

**Prestige Consumer Healthcare Inc.
Code of Ethics for Senior Financial Employees**

Prestige Consumer Healthcare Inc. (the “Company”) maintains a Conflict of Interest and Code of Conduct and Ethics (the “Code of Conduct”) applicable to all directors, officers and employees of the Company, including the Chief Executive Officer (“CEO”), the Chief Financial Officer (“CFO”), the principal accounting officer or controller and all persons performing similar functions (together, the “Senior Financial Employees”). The Code of Conduct covers ethical conduct, conflicts of interest and compliance with law. In addition, all Senior Financial Employees are subject to the following additional specific policies:

1. All Senior Financial Employees are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the Securities and Exchange Commission (the “SEC”). Accordingly, it is the responsibility of each Senior Financial Employee promptly to bring to the attention of the Board of Directors and the Audit Committee of the Company any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings and to otherwise assist the Board of Directors and the Audit Committee to fulfill their responsibilities.
2. Each Senior Financial Employee shall promptly bring to the attention of the Board of Directors and the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls that could adversely affect the Company’s ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s financial reporting, disclosure preparation or internal controls.
3. Each Senior Financial Employee shall promptly bring to the attention of the Board of Directors and the Audit Committee any information he or she may have concerning any violation of the Company’s Code of Conduct, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company’s financial reporting, disclosures or internal controls.
4. Each Senior Financial Employee shall promptly bring to the attention of the Board of Directors and the Audit Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent of the Company, or of violations of the Code of Conduct.
5. The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code of Conduct or of this Code of Ethics by a Senior Financial Employee. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Conduct Policy and to this Code of Ethics, and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board of Directors,

demotion or re-assignment of the individual involved, suspension with or without pay or benefits and termination of the individual's employment or such other action as the Board of Directors may determine is appropriate under the circumstances. In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violations of the proper course of action and whether the individual in question had committed other violations in the past.

6. Each Senior Financial Employee will annually sign an attestation form indicating compliance with this Code of Ethics policy.

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