NEWS RELEASE

Helen of Troy Announces Agreement to Acquire Osprey® Packs, Inc.

11/29/2021

- Adds iconic, world-class, award-winning ninth Leadership Brand
- Complements and enhances outdoor platform
- Accelerates International strategy
- Expected to be accretive to consolidated sales growth rate, gross profit margin, adjusted EBITDA margin(1), adjusted diluted EPS(2), adjusted diluted EPS growth rate, and cash flow from operations
- Closely aligns with culture and Environmental, Social, and Governance ("ESG") philosophy
- Helen of Troy to hold a conference call at 9:00 a.m. ET on Tuesday November 30

EL PASO, Texas--(BUSINESS WIRE)-- Helen of Troy Limited (NASDAQ: HELE), designer, developer and worldwide marketer of consumer brand-name housewares, health, home, and beauty products, today announced that one of its subsidiaries has entered into a definitive agreement to acquire Osprey Packs, Inc. Founded in 1974, Osprey is a longtime U.S. leader in technical and everyday packs. Its outstanding product lineup includes a wide range of backpacks and daypacks for hiking, mountaineering, skiing, climbing, mountain biking, trail running, commuting, and school, as well as a rugged adventure travel packs, wheeled luggage, and travel accessories. The Company believes this acquisition will be an important next step as it advances its strategic goal of acquiring and investing in businesses that can accelerate profitable growth in categories where it can add value and leverage its scalable shared services and operating platform.

The total purchase consideration is expected to be approximately $414 million in cash, which includes the impact of an estimated $6 million favorable customary closing net working capital adjustment. The net purchase price implies a pre-synergy multiple of less than 13.5x estimated calendar year 2022 adjusted EBITDA(3), which compares favorably to Helen of Troy's current EV/TTM adjusted EBITDA(4) multiple of approximately 17.5x. The Company

expects Osprey's calendar year 2021 net sales revenue to be $155 - $160 million.

The acquisition is expected to be accretive to Helen of Troy's consolidated sales growth rate, gross profit margin, adjusted EBITDA margin(1), adjusted diluted EPS(2), adjusted diluted EPS(2) growth rate, and cash flow from operations. As a result of the acquisition, the Company expects to end fiscal 2022 with a post-acquisition pro forma debt/adjusted EBITDA ratio(5) approximately one-half to one full turn higher than its ratio as of August 31, 2021. As a result, the Company believes it is still in a position to opportunistically deploy capital to generate shareholder return.

Julien R. Mininberg, Helen of Troy's Chief Executive Officer, stated: "We are delighted to welcome Osprey and its employees to the Helen of Troy family. For nearly half a century, Osprey's premium products have delivered superior consumer-centric designs, innovative features and construction, outstanding materials and quality, and sustainability that resonate strongly with outdoor enthusiasts around the world. This acquisition adds an iconic ninth Leadership Brand that complements our world-class portfolio and adds critical mass to our value-creation flywheel. Combining the capabilities, authenticity, and credibility of this proven, highly respected outdoor pioneer with our global footprint and scalable global shared services creates opportunities for new efficiency and growth. Along with Hydro Flask, we can now serve and delight an even larger number of the passionate end users in the large and growing outdoor adventure category. We believe we are better together."

Mr. Mininberg continued: "Approximately half of Osprey sales are outside the U.S., further accelerating our strategy to invest in international. We believe Osprey and Hydro Flask make a compelling combination in the U.S. and provide further critical mass internationally with thousands of additional retail doors that can benefit both brands and consumers. Osprey also further diversifies our international brand portfolio, and its focus on EMEA and Asia Pacific matches our focus in those regions. On the design and operations side, Osprey's design center and sourcing footprint in Vietnam offers an established platform to advance our product capabilities in soft goods and accelerates work already underway at Helen of Troy to further diversify our supply chain beyond China and Mexico."

"One of the many features that makes Osprey special is its commitment to offer high-quality, low-impact products by utilizing sustainable design and manufacturing practices. Osprey incorporates low-impact chemicals and materials and recycled or recyclable packaging. It sources 100% renewable electricity, and purchases carbon offsets for natural gas and company-owned vehicles used at its facilities in Colorado and Utah. This commitment extends to enhancing the well-being of their employees and communities through efficient building design at their Cortez, Colorado headquarters, and contributing to environmental conservation. This business philosophy and practice is very much aligned with Helen of Troy's ever-growing ESG ambitions."

Mike Pfotenhauer, founder of Osprey, said, "I want to extend my appreciation and reiterate my respect to all of my

current and former Osprey colleagues and their families for their commitment not only to our company, but to each other and their communities. Their dedication has built Osprey into a brand and family that millions of end users trust and care about deeply. Osprey was founded 47 years ago with the dream of creating the perfect pack. We first began custom making packs for mountaineers and adventure travelers headed to points unknown. Demand grew and grew and so did our expertise in design, manufacturing, and on-time delivery. Osprey's top-quality, high-performance, innovative gear is a reflection of the brand's love of adventure and devotion to the outdoors. Today's announcement is a natural next step as we look to build Osprey further. I know it will be in good hands with Helen of Troy, with its proven stewardship of outstanding brands and global scale. Its culture and values are highly consistent with Osprey. We expect the combination of Osprey and Helen of Troy to create significant opportunities for our employees, vendors, and retail partners to experience the next phase of growth and meet even more of the needs of travelers everywhere on whatever trail they are on."

The transaction is expected to close before calendar year end 2021, subject to customary closing conditions, including regulatory approval.

Conference Call and Webcast

The Company will conduct a teleconference tomorrow in conjunction with today's announcement of the acquisition. The teleconference begins at 9:00 a.m. Eastern Time, Tuesday, November 30, 2021. Institutional investors and analysts interested in participating in the call are invited to dial (877) 407-3982 approximately ten minutes before the start of the call. The conference call will also be webcast live on the Events & Presentations page at: **http://investor.helenoftroy.com/**. A telephone replay of this call will be available at 12:00 p.m. Eastern Time on Tuesday, November 30, 2021, until 11:59 p.m. Eastern Time on Tuesday, December 7, 2021, and can be accessed by dialing (844) 512-2921 and entering replay pin number 13725375. A replay of the webcast will remain available on the website for 60 days.

Non-GAAP Financial Measures

The Company reports and discusses its operating results using financial measures consistent with accounting principles generally accepted in the United States of America ("GAAP"). To supplement its presentation, the Company discloses certain financial measures that may be considered non-GAAP such as Adjusted Diluted EPS, EBITDA (earnings before interest, taxes, depreciation, and amortization), Adjusted EBITDA, Adjusted EBITDA Margin, and EV/TTM Adjusted EBITDA.

Certain Defined Terms

(1) Adjusted EBITDA margin is defined as adjusted EBITDA divided by net sales revenue.
(2) Adjusted diluted EPS is defined as net income as reported under GAAP excluding the following items net of their applicable tax effects: excluding EPA compliance costs, restructuring charges, tax reform, asset impairment charges, acquisition-related expenses, amortization of intangible assets, and non-cash share-based compensation, as applicable, divided by the weighted average shares of common stock outstanding plus the effect of dilutive securities.
(3) Adjusted EBITDA is defined as earnings before interest, taxes, depreciation, amortization, asset impairment charges, EPA compliance costs, restructuring charges, acquisition-related expenses, and non-cash share-based compensation.
(4) Enterprise Value (EV) is defined as market capitalization, plus total debt, less cash and cash equivalents. Trailing twelve month (TTM) adjusted EBITDA is for the twelve-month period ended August 31, 2021, Helen of Troy's most recently reported quarter.
(5) Post-acquisition pro forma debt/adjusted EBITDA ratio is defined as the estimated debt at the end of fiscal 2022 after giving effect to the acquisition, divided by Helen of Troy's estimated fiscal 2022 pre-acquisition adjusted EBITDA plus the calendar year 2021 expected proforma adjusted EBITDA of the acquisition, as allowed by Helen of Troy's applicable debt covenants.

About Helen of Troy Limited

Helen of Troy Limited (NASDAQ: HELE) is a leading global consumer products company offering creative solutions for its customers through a diversified portfolio of well-recognized and widely trusted brands, including OXO, Hydro Flask, Osprey, Vicks, Braun, Honeywell, PUR, Hot Tools and Drybar. The Company sometimes refers to these brands as its Leadership Brands. All trademarks herein belong to Helen of Troy Limited (or its subsidiaries) and/or are used under license from their respective licensors.

For more information about Helen of Troy, please visit **http://investor.helenoftroy.com**

Forward Looking Statements

Certain written and oral statements made by the Company and subsidiaries of the Company may constitute "forward-looking statements" as defined under the Private Securities Litigation Reform Act of 1995. This includes statements made in this press release. Generally, the words "anticipates", "believes", "expects", "plans", "may", "will", "would", "should", "seeks", "estimates", "project", "predict", "potential", "currently", "continue", "intends", "outlook", and other similar words identify forward-looking statements. All statements that address operating results, events, or developments that the Company expects or anticipates will occur in the future, including statements related to sales, earnings per share results, and statements expressing general expectations about future operating results, are forward-looking statements and are based upon its current expectations and various assumptions. The Company believes there is a reasonable basis for these expectations and assumptions, but there can be no assurance that the Company will realize these expectations or that these assumptions will prove correct. Forward-looking statements are subject to risks that could cause them to differ materially from actual results. Accordingly, the Company cautions readers not to place undue reliance on forward-looking statements. The forward-looking statements contained in this press release should be read in conjunction with, and are subject to and qualified by, the risks described in the Company's Form 10-K for the fiscal year ended February 28, 2021, and in the Company's other filings with the SEC. Investors are urged to refer to the risk factors referred to above for a description of these risks. Such risks include, among others, the Company's ability to successfully manage the demand, supply, and operational challenges associated with the actual or perceived effects of COVID-19 and any similar future public

health crisis, pandemic or epidemic, the Company's ability to deliver products to its customers in a timely manner and according to their fulfillment standards, actions taken by large customers that may adversely affect the Company's gross profit and operating results, the Company's dependence on the strength of retail economies and vulnerabilities to any prolonged economic downturn, including from the effects of COVID-19, the Company's dependence on sales to several large customers and the risks associated with any loss of, or substantial decline in, sales to top customers, expectations regarding recent acquisitions and any future acquisitions or divestitures, including the Company's ability to realize related synergies along with its ability to effectively integrate acquired businesses or disaggregate divested businesses, the Company's reliance on its Chief Executive Officer and a limited number of other key senior officers to operate its business, obsolescence or interruptions in the operation of the Company's central global Enterprise Resource Planning systems and other peripheral information systems, occurrence of cyber incidents or failure by the Company or its third-party service providers to maintain cybersecurity and the integrity of confidential internal or customer data, the Company's dependence on third-party manufacturers, most of which are located in the Asia Pacific market, and any inability to obtain products from such manufacturers, risks associated with weather conditions, the duration and severity of the cold and flu season and other related factors, the geographic concentration and peak season capacity of certain U.S. distribution facilities which increase its risk to disruptions that could affect the Company's ability to deliver products in a timely manner, risks associated with the use of licensed trademarks from or to third parties, the Company's ability to develop and introduce a continuing stream of innovative new products to meet changing consumer preferences, the risks associated with trade barriers, exchange controls, expropriations, and other risks associated with domestic and foreign operations, the risks associated with significant changes in or the Company's compliance with regulations, interpretations or product certification requirements, the risks associated with the Company's discussions with the EPA on the implementation of compliance plans related to certain of its products within the Health & Home segment, the risks associated with global legal developments regarding privacy and data security that could result in changes to its business practices, penalties, increased cost of operations, or otherwise harm the business, the risks associated with accounting for tax positions and the resolution of tax disputes, the risks of potential changes in laws and regulations, including environmental, health and safety and tax laws, and the costs and complexities of compliance with such laws, the Company's ability to continue to avoid classification as a Controlled Foreign Corporation, the risks associated with legislation enacted in Bermuda and Barbados in response to the European Union’s review of harmful tax competition, the risks of significant tariffs or other restrictions being placed on imports from China or Mexico or any retaliatory trade measures taken by China or Mexico, the risks associated with product recalls, product liability and other claims against the Company, and associated financial risks including but not limited to, significant impairment of the Company's goodwill, indefinite-lived and definite-lived intangible assets or other long-lived assets, risks associated with foreign currency exchange rate fluctuations, increased costs of raw materials, energy and transportation, projections of product demand, sales and net income, which are highly subjective in nature, and from which future sales and net income could vary in a material amount, the risks to the Company's liquidity or cost of capital which may be materially adversely affected by constraints or changes in the

capital and credit markets and limitations under its financing arrangements. The Company undertakes no obligation to publicly update or revise any forward-looking statements as a result of new information, future events or otherwise.

SELECTED OTHER DATA
Trailing Twelve Month (TTM) Adjusted EBITDA
Reconciliation of Non-GAAP Financial Measures – Consolidated EBITDA
(Earnings Before Interest, Taxes, Depreciation and Amortization) and Consolidated Adjusted EBITDA
(Unaudited) (in thousands)

	Three Months Ended				
	November 30, 2020	February 28, 2021	May 31, 2021	August 31, 2021	Trailing Twelve Months Ended August 31, 2021
Operating income, as reported (GAAP)	$ 100,709	$ 24,525	$ 64,835	$ 67,291	$ 257,360
Depreciation and amortization	9,519	9,723	8,713	8,728	36,683
Non-operating income, net	93	119	102	31	345
EBITDA (non-GAAP)	110,321	34,367	73,650	76,050	294,388
Add: Asset impairment charges	—	8,452	—	—	8,452
EPA compliance costs	—	—	13,112	2,960	16,072
Restructuring charges	(12)	(5)	6	369	358
Non-cash share-based compensation	6,739	5,764	14,020	7,780	34,303
Adjusted EBITDA (non-GAAP)	$ 117,048	$ 48,578	$ 100,788	$ 87,159	$ 353,573

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