.3
Other exit costs[1]	16.3	—
Total 2019 Restructuring costs	$ 29.1	$ 12.1
2020 Restructuring Program		
Costs of products sold		
Other restructuring related costs[2]	$ 0.2	$ —
Selling, general and administrate expense		
Severance and related benefit costs	0.4	—
Other restructuring related costs[2]	0.6	—
Total 2020 Restructuring Costs	$ 1.2	$ —
Total restructuring related expense	$ 30.3	$ 12.1

(1) Includes charges primarily related to environmental investigatory and mitigation costs, consulting, relocation and other facility exit costs.
(2) Primarily includes consulting fees for the restructuring program.

The restructuring costs noted above for fiscal year 2020 were included within the Americas and International segments in the amount of $27.5 and $2.8, respectively. 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.

The following table summarizes the activity related to the 2019 restructuring program for the Twelve Months Ended September 30, 2020:

			Utilized		
	September 30, 2019	Charge to Income	Cash	Non-Cash	September 30, 2020 [1]
Severance & termination related costs	$ 9.8	$ 0.8	$ 5.3	$ —	$ 5.3
Accelerated depreciation & asset write-offs	—	12.0	—	12.0	—
Other exit costs	—	16.3	13.4	—	2.9
Total	$ 9.8	$ 29.1	$ 18.7	$ 12.0	$ 8.2

(1) At September 30, 2020 and 2019, the restructuring reserve is recorded on the Consolidated Balance Sheet in Other current liabilities of $8.2 and $9.8, respectively.

The following table summarizes the activity related to the 2020 restructuring program for the Twelve Months Ended September 30, 2020:

		Utilized		
	Charge to Income	Cash	Non-Cash	September 30, 2020 [1]
Severance & termination related costs	$ 0.4	$ —	$ —	$ 0.4
Other restructuring related costs	0.8	—	—	$ 0.8
Total	$ 1.2	$ —	$ —	$ 1.2

(1) At September 30, 2020, the restructuring reserve is recorded on the Consolidated Balance Sheet in Other current liabilities of $1.2.

(7) Income Taxes

On March 27, 2020, the Coronavirus Aid, Relief and Economic Security (CARES) Act was signed into law. The CARES Act provides, among other things, increased interest deduction limitations to companies which can decrease overall cash taxes paid. The CARES Act had an unfavorable impact to the Company's current fiscal year's provision of $1.8.

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.

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, 2020, approximately $780 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 $165, 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,		
	2020	2019	2018
Current:			
United States - Federal	$ 13.5	$ 1.2	$ 42.5
State	3.0	3.0	0.1
Foreign	39.2	37.5	37.3
Total current	$ 55.7	$ 41.7	$ 79.9
Deferred:			
United States - Federal	(29.4)	(22.1)	4.5
State	(3.1)	(4.1)	(0.5)
Foreign	(2.3)	(7.1)	(2.2)
Total deferred	$ (34.8)	$ (33.3)	$ 1.8
Provision for income taxes	$ 20.9	$ 8.4	$ 81.7

The source of pre-tax earnings was:

	For the Years Ended September 30,		
	2020	2019	2018
United States	$ (114.1)	$ (139.9)	$ 8.7
Foreign	181.8	213.0	166.5
Pre-tax earnings	$ 67.7	$ 73.1	$ 175.2

A reconciliation of income taxes with the amounts computed at the statutory federal income tax rate follows:

	For the Years Ended September 30,					
	2020		2019		2018	
Computed tax at federal statutory rate	$ 14.2	21.0 %	$ 15.3	21.0 %	$ 42.9	24.5 %
State income taxes, net of federal tax benefit	(0.7)	(1.0)	(2.3)	(3.2)	0.3	0.2
Foreign tax less than the federal rate	2.0	3.0	(9.0)	(12.3)	0.7	0.4
Other taxes including repatriation of foreign earnings and GILTI	4.4	6.5	2.2	3.0	2.1	1.2
Foreign tax incentives	(3.6)	(5.3)	(5.3)	(7.3)	(6.3)	(3.6)
Uncertain tax positions	2.1	3.1	1.7	2.3	4.1	2.3
Impact of the Tax Act	—	—	(0.4)	(0.5)	39.0	22.3
Nondeductible transaction expenses	1.0	1.5	4.8	6.6	—	—
Other, net	1.5	2.1	1.4	1.9	(1.1)	(0.7)
Total	$ 20.9	30.9 %	$ 8.4	11.5 %	$ 81.7	46.6 %

The Company has been granted two foreign tax incentives providing for a reduced tax rate on profits related to certain battery productions. One incentive expired 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,	
	2020	2019
Deferred tax assets:		
Accrued liabilities	$ 53.4	$ 32.4
Deferred and stock-related compensation	10.9	14.0
Tax loss carryforwards and tax credits	24.7	29.6
Intangible assets	1.9	3.3
Pension plans	17.1	22.1
Inventory differences and other tax assets	15.8	6.6
Operating lease assets	26.8	—
Interest expense limited under Sec 163j	54.6	34.8
Gross deferred tax assets	205.2	142.8
Deferred tax liabilities:		
Depreciation and property differences	(24.6)	(26.7)
Intangible assets	(246.9)	(249.1)
Operating lease liabilities	(26.8)	—
Other tax liabilities	(9.9)	(2.9)
Gross deferred tax liabilities	(308.2)	(278.7)
Valuation allowance	(13.1)	(11.9)
Net deferred tax liabilities	$ (116.1)	$ (147.8)

Future expirations of tax loss carryforwards and tax credits, if not utilized, are $7.8 between fiscal years 2021 and 2024 at September 30, 2020. In addition, there are $13.3 of tax loss carryforwards and credits with no expiration at September 30, 2020. The valuation allowance is primarily attributed to tax loss carryforwards and tax credits outside the U.S.

The unrecognized tax benefits activity is summarized below:

	For the Years Ended September 30,		
	2020	2019	2018
Unrecognized tax benefits, beginning of year	$ 12.8	$ 10.9	$ 9.5
Additions based on current year tax positions and acquisitions	0.1	—	—
Additions based on prior year tax positions and acquisitions	2.8	2.7	1.4
Reductions for prior year tax positions	(0.6)	—	—
Settlements with taxing authorities/statute expirations	(0.9)	(0.8)	—
Unrecognized tax benefits, end of year	$ 14.2	$ 12.8	$ 10.9

Included in the unrecognized tax benefits noted above are $14.2 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 $5.6 of interest (net of the deferred tax asset of $0.8) and penalties of $4.0 at September 30, 2020, $4.9 of interest (net of the deferred tax asset of $0.7) and penalties of $3.9 at September 30, 2019, and $3.2 of interest (net of the deferred tax asset of $0.4) and penalties of $3.8 at September 30, 2018. 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. The Company has also indemnified VARTA AG for certain tax liabilities that existed as of the divestment date. An indemnification asset, where necessary, has been recorded to reflect these arrangements.

(8) Share-Based Payments

The Board of Directors adopted the Energizer Holdings, Inc. Equity Incentive Plan (the 2015 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.

On January 27, 2020, the Company's shareholders approved the Energizer Holdings, Inc. Omnibus Incentive Plan (Omnibus Plan). The Omnibus Plan replaces and supersedes the 2015 Plan. No new awards will be issued under the 2015 Plan, though the terms of the 2015 Plan will continue to govern all awards granted under that plan.

The Omnibus Plan authorizes 6.5 million shares to be awarded, as well as the 0.3 million shares that were still available for grant under the 2015 Plan. Under the Omnibus Plan, stock options, stock appreciation rights, restricted stock and restricted stock units (time-based or performance-based), other stock awards and cash-based awards may be granted to directors, officers and employees of the Company. For purposes of determining the number of shares available for future issuance under the

Omnibus 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. At September 30, 2020, there were 6.9 million shares available for future awards under the Plan.

Total compensation cost charged against income for Energizer's share-based compensation arrangements was $24.5, $27.1 and $28.2 for the years ended September 30, 2020, 2019 and 2018, 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 $4.7, $5.8 and $7.8 for the years ended September 30, 2020, 2019 and 2018, respectively.

Restricted Stock Equivalents (RSE)

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. 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.

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 81,000 shares that vest on the third anniversary of the date of grant. In addition, the Company granted approximately 306,000 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 612,000 shares. The closing stock price on the date of the grant used to determine the award fair value was $43.10.

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, 2019	1.8	$ 47.70
Granted	0.9	$ 43.28
Vested	(0.7)	$ 42.70
Canceled	(0.1)	$ 46.66
Nonvested RSE at September 30, 2020	1.9	$ 47.56

As of September 30, 2020, there was an estimated $15.2 of total unrecognized compensation costs related to the outstanding RSE awards, which will be recognized over a weighted-average period of 1.2 years. The weighted average estimated fair value for RSE awards granted in fiscal 2020 was $36.8. The estimated fair value of RSE awards that vested in fiscal 2020 was $34.0.

Subsequent to year-end, in November 2020, the Company granted RSE awards to a group of key employees of approximately 120,000 shares that vest ratably over four years and granted RSE awards to a group of key executives of approximately 71,000 shares that vest on the third anniversary of the date of grant. In addition, the Company granted approximately 272,000 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 544,000 shares. The closing stock price on the date of the grant used to determine the award fair value was $42.98.

(9) 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, 2020, 2019 and 2018:

	For the Years Ended September 30,		
(in millions, except per share data)	**2020**	**2019**	**2018**
Basic earnings per share			
Net earnings from continuing operations	$ 46.8	$ 64.7	$ 93.5
Mandatory preferred stock dividends	(16.2)	(12.0)	—
Net earnings from continuing operations attributable to common shareholders	30.6	52.7	93.5
Net loss from discontinued operations, net of tax	(140.1)	(13.6)	—
Net (loss) / earnings attributable to common shareholders	$ (109.5)	$ 39.1	$ 93.5
Weighted average common shares outstanding - basic	68.8	66.4	59.8
Basic net earnings per common share from continuing operations	$ 0.44	$ 0.79	$ 1.56
Basic net loss per common share from discontinued operations	(2.03)	(0.20)	—
Basic net earnings per common share	$ (1.59)	$ 0.59	$ 1.56
Diluted earnings per share			
Net earnings attributable to common shareholders	$ (109.5)	$ 39.1	$ 93.5
Weighted average common shares outstanding - basic	68.8	66.4	59.8
Effect of dilutive restricted stock equivalents	0.2	0.3	0.5
Effect of dilutive performance shares	0.4	0.4	0.9
Effect of stock based deferred compensation plan	0.1	0.2	0.2
Weighted average common shares outstanding - diluted	69.5	67.3	61.4
Diluted earnings per common share from continuing operations	$ 0.44	$ 0.78	$ 1.52
Diluted loss per common share from discontinued operations	(2.02)	(0.20)	—
Diluted net earnings per common share	$ (1.58)	$ 0.58	$ 1.52

For the year ended September 30, 2020 and 2019, 0.2 million restricted stock equivalents were anti-dilutive and not included in the diluted net earnings per share calculations. For the year ended September 30, 2018, all restricted stock equivalents were dilutive and included in the diluted net earnings per share calculations. Performance based restricted stock equivalents of 1.1, 0.9, and 0.5 were excluded for the years ended September 30, 2020, 2019, and 2018, respectively, as the performance targets for those shares had not been achieved as of the end of the current period.

The Company's MCPS were considered anti-dilutive for all periods and excluded for the calculations of diluted earnings/(loss) per share.

(10) 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 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 and loss on extinguishment of debt, 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.

	For the Years Ended September 30,		
Net Sales	**2020**	**2019**	**2018**
Americas	$ 1,971.2	$ 1,734.8	$ 1,135.6
International	773.6	759.7	662.1
Total net sales	$ 2,744.8	$ 2,494.5	$ 1,797.7
Segment Profit			
Americas	498.5	456.6	326.1
International	155.8	174.9	149.6
Total segment profit	$ 654.3	$ 631.5	$ 475.7
General corporate and other expenses (1)	(103.8)	(111.5)	(97.3)
Global marketing expenses (2)	(28.2)	(18.2)	(19.0)
Research and development expense (3)	(34.1)	(31.7)	(22.4)
Amortization of intangible assets	(56.5)	(43.2)	(11.5)
Acquisition and integration costs (4)	(68.0)	(188.4)	(84.6)
Settlement loss on pension plan termination (5)	—	(3.7)	(14.1)
Gain on sale of real estate	—	—	4.6
Loss on extinguishment of debt	(94.9)	—	—
Interest expense (6)	(195.0)	(160.4)	(56.5)
Other items, net (7)	(6.1)	(1.3)	0.3
Total earnings before income taxes	$ 67.7	$ 73.1	$ 175.2

(1) Of this amount, $2.9 and $2.3 were recorded in Cost of products sold in the Consolidated Statement of Earnings and Comprehensive Income for the twelve months ended September 30, 2020 and 2019, respectively. All other amounts were recorded in SG&A.
(2) The twelve months ended September 30, 2020 includes $12.1 recorded in SG&A and $16.1 recorded in A&P. 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.
(3) R&D expense for the twelve months ended September 30, 2020 and 2019 on the Consolidated Statement of Earnings and Comprehensive Income includes $1.3 and $1.1, respectively, 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	**2020**	**2019**	**2018**
Inventory step up (COGS)	$ —	$ 36.2	$ 0.2
Cost of products sold	32.0	22.5	—
SG&A	38.8	82.3	62.9
Research and development	1.3	1.1	—
Interest expense	—	65.6	41.9
Other items, net	(4.1)	(19.3)	(20.4)
Total Acquisition and Integration Costs	$ 68.0	$ 188.4	$ 84.6

(5) Included in Other items, net in the Consolidated Statements of Earnings and Comprehensive Income. Refer to Note 14, Pension plans, for further information.
(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, 2020, 2019 and 2018 on the Consolidated Statements of Earnings and Comprehensive Income included a gain of $4.1, $19.3 and $20.4, 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.

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 Restricted cash held as of September 30, 2020 and the Assets held for sale at September 30, 2019 are assets utilized outside of the operating segments.

	September 30,	
Total Assets	**2020**	**2019**
Americas	$ 1,238.0	$ 991.9
International	668.5	621.0
Total segment assets	$ 1,906.5	$ 1,612.9
Corporate	106.8	81.3
Restricted cash	790.0	—
Assets held for sale	—	791.7
Goodwill and other intangible assets, net	2,925.0	2,963.7
Total assets	$ 5,728.3	$ 5,449.6

	September 30,	
Long-Lived Assets	**2020**	**2019**
United States	$ 399.7	$ 275.6
Singapore	67.3	67.3
United Kingdom	62.2	46.7
Other International	63.2	59.5
Total long-lived assets excluding goodwill and intangibles	$ 592.4	$ 449.1

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	**2020**	**2019**	**2018**
Americas	$ 55.0	$ 42.7	$ 16.2
International	10.3	12.4	8.0
Total segment capital expenditures	$ 65.3	$ 55.1	$ 24.2
Depreciation and Amortization			
Americas	$ 37.9	$ 34.6	$ 21.2
International	17.5	15.0	12.4
Total segment depreciation and amortization	55.4	49.6	33.6
Corporate intangible amortization	56.5	43.2	11.5
Total depreciation and amortization	$ 111.9	$ 92.8	$ 45.1

Geographic segment information for the years ended September 30 are as follows:

	For the Years Ended September 30,		
Net Sales to Customers	**2020**	**2019**	**2018**
United States	$ 1,641.9	$ 1,435.8	$ 935.8
International	1,102.9	1,058.7	861.9
Total net sales	$ 2,744.8	$ 2,494.5	$ 1,797.7

(11) Leases

The Company determines whether an arrangement contains a lease at the inception of the contract by determining if the contract conveys the right to control the use of identified property, plant or equipment for a period of time in exchange for consideration. Energizer's portfolio of leases contains certain real estate, equipment, vehicles and office equipment leases. Leases with an initial term of 12 months or less are not recorded on the balance sheet. Additionally, the Company's leases do not contain material residual value guarantees or material restrictive covenants.

Operating lease right-of-use assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. The Company does not account for lease components separately from non-lease components. The discount rate used to calculate present value for both operating and financing leases is Energizer's incremental borrowing rate based on information available at the commencement date, or if available, the rate implicit in the lease. The incremental borrowing rate used is determined based on fully secured borrowings at the time of adoption, or going forward, at the date of lease commencement. Many of these agreements contain options to renew or terminate the lease. For calculating lease liabilities, the Company includes these options within the lease term when it is reasonably certain that the Company will execute such options. Some of the leases include variable payments, which primarily are tied to asset usage or sales rather than an index or rate. As such, these variable payments are not included in the calculation of the Company's lease assets and liabilities.

As of September 30, 2020 the amounts for leases included in our Consolidated Balance Sheet include:

Balance Sheet Location		**September 30, 2020**
Operating Leases:		
Operating lease asset	**$**	**121.9**
Operating lease liabilities - current		14.8
Operating lease liabilities		111.9
Total Operating Lease Liabilities	**$**	**126.7**
Weighted-average remaining lease term (in years)		16.2
Weighted-average discount rate		4.2 %
Finance Leases:		
Property, plant and equipment, net	**$**	**43.9**
Current portion of capital leases		1.7
Long-term debt		44.1
Total Finance Lease Liabilities	**$**	**45.8**
Weighted Average remaining lease term (in years)		20.4
Weighted-average discount rate		6.7 %

The following table presents the components of lease expense:

	Twelve Months Ended September 30, 2020
Operating lease cost	$ 20.4
Finance lease cost:	
Amortization of assets	3.2
Interest on lease liabilities	3.0
Variable lease costs	3.9
Total lease costs	**$ 30.5**

Supplemental cash and non-cash information related to leases:

	Twelve Months Ended September 30, 2020
Cash paid for amounts included in the measurement of lease liabilities:	
Operating cash flows from operating leases	$ 19.3
Operating cash flows from finance leases	2.9
Financing cash flows from finance leases	1.4
Non-cash increase in lease assets and lease liabilities:	
Operating leases (1) (2)	$ 88.4

(1) During the first quarter of fiscal 2020, Energizer entered into a material embedded lease agreement which resulted in operating lease asset and lease liabilities of approximately $34. The embedded operating lease commenced on November 1, 2019. During the second quarter of fiscal 2020, Energizer renewed the North America headquarters lease, which resulted in a material lease modification and additional operating lease assets and lease liabilities of approximately $17. During the third quarter of fiscal 2020, a material lease commenced for the Company's new battery distribution and packaging center in North America, resulting in approximately $36 of additional operating lease related assets and lease liabilities.
(2) The non-cash increase in operating lease assets and liabilities above does not include the lease assets and lease liabilities recorded due to the ASC 842 implementation on October 1, 2019.

Minimum lease payments under operating and finance leases with non-cancellable terms in excess of one year as of September 30, 2020 are as follows:

	Operating Leases	Finance Leases
2021	$ 18.9	$ 4.9
2022	18.1	5.0
2023	16.8	5.0
2024	16.2	4.9
2025	15.4	5.0
Thereafter	97.0	64.3
Total lease payments	182.4	89.1
Less: Imputed interest	(55.7)	(43.3)
Present value of lease liabilities	$ 126.7	$ 45.8

(12) 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 2020. There were no indications of impairment of goodwill noted during this testing or throughout fiscal 2020.

The following table represents the change in the carrying amount of goodwill at September 30, 2020 and 2019:

	Americas	International	Total
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
Battery acquisition	0.7	0.2	0.9
Auto Care acquisition	3.8	0.1	3.9
Cumulative translation adjustment	(0.3)	6.7	6.4
Balance at September 30, 2020	$ 865.8	$ 150.2	$ 1,016.0

The Company had indefinite-lived intangible assets of $1,365.4 at September 30, 2020 and $1,363.8 at September 30, 2019. The increase was due to foreign currency movement. 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, revenue growth rates, future operating results and related cash flow projections, could result in significantly different estimates of the fair values in the future.

Total intangible assets at September 30, 2020 are as follows:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Trademarks and trade names	$ 59.7	$ (13.9)	$ 45.8
Customer Relationships	394.2	(60.8)	333.4
Patents	34.5	(10.8)	23.7
Proprietary technology	172.5	(37.6)	134.9
Proprietary formulas	2.4	(0.5)	1.9
Non-Compete	0.5	(0.4)	0.1
Vendor relationships	5.0	(1.2)	3.8
Total amortizable intangible assets	$ 668.8	$ (125.2)	$ 543.6
Trademarks and trade names - indefinite lived	1,365.4	—	1,365.4
Total Other intangible assets, net	$ 2,034.2	$ (125.2)	$ 1,909.0

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

Amortizable intangible assets, with a weighted average remaining life of 11.0 years, are amortized on a straight-line basis over expected lives of 3 to 15 years. Amortization expense for intangible assets totaled $56.5, $43.2, and $11.5 for the twelve months ended September 30, 2020, 2019 and 2018, respectively. Estimated amortization expense for amortizable intangible assets at September 30, 2020 is: $57.1 in 2021, $56.9 in 2022, $52.1 in 2023, $50.7 in 2024, and $50.6 in 2025, and $276.2 thereafter.

(13) Debt

The detail of long-term debt was as follows:

	September 30,	
	2020	2019
Senior Secured Term Loan A Facility due 2021	$ —	$ 77.5
Senior Secured Term Loan B Facility due 2025	313.5	982.5
Senior Secured Term Loan A Facility due 2022	319.4	—
5.50% Senior Notes due 2025	—	600.0
6.375% Senior Notes due 2026	750.0	500.0
4.625% Senior Notes due 2026 (Euro Notes of €650.0)	761.9	708.4
7.750% Senior Notes due 2027	600.0	600.0
4.750% Senior Notes due 2028	600.0	—
4.375% Senior Notes due 2029	800.0	—
Capital lease obligations	45.8	46.9
Total gross long-term debt, including current maturities	$ 4,190.6	$ 3,515.3
Less current portion	(843.0)	(1.6)
Less unamortized debt discount and debt issuance fees	(40.7)	(52.1)
Total long-term debt	$ 3,306.9	$ 3,461.6

Revolving Credit Facility - On December 17, 2018, the Company entered into a credit agreement which provided for a 5-year $400.0 revolving credit facility (2018 Revolving Credit Facility) and which provided for a $200.0 3-year term loan A facility and $1,000.0 7-year term loan B facility (Term Loan Agreement). On December 27, 2019, the Company amended the existing Term Loan Agreement and refinanced $365.0 of term loan debt. The amendment established a new $365.0 Term Loan A facility due December 2022, which was used to pay down $300.0 of the existing Term Loan B facility due in 2025 and $65.0 of the existing Term Loan A facility due in 2021. The pay down of the Term Loan B facility was deemed to be an extinguishment and the Company recorded a Loss on extinguishment of debt of $4.2 during the first quarter.

The Company utilized the available proceeds from the Varta Divestiture and the related hedging arrangements to pay down $345.8 of the borrowings outstanding on the Term Loan B facility due in 2025.

The borrowings under the Term Loan A require quarterly principal payments at a rate of 6.25% of the original principal balance, or $22.8. The borrowings under the Term Loan B require quarterly 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 2018 Revolving Credit Facility also contains customary affirmative and restrictive covenants. Obligations under the 2018 Revolving Credit Facility and Term Loan A and Term Loan B 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.

As of September 30, 2020, there were no borrowings outstanding under the 2018 Revolving Credit Facility, but the Company did have $7.3 of outstanding letters of credit. Taking into account outstanding letters of credit, $392.7 remained available as of September 30, 2020. As of September 30, 2020 and September 30, 2019, our weighted average interest rate on short-term borrowings was 6.7% and 3.8%, respectively.

Subsequent to September 30, 2020, the Company paid down $120.0 on Term loan B and $42.8 on Term loan A, which included the required quarterly payments.

Senior Notes - On April 22, 2020, the Company finalized an add-on offering of $250.0 of our 6.375% Senior Notes due 2026 (2026 Notes Add-On). The 2026 Notes Add-On priced at 102.25% of the principal amount. The Company used the net proceeds from the offering to repay indebtedness outstanding under its Revolving Credit Facility and to pay fees and expenses related to the offering. The 2026 Notes Add-On was offered 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.

On July 1, 2020, the Company completed a bond offering for $600.0 Senior Notes due in 2028 at 4.750% (2028 Notes). The Company utilized a portion of the net proceeds from the sale of the 2028 Notes to fund the purchase of $488.8 in aggregate principal amount of the Company's outstanding 5.50% Senior Notes due 2025 (2025 Notes) accepted for purchase pursuant to a cash tender offer. The Company used the remaining net proceeds from such sale, together with cash on hand, to fund the redemption of 2025 Notes not purchased pursuant to the tender offer, at a redemption price equal to 102.750% of the aggregate principal amount of the 2025 Notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the redemption date. As a result of such redemption, all 2025 Notes that were not tendered and purchased by the Company pursuant to the tender offer were redeemed. The Company paid a total call premium for tendered and called notes of $18.3. The transaction resulted in a Loss on extinguishment of debt of $22.1.

The 2028 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 2028 Notes in December and June. The 2028 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 Credit Facility.

On September 30, 2020, the Company completed a bond offering for $800.0 Senior Notes due in 2029 at 4.375% (2029 Notes). Subsequent to the fiscal year, on October 16, 2020, the Company used the proceeds from the sale of the 2029 Notes to fund the redemption of all the $750.0 USD Senior Notes due in 2026 at 6.375% (2026 USD Notes). Due to the timing of the transaction crossing fiscal years and the Company's obligation to redeem the 2026 USD Notes, the 2026 USD Notes were classified as Current maturities of long term debt and the proceeds from the 2029 Notes, net of financing fees paid, were classified as Restricted cash on the Consolidated Balance Sheet at September 30, 2020. The company paid a redemption premium of $55.9 in fiscal 2021, and the transaction resulted in a Loss on extinguishment of debt of $68.6.

The 2029 Notes were sold to qualified institution buyers and will not be registered under federal or applicable state securities laws. Interest is payable semi-annually on the 2029 Notes in March and September. The 2029 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 Credit Facility.

Debt issuance fees paid related to the term loan refinancing and Senior Note offerings were $26.5 during the twelve months ended September 30, 2020. The Company wrote-off a total of $20.7 of debt issuance fees as a result of the extinguishment activity during the year.

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 $100.0 at September 30, 2020.

Notes Payable - The notes payable balance was $3.8 at September 30, 2020 and $31.9 at September 30, 2019. The 2020 balance is comprised of $3.8 of other borrowings, including those from foreign affiliates. The 2019 balance consists of $25.0 outstanding borrowings on the 2018 Revolving Credit Facility as well as $6.9 of other borrowings, including those from foreign affiliates.

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, 2020, 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.

Debt Maturities - Aggregate maturities of long-term debt as of September 30, 2020 were as follows:

	Long-term debt
2021	$ 841.3
2022	91.3
2023	141.9
2024	10.0
2025	10.0
Thereafter	3,050.3
Total long-term debt payments due	$ 4,144.8

(14) 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.

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	
	2020	2019	2020	2019
Change in Projected Benefit Obligation				
Benefit obligation at beginning of year	$ 531.3	$ 494.5	$ 145.8	$ 142.6
Service cost	—	—	0.8	0.5
Interest cost	15.9	20.4	1.5	2.9
Actuarial loss/(gain)	31.3	52.2	(2.2)	22.2
Benefits paid	(37.4)	(35.8)	(4.9)	(5.3)
Plan settlements	—	—	(2.3)	(10.7)
Foreign currency exchange rate changes	—	—	9.7	(6.4)
Projected Benefit Obligation at end of year	$ 541.1	$ 531.3	$ 148.4	$ 145.8
Change in Plan Assets				
Estimated fair value of plan assets at beginning of year	$ 463.5	$ 456.0	$ 122.8	$ 131.6
Actual return on plan assets	62.8	40.8	0.2	12.6
Company contributions	2.8	2.5	1.1	3.3
Plan settlements	—	—	(2.3)	(13.5)
Benefits paid	(37.4)	(35.8)	(4.9)	(5.3)
Foreign currency exchange rate changes	—	—	7.6	(5.9)
Estimated fair value of plan assets at end of year	$ 491.7	$ 463.5	$ 124.5	$ 122.8
Funded status at end of year	$ (49.4)	$ (67.8)	$ (23.9)	$ (23.0)

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	2020	2019	2020	2019
Noncurrent assets	$ —	$ —	$ 10.4	$ 12.1
Current liabilities	(2.4)	(2.4)	(0.6)	(0.6)
Noncurrent liabilities	(47.0)	(65.4)	(33.7)	(34.5)
Net amount recognized	$ (49.4)	$ (67.8)	$ (23.9)	$ (23.0)
Amounts Recognized in Accumulated Other Comprehensive Loss				
Net loss, pre tax	$ (169.1)	$ (182.7)	$ (42.9)	$ (40.9)

Pre-tax changes recognized in other comprehensive loss for the year ended September 30, 2020 are as follows:

Changes in plan assets and benefit obligations recognized in other comprehensive (loss)/income	U.S.	International
Net gain/(loss) arising during the year	$ 7.1	$ (1.1)
Effect of exchange rates	—	(2.9)
Amounts recognized as a component of net periodic benefit cost		
Amortization or settlement recognition of net gain	6.5	2.0
Total gain recognized in other comprehensive loss	$ 13.6	$ (2.0)

Energizer expects to contribute $2.4 to its U.S. plans and $2.0 to its International plans in fiscal 2021.

Energizer's expected future benefit payments for the plans are as follows:

For The Years Ending September 30,	U.S.	International
2021	$ 38.2	$ 5.6
2022	38.4	5.5
2023	37.9	5.4
2024	38.1	5.5
2025	36.2	5.7
2026 to 2030	163.4	29.2

The accumulated benefit obligation for the US plans was $541.1 and $531.3 and for the foreign plans was $146.0 and $143.7 at September 30, 2020 and 2019, 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	
	2020	2019	2020	2019
Projected benefit obligation	$ 541.1	$ 531.3	$ 74.6	$ 73.5
Accumulated benefit obligation	541.1	531.3	72.2	71.4
Estimated fair value of plan assets	491.7	463.5	40.3	38.5

Pension plan assets in the U.S. plan represent approximately 80% 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, 2020 approximated these targets. The U.S. plan held no shares of Company common stock at September 30, 2020. Investment objectives are similar for non-U.S. pension arrangements, subject to local requirements.

The following table presents plan pension expense:

	For the Years Ended September 30,					
	U.S.			International		
	2020	2019	2018	2020	2019	2018
Service cost	$ —	$ —	$ —	$ 0.8	$ 0.5	$ 0.6
Interest cost	15.9	20.4	18.7	1.5	2.9	3.9
Expected return on plan assets	(24.3)	(26.2)	(30.1)	(3.6)	(4.9)	(6.3)
Recognized net actuarial loss	6.5	4.1	4.4	1.5	0.9	2.0
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
Net periodic (benefit)/expense	$ (1.9)	$ (1.7)	$ (6.9)	$ 0.7	$ 3.5	$ 15.3

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, 2021 are net actuarial losses of $7.4 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		
	2020	2019	2018	2020	2019	2018
Plan obligations:						
Discount rate	2.5 %	3.1 %	4.3 %	1.0 %	1.6 %	2.1 %
Compensation increase rate	—	—	—	2.1 %	2.1 %	2.1 %
Net periodic benefit cost:						
Discount rate	3.1 %	4.3 %	3.7 %	1.0 %	2.1 %	2.1 %
Expected long-term rate of return on plan assets	5.6 %	5.9 %	6.6 %	2.8 %	3.8 %	3.8 %
Compensation increase rate	—	—	—	2.1 %	2.1 %	2.4 %

The following tables set forth the estimated fair value of Energizer's plan assets as of September 30, 2020 and 2019 segregated by level within the estimated fair value hierarchy. Refer to Note 17, 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, 2020					
	U.S. Pension Plan Assets			International Pension Plan Assets		
	Level 1	Level 2	Total	Level 1	Level 2	Total
EQUITY						
U.S. Equity	$ 57.8	$ —	$ 57.8	$ —	$ —	$ —
International Equity	2.4	—	2.4	—	9.8	9.8
DEBT						
U.S. Government	—	278.1	278.1	—	—	—
Other Government	—	18.9	18.9	—	22.5	22.5
Corporate	—	—	—	—	—	—
CASH & CASH EQUIVALENTS	—	—	—	—	0.4	0.4
OTHER	—	7.3	7.3	—	7.7	7.7
Assets Measured at Net Asset Value						
U.S. Equity			77.6			—
International Equity			49.6			21.1
Corporate			—			45.2
Other			—			17.8
TOTAL	$ 60.2	$ 304.3	$ 491.7	$ —	$ 40.4	$ 124.5

	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

There were no Level 3 pension assets at September 30, 2020 and 2019.

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.

(15) 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 2020, 2019 and 2018 were $9.6, $7.8, and $5.7, 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 and 2020. Contributions to the remaining global plans are not significant in the aggregate.

(16) 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, 2020 and 2019, the Company had 72,386,840 common stock issued. As of September 30, 2020, the Company had approximately 1.9 million shares reserved for issuance under the Equity Incentive Plan and approximately 85,000 shares reserved for issuance under the deferred compensation plan.

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 980,000 shares for $45.0, at an average price of $45.93 per share, 1,036,000 shares for $45.0, at an average price of $43.46 per share, and 1,439,211 shares for $70.0, at an

average price of $48.66 per share, during the twelve months ended September 30, 2020, 2019 and 2018. As of September 30, 2020, the Company had approximately 1.8 million shares still authorized under this authorization.

Subsequent to year-end, on November 12, 2020, the Board of Directors approved a new share repurchase program for up to 7.5 million shares. This replaced the prior authorization that was outstanding.

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, 2020, total dividends declared to shareholders were $84.0, of which $85.4 was paid. The dividends paid included amounts on restricted shares that vested in the period. For the twelve months ended September 30, 2019, total dividends declared to shareholders were $82.4, of which $83.0 was paid. For the twelve months ended September 30, 2018, total dividends declared to shareholders were $72.1 of which $70.0 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 12, 2020, the Board of Directors declared a dividend for the first quarter of fiscal 2021 of $0.30 per share of common stock, payable on December 18, 2020, to all shareholders of record as of the close of business on November 30, 2020.

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. There were 2,156,250 preferred shares issued and outstanding as of September 30, 2020, and 2019.

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, 2020, dividends declared and paid to preferred shareholders were $16.2. The payment included an accrued dividend from fiscal 2019 and the final dividend of fiscal 2020 was recorded in Other liabilities at September 30, 2020 and was paid to the preferred shareholders on October 15, 2020.

Subsequent to the end of the fiscal year, on November 12, 2020, the Board of Directors declared a cash dividend of $1.875 per share of MCPS, payable on January 15, 2021, to all shareholders of record as of the close of business January 1, 2021.

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.

(17) 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 14.1%, 13.8%, and 11.5% of total net sales in fiscal 2020, 2019 and 2018, 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, 2020 and 2019, 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, 2020, Energizer had variable rate debt outstanding with a principal balance of $632.9 under the 2019 and 2018 Term Loans and the 2018 Revolving Credit 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 $100.0 at September 30, 2020.

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, 2020 and 2019, Energizer had an unrealized pre-tax loss of $4.9 and gain of $4.5, 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, 2020 levels, over the next twelve months, $4.9 of the pre-tax loss included in Accumulated other comprehensive loss is expected to be recognized in earnings. Contract maturities for these hedges extend into fiscal year 2022. There were 64 open foreign currency contracts at September 30, 2020, with a total notional value of approximately $170.

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 2022. There were 17 open contracts at September 30, 2020, with a total notional value of approximately $41. The pre-tax gain on the zinc contracts of $4.4 and the pre-tax loss of $1.0 was recognized at September 30, 2020 and 2019, respectively, and was included in Accumulated other comprehensive loss on the Consolidated Balance Sheet.

As noted above, 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 $100.0 at September 30, 2020. These hedging instruments were considered cash flow hedges for accounting purposes. At September 30, 2020 and 2019, Energizer recorded an unrecognized pre-tax loss of $7.3 and $4.7, respectively, on these interest rate swap contracts, both of which were included in Accumulated other comprehensive loss on the Consolidated Balance Sheets.

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 8 open foreign currency derivative contracts which are not designated as cash flow hedges at September 30, 2020, with a total notional value of approximately $69.

The following table provides the Company's estimated fair values as of September 30, 2020 and 2019, 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, 2020 and 2019, respectively:

	At September 30, 2020	For the Year Ended September 30, 2020	
Derivatives designated as Cash Flow Hedging Relationships	**Estimated Fair Value (Liability) / Asset (1)**	**(Loss) / Gain Recognized in OCI (2)**	**Gain / (Loss) Reclassified From OCI into Income (Effective Portion) (3) (4)**
Foreign currency contracts	$ (4.9)	$ (6.1)	$ 3.3
Interest rate swaps (2017 and 2018)	(7.3)	(6.6)	(4.3)
Zinc contracts	4.4	3.8	(1.6)
Total	$ (7.8)	$ (8.9)	$ (2.6)

	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

(1) All derivative liabilities are presented in Other current liabilities or Other liabilities. All derivative assets are presented in Other current assets or Other assets.
(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, 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, 2020 and 2019, and the gains on derivative instruments not classified as cash flow hedges as of and for the twelve months ended September 30, 2020 and 2019, respectively.

	At September 30, 2020	For the Year Ended September 30, 2020
Derivatives not designated as Cash Flow Hedging Relationships	**Estimated Fair Value Liability (1)**	**Loss Recognized in Income (2) (3)**
Foreign currency contracts	$ (0.2)	$ (3.1)

	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)(4)**
Foreign currency contracts	$ 4.3	$ 5.3

(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 (Loss) recognized in Income was recorded in Other items, net.
(3) Includes a $2.2 loss on the hedge contract on the proceeds from the Varta Divestiture.
(4) Includes the gain of $4.6 related to the hedge contract on the expected proceeds from the anticipated Varta Divestiture.

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, 2020			At September 30, 2019		
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	$ 0.8	$ (0.4)	$ 0.4	$ 9.4	$ (0.4)	$ 9.0

Offsetting of derivative liabilities

		At September 30, 2020			At September 30, 2019		
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	$ (6.0)	$ 0.5	$ (5.5)	$ (0.4)	$ 0.2	$ (0.2)

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, 2020 and 2019 that are measured on a recurring basis during the period, segregated by level within the fair value hierarchy:

	Level 2	
	September 30,	
	2020	2019
(Liabilities)/Assets at estimated fair value:		
Deferred Compensation	$ (26.8)	$ (28.1)
Exit lease liability	—	(0.1)
Derivatives - Foreign Currency contracts	(4.9)	4.5
Derivatives - Foreign Currency contracts (non-hedge)	(0.2)	4.3
Derivatives - 2017 and 2018 Interest Rate Swaps	(7.3)	(4.7)
Derivatives - Zinc contracts	4.4	$ (1.0)
Net Liabilities at estimated fair value	$ (34.8)	$ (25.1)

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, 2020 and 2019.

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, 2020, 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, 2020 and 2019, the fair market value of fixed rate long-term debt was $2,858.3 and $2,474.7, respectively, compared to its carrying value of $2,761.9 and $2,408.4, respectively. 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.

(18) Other Commitments and Contingencies

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, 2020, the Company had approximately $18.5 of purchase obligations.

(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, 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	(44.3)	(0.7)	6.3	(9.0)	(38.7)
Reclassifications to earnings	—	7.4	—	(6.5)	(0.2)	0.7
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)
OCI before reclassifications	(32.7)	0.3	2.9	(4.7)	(5.1)	(39.3)
Reclassifications to earnings	—	6.5	1.2	(2.5)	3.3	8.5
Activity related to discontinued operations	19.3	3.0	(0.9)	—	—	21.4
Balance at September 30, 2020	$ (137.4)	$ (163.5)	$ 3.4	$ (4.1)	$ (6.1)	$ (307.7)

The following table presents the reclassifications from AOCI:

	For the Year Ended September 30,			
Amount Reclassified from AOCI (1)	**2020**	**2019**	**2018**	**Affected Line Item in the Consolidated Statements of Earnings**
Gains and losses on cash flow hedges				
Foreign exchange contracts	$ (3.3)	$ (8.4)	$ 3.8	Cost of products sold
Interest rate swaps	4.3	(0.3)	0.9	Interest expense
Zinc contracts	1.6	—	—	Cost of products sold
	2.6	(8.7)	4.7	Loss / (Earnings) before income taxes
	(0.6)	2.0	(1.0)	Income tax (benefit) / provision
	$ 2.0	$ (6.7)	$ 3.7	Net (earnings) / loss
Amortization of defined benefit pension items				
Actuarial losses	$ 8.0	$ 5.0	$ 6.4	(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	0.5	0.4	1.1	(2)
	8.5	9.1	21.6	Loss / (Earnings) before income taxes
	(2.0)	(1.7)	(5.4)	Income tax benefit
	$ 6.5	$ 7.4	$ 16.2	Net (earnings) / loss
Total reclassifications for the period	$ 8.5	$ 0.7	$ 19.9	Net (earnings) / loss

Amounts in parentheses indicate credits 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 2020 and 2019 impact is recorded in Cost of products sold and fiscal 2018 is recorded in Other items, net.

(2) These AOCI components are included in the computation of net periodic benefit cost (see Note 14, Pension Plans, for further details) and recorded in Other items, net.

(20) Supplemental Financial Statement Information

The components of certain income statement accounts are as follows:

	For the Years Ended September 30,		
Other items, net	**2020**	**2019**	**2018**
Interest income	$ (0.6)	$ (7.7)	$ (1.4)
Interest income on restricted cash (1)	—	(5.8)	(5.2)
Foreign currency exchange loss	8.7	5.2	8.1
Pension benefit other than service costs (2)	(1.7)	(2.3)	(6.3)
Settlement loss on pension plan terminations (2)	—	3.7	14.1
Acquisition foreign currency gains (1)	2.2	(13.6)	(15.2)
Pre-acquisition insurance proceeds (1)	(4.9)	—	—
Settlement of acquired business hedging contracts (1)	—	1.5	—
Gain on sale of assets (1)	(1.0)	—	—
Transition services agreement income (1)	(0.9)	(1.4)	—
Other	0.2	6.1	(0.7)
Total Other items, net	$ 2.0	$ (14.3)	$ (6.6)

(1) See Note 4, Acquisitions, for additional information on these items.
(2) See Note 14, Pension Plans, for additional information on this item.

The components of certain balance sheet accounts are as follows:

	September 30,	
Inventories	**2020**	**2019**
Raw materials and supplies	$ 85.2	$ 70.5
Work in process	148.7	103.7
Finished products	277.4	295.1
Total inventories	$ 511.3	$ 469.3
Other Current Assets		
Miscellaneous receivables	$ 15.8	$ 16.5
Due from Spectrum	30.6	7.6
Prepaid expenses	76.5	71.3
Value added tax collectible from customers	20.4	23.1
Other	14.5	58.6
Total other current assets	$ 157.8	$ 177.1
Property, plant and equipment		
Land	$ 8.9	$ 9.6
Buildings	121.9	119.9
Machinery and equipment	821.4	823.0
Capital leases	51.4	50.4
Construction in progress	39.3	25.8
Total gross property	1,042.9	1,028.7
Accumulated depreciation	(690.8)	(666.7)
Total property, plant and equipment, net	$ 352.1	$ 362.0

	September 30,	
	2020	2019
Other Current Liabilities		
Accrued advertising, sales promotion and allowances	$ 12.1	$ 11.8
Accrued trade promotions	45.4	53.1
Accrued salaries, vacations and incentive compensation	68.1	59.2
Accrued interest expense	36.9	37.4
Accrued redemption premium	55.9	—
Due to Spectrum	1.6	2.6
Accrued acquisition and integration costs	4.9	7.9
Restructuring reserve	9.4	9.8
Income taxes payable	30.2	23.4
Other	144.2	128.4
Total other current liabilities	$ 408.7	$ 333.6
Other Liabilities		
Pensions and other retirement benefits	$ 89.9	$ 109.0
Deferred compensation	26.8	28.1
Mandatory transition tax	16.7	16.7
Other non-current liabilities	78.2	50.8
Total other liabilities	$ 211.6	$ 204.6

	For the Years Ended September 30,		
Allowance for Doubtful Accounts	2020	2019	2018
Balance at beginning of year	$ 3.8	$ 4.0	$ 5.8
Provision charged to expense, net of reversals	1.8	1.5	(0.8)
Write-offs, less recoveries, translation, other	(2.8)	(1.7)	(1.0)
Balance at end of year	$ 2.8	$ 3.8	$ 4.0

	For the Years Ended September 30,		
Income Tax Valuation Allowance	2020	2019	2018
Balance at beginning of year	$ 11.9	$ 12.0	$ 19.3
Provision charged to expense, net of reversals	3.1	0.7	(7.3)
Reversal of provision charged to expense	(0.2)	(0.4)	—
Translation, other	(1.7)	(0.4)	—
Balance at end of year	$ 13.1	$ 11.9	$ 12.0

The components of certain cash flow statement components are as follows:

	For the Years Ended September 30,		
Certain items from Operating Cash Flow Activities	2020	2019	2018
Interest paid	$ 196.0	$ 170.3	$ 54.3
Income taxes paid, net	46.7	43.3	46.2

(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. In accordance with the terms of our Shareholder Agreement with Spectrum, Spectrum has the right to sell such shares on or after January 28, 2020, including through one or more registered secondary offerings. Upon Spectrum's written request that is not withdrawn, Energizer is obligated to use commercially reasonable efforts to file a shelf registration statement covering the resale by Spectrum of its Energizer Common stock. As of September 30, 2020, Spectrum owns 1.7 million shares, or 2.5% of the Company's outstanding common shares.

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. As of September 30, 2020, the Company has exited the majority of the TSA and reverse TSA, and anticipates being out of all agreements by December 31, 2020.

During the twelve months ended September 30, 2020 and 2019, the Company paid $2.3 and $0.2, respectively, to Spectrum related to rent for office space at their Middleton, Wisconsin headquarters.

For the twelve months ended September 30, 2020, the Company incurred expense of $8.4 in SG&A and $0.4 in Cost of products sold. The Company also recorded income of $0.9 in Other items, net related to the reverse transaction services agreements provided for the twelve months end period.

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 recorded income of $1.4 in Other items, net related to the reverse transaction services agreements provided for the twelve months ended period.

Related to these agreements, the Company had a payable to Spectrum of $1.6 and $2.6 in Other current liabilities and a receivable from Spectrum of $30.6 and $7.6 in Other current assets as of September 30, 2020 and 2019, respectively, as well as a receivable from Spectrum in Other assets of $18.4 as of September 30, 2020. The asset balance from Spectrum also included the tax indemnification due from Spectrum under the initial purchase agreements.

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 $17.8 and $9.8 for the twelve months ended September 30, 2020 and 2019, respectively. The Company recorded $2.7 and $0.1 in Accounts payable at September 30, 2020 and 2019, respectively, related to these purchases.

In discontinued operations, the Company recorded income of $3.8 and $11.8 for reverse TSA, and recorded expense of $0.3 and $1.3 for the twelve months ended September 30, 2020 and 2019, respectively. 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) 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, collection, recycling 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, 2020 were $9.3, of which $2.1 is expected to be spent during fiscal 2021. 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.

(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, 2019 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 2020	**First**	**Second**	**Third**	**Fourth**
Net sales	$ 736.8	$ 587.0	$ 658.0	$ 763.0
Gross profit	301.3	235.6	263.2	281.8
Net earnings/(loss) from continuing operations	45.8	13.7	29.0	(41.7)
Net earnings/(loss) per common share - continuing operations:				
Basic	$ 0.60	$ 0.14	$ 0.37	$ (0.67)
Diluted	$ 0.60	$ 0.14	$ 0.37	$ (0.67)
Items decreasing/(increasing) net earnings:				
Acquisition and integration costs (pre-tax)	19.3	16.9	11.4	20.4
Loss on extinguishment of debt (pre-tax)	4.2	—	—	90.7
One-time impact of the CARES Act benefit/(expense)	—	3.4	1.7	(3.3)

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/(loss) 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 (pre-tax)	36.5	95.4	28.0	28.5
Settlement loss on Ireland pension plan termination (pre-tax)	—	—	—	3.7
One-time impact of the new U.S. Tax Legislation benefit/ (expense)	1.5	—	(0.8)	(1.1)

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, 2020. 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, 2020.

The effectiveness of our internal control over financial reporting as of September 30, 2020 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, 2020 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 "Information About Our Executive Officers" 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 "Delinquent Section 16(a) Reports" 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 Accountant 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, 2020, 2019, and 2018.
- Consolidated Balance Sheets -- at September 30, 2020 and 2019.
- Consolidated Statements of Cash Flows -- for years ended September 30, 2020, 2019 and 2018.
- Consolidated Statements of Shareholders' Equity/(Deficit) -- at September 30, 2020, 2019 and 2018.
- 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#†	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).
2.4#†	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.)
2.5#†	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.)
2.6#†	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	Fourth Amended and Restated Bylaws of Energizer Holdings, Inc., as amended through and effective on November 16, 2020 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed November 16, 2020).
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 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).
4.2	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).
4.3	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).
4.4	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).
4.5	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).
4.6	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).
4.7	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).
4.8	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).
4.9	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).
4.10	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).
4.11	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).

4.12	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).
4.13	Indenture, dated July 1, 2020, 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 July 1, 2020).
4.14	Form of 4.750% Senior Notes due 2028 (included in Exhibit 4.13).
4.15	Indenture, dated September 30, 2020, 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 October 1, 2020).
4.16	Form of 4.375% Senior Notes due 2029 (included in Exhibit 4.15).
4.17	Description of Securities (incorporated by reference to Exhibit 4.16 to the Company's Annual Report on Form 10-K filed November 19, 2019)
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	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).
10.4	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.)
10.5	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).
10.6@	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).
10.7@	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).
10.8@	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).
10.9@	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).
10.10@	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).

10.11@	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).
10.12@	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).
10.13@	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).
10.14@	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).
10.15@	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).
10.16@	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).
10.17@	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).
10.18@	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).
10.19@	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).
10.20@	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).
10.21@	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).
10.22@	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).
10.23	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).
10.24	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).
10.25	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).

10.26	Incremental Term Loan Amendment and Refinancing Amendment No. 2, dated as of December 27, 2019, among the Company, the other loan parties party thereto, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q filed May 7, 2020).
10.27	Amendment No. 3 dated as of April 24, 2020, to the Credit Agreement dated as of December 17, 2018, as amended, among the Company, the Lenders 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 quarterly report on Form 10-Q filed May 7, 2020).
10.28@	Retirement Transition Agreement, dated February 26, 2020, between Energizer Brands LLC and Gregory T. Kinder (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed February 27, 2020).
10.29@	Energizer Holdings, Inc. Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed January 27, 2020).
10.30*@	Form of Performance Restricted Stock Unit Award Agreement under the Energizer Holdings, Inc. Omnibus Incentive Plan.
10.31@	Form of Restricted Stock Unit Award Agreement under the Energizer Holdings, Inc. Omnibus Incentive Plan (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed February 5, 2020).
10.32@	Form of Restricted Stock Unit Award Agreement for directors under the Energizer Holdings, Inc. Omnibus Incentive Plan (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed February 5, 2020).
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 Interactive 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 17, 2020

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 Patrick J. Moore	Independent Chairman of the Board of Directors
/s/ Carlos Abrams-Rivera Carlos Abrams-Rivera	Director
/s/ Bill G. Armstrong Bill G. Armstrong	Director
/s/ Cynthia J. Brinkley Cynthia J. Brinkley	Director
/s/ Rebecca Frankiewicz Rebecca Frankiewicz	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/ Nneka Rimmer Nneka Rimmer	Director
/s/ Robert V. Vitale Robert V. Vitale	Director

Date: November 17, 2020

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Energizer
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