PrestigeBrands

Company Overview & Financial Review

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Safe Harbor Disclosure

This presentation contains certain “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995, such as statements about the Company’s growth strategies, investments in marketing, advertising and promotion, competitive position and strategies, product development and acquisitions, product distribution strategies, leverage, capital expenditures, creation of shareholder value, successful integration of acquired brands, debt reduction, growth and future financial performance including free cash flow and E.P.S. Words such as "continue," "will," "believe," “intend,” “expect,” “anticipate,” “plan,” “potential,” “estimate,” “may,” “should,” “could,” “would,” and similar expressions identify forward-looking statements. Such forward-looking statements represent the Company’s expectations and beliefs and involve a number of known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those expressed or implied by such forward-looking statements. These factors include, among others, the failure to successfully integrate the Care Pharma business or other future acquisitions, the failure to successfully commercialize new and enhanced products, the Company’s inability to rapidly deleverage, the effectiveness of the Company’s advertising and promotions investments, the severity of the cold/cough season, the effectiveness of the Company’s marketing and distribution infrastructure, and other risks set forth in Part I, Item 1A. Risk Factors in the Company’s Annual Report on Form 10-K for the year ended March 31, 2013 and Part II, Item 1A in the Company’s Quarterly Report on Form 10-Q for the quarter ended December 31, 2013. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. Except to the extent required by applicable securities laws, the Company undertakes no obligation to update any forward-looking statement contained herein, whether as a result of new information, future events, or otherwise.

Agenda for Today's Discussion

1. Company Overview

2. Q3 FY2014: Performance Highlights and Perspective on Current Environment

3. Q3 FY2014: Financial Overview

4. FY2014 Outlook and The Road Ahead

PrestigeBrands …

… engages **PRINCIPALLY** in the marketing, sale and distribution of over-the-counter (OTC) healthcare products in North America and internationally

… is the **ONLY** independent publicly-traded OTC company in the United States

… Is a **PREEMINENT** brand building and sales company

… is a **UNIQUE** consolidation platform in the attractive Consumer Health industry

… has **PROVEN** competency in sourcing and executing accretive M&A transactions

… has **INDUSTRY LEADING** EBITDA margins, EBITDA per employee and free cash flow conversion metrics

Prestige Brands: Delivering Value Now and Into the Future Through a Proven Shareholder Value Creation Framework

Drive Core OTC Growth

- A&P Driven Growth for Core OTC Brands
- Investment in Multi-Year New Product Development Pipeline
- Select investment in Other Brands

Strong FCF Resulting in Debt Reduction

- High Conversion of EBITDA to Free Cash Flow
- Free Cash Flow Used for Rapid Debt Pay Down
- Significant Tax Shield Incremental to Free Cash Flow Generation

OTC M&A Focus

- Proven M&A Competency
- Rapid Integration Expertise
- Demonstrated Value Creation Formula

Emphasis on Brand Building

Focus on Core OTC Brands

PrestigeBrands

BC Goody's Little Remedies Dramamine Compound W WART REMOVER

Uncommonly GOOD! LUDEN'S Chloraseptic Gaviscon Debrox The Doctor's

Clear eyes Efferdent ANTI-BACTERIAL DENTURE CLEANSER Pedia Care beano

Core OTC Brands Represent ~70% of FY '13 Revenues

Emphasis on Brand Building: Innovation

Innovative New Products to Drive Organic Growth

- Strong commitment to consumer research
- Development and utilization of internal and external resources
- Establish 3-year new product pipeline
- Introduce 3-5 significant new products per year

Introducing *New* Fresh Guard by Efferdent

New Fresh Guard Addresses Unmet Consumer Needs

"For a deep clean, ideal for use at home"

"Convenient for on-the-go cleaning"

- Kills 99.9% of odor causing bacteria
- Specially formulated for removable dental appliances
- Prevents mouth film build-up, reduces yellowing, and helps remove stains

Layered Marketing Plan for a Successful Launch

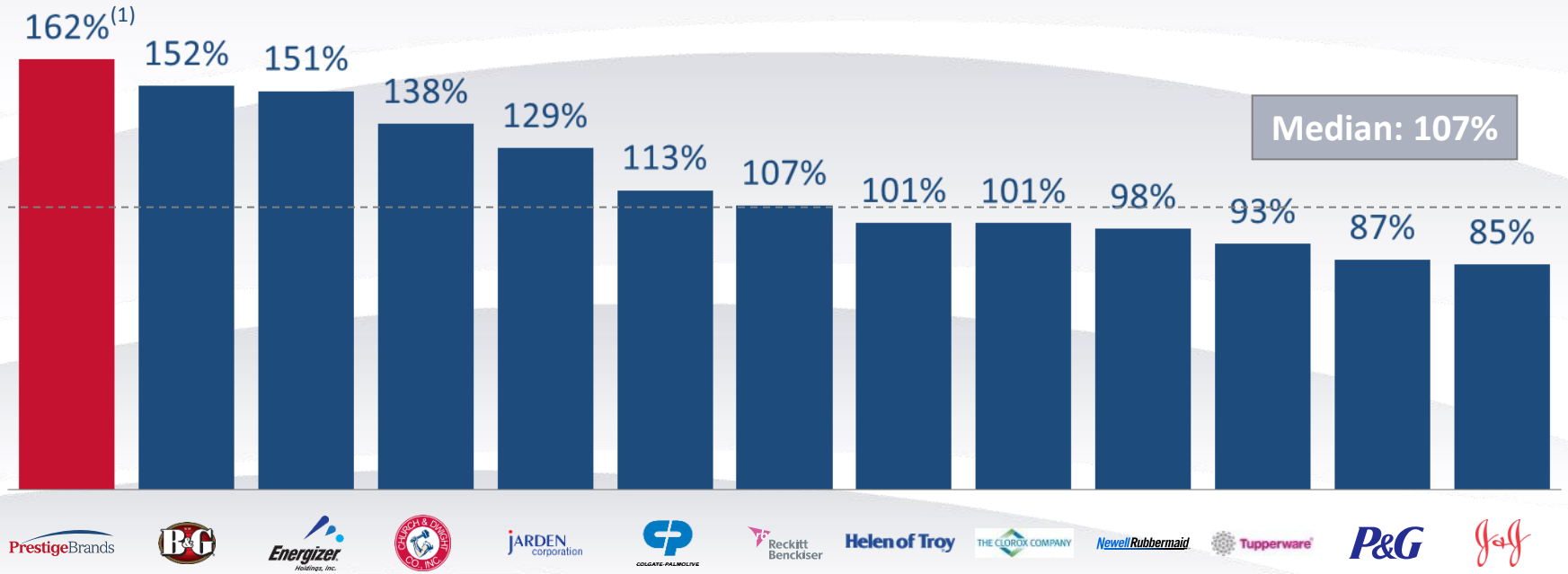
- Gain Professional Endorsement

- Drive awareness to generate demand

- Drive trial and purchase at shelf

Prestige Continues to Have Leading Free Cash Flow Conversion

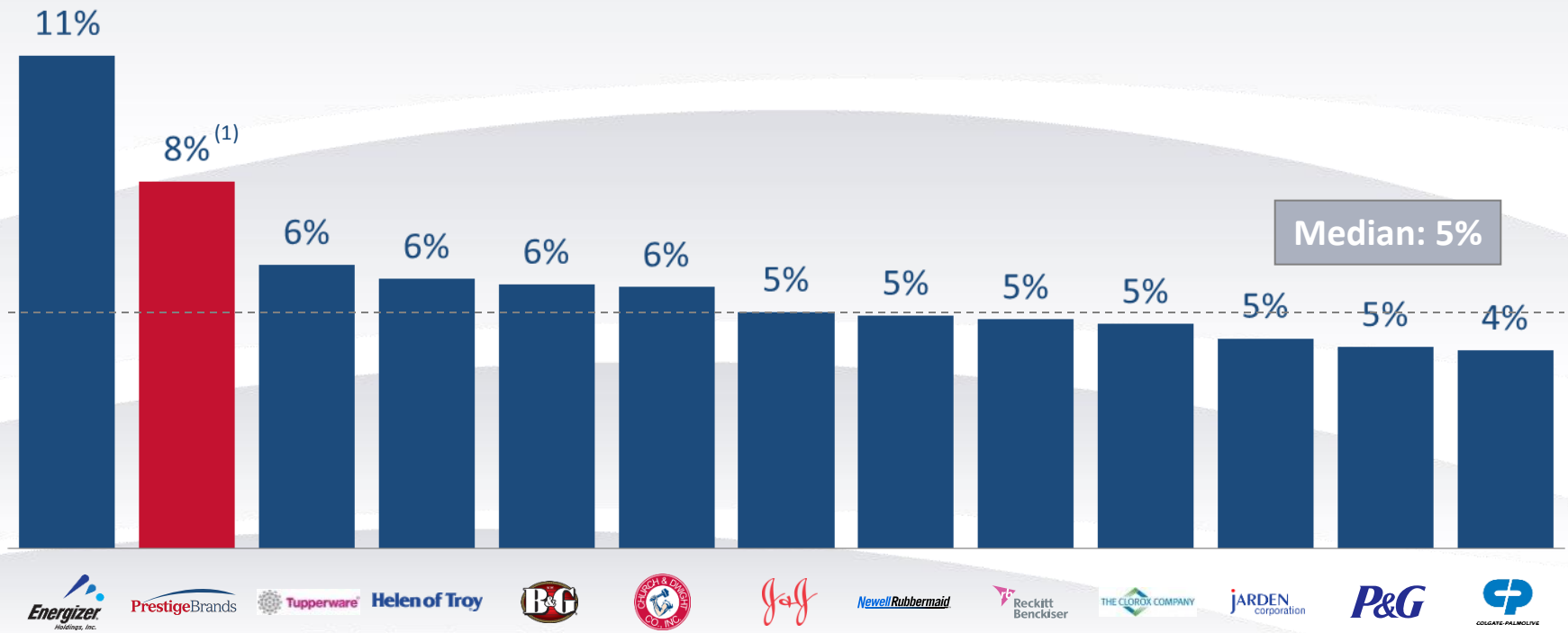
Free Cash Flow Conversion



Source: Capital IQ
Notes: For the latest twelve month period.
Free Cash Flow Conversion is a non GAAP financial measure and is defined as Non-GAAP Operating Cash Flow less Capital Expenditures over Adjusted Net Income.
Operating Cash Flow and Adjusted Net Income are reconciled to their reported GAAP amounts in our earnings release in the "About Non-GAAP Financial Measures" section.
(1) PBH free cash flow conversion is calculated using non GAAP free cash flow. This non GAAP financial measure is reconciled to net income on page 25.

Leading Free Cash Flow Yield Supports Attractive Valuation

Free Cash Flow Yield

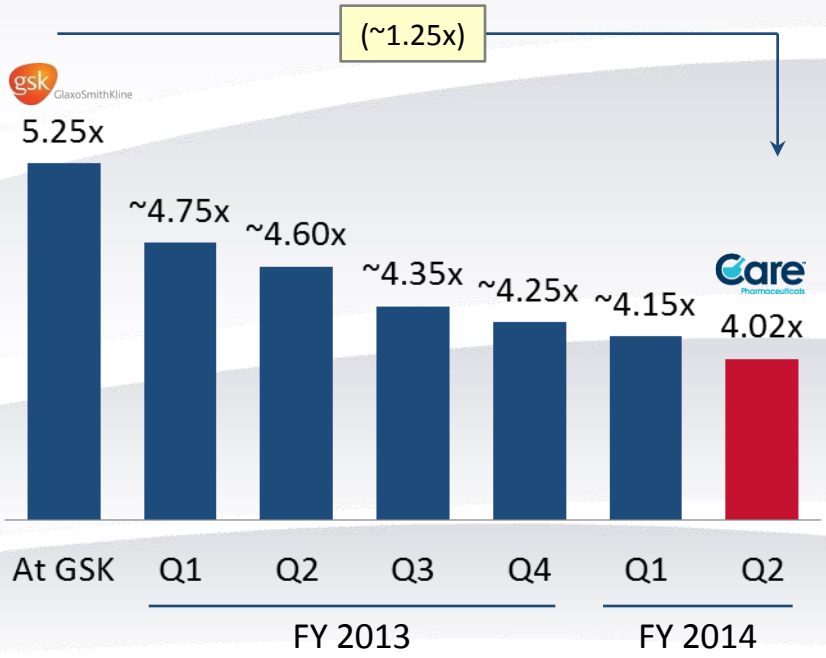


Source: Capital IQ
Note: For the latest twelve month period.
Free Cash Flow Yield is a non GAAP financial measure and is defined as Cash Provided by Operating Activities divided by Market Capitalization.

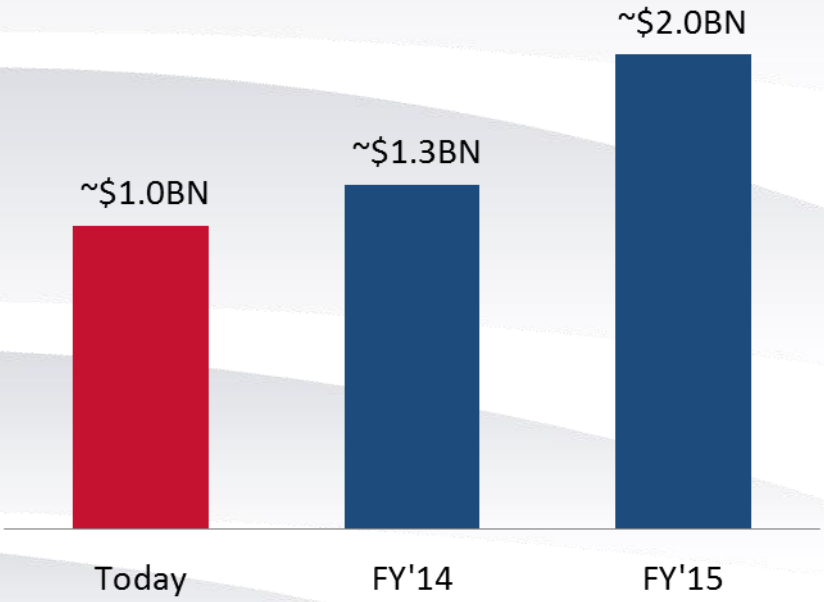
(1) PBH Free Cash Flow yield is calculated using non GAAP Free Cash Flow. This non GAAP financial measure is reconciled to net income on page 25. Free Cash Flow is reconciled to GAAP cash flow provided by operating activities in our earnings release in the "About Non-GAAP Financial Measures" section.

Rapid Deleveraging Provides for Significant M&A Capacity

Leverage Ratio[1]



Illustrative Financial Capacity[2]



Dollar values in millions, unless otherwise noted

Notes:

(1) Leverage ratio reflects net debt / covenant defined EBITDA

(2) Illustrative M&A capacity is based on a transaction profile similar to the GSK acquisition and bank defined leverage of ~5.25x

Prestige has a Proven Ability To Source M&A Opportunities…

…And Execute in Diverse Situations

	2010	2011	2012	2013
	BLACKSMITH BRANDS	Dramamine	GlaxoSmithKline	Care Pharmaceuticals
Key Brands	Luden's, Efferdent, Pedia Care, Effergrip, NasalCrom	Dramamine	BC, Goody's, beano, Debrox, Gaviscon	FESS, Rectogesic, Aci-Jel, Parachoc, Pandemin, MaybeBaby, Painstop, LittleEyes, FAB IRON
# of Brands:	5	1	17	11
Source:	Private Equity	Large U.S. Pharma	Large U.K. Pharma	Private Aus. OTC
Type of Transaction:	Going Concern	Brand Sale	Carve-Out	Going Concern
Process:	Exclusive	Semi-Exclusive	Competitive	Exclusive

Different Types of Transactions | **Different Deal Dynamics** | **Different Types of Counterparties** | **Different Challenges**

Q3 FY2014:
Perspective on Current Environment & Performance Highlights

Current Environment

- **Anticipated near-term transitional marketplace…combination of factors resulted in significant impact**

1. Soft retail foot traffic has led to significant retail inventory reductions

+

2. Returning competitive pediatric brands to the marketplace

+

3. Weak cough/cold season and competitive dynamics in the GI category

=

Significant Impact

Three Primary Environmental Factors Are Impacting Current and Near-Term Performance

1 Retailer Dynamics

"The **retail environment, both in-stores and online, remains competitive**. At the same time, some **customers feel uncertainty about the economy, government, job stability and their need to take care of their families** through the holidays."

Walmart – *Nov 2013*

"**We continue to see a cautious consumer.** We did see some **pullback in consumer spending** that began in the spring time frame. It's manifesting itself in **fewer trips**. At the same time, we have seen the **promotional environment intensify in both the drug and mass channels**."

CVS – *Nov 2013*

2 Pediatric Product Returns

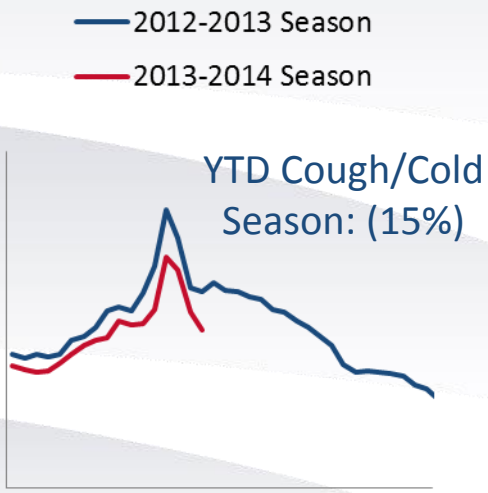
Johnson & Johnson

Q4 2013 U.S. OTC: +22%

NOVARTIS

Q4 2013 Global Consumer Health: +10%[1]

3 Cough/Cold & Other Category Dynamics[2]



Notes:
(1) Includes Animal Health.
(2) Seasonal cough, cold, flu data levels from October 2012 through Calendar 2013.

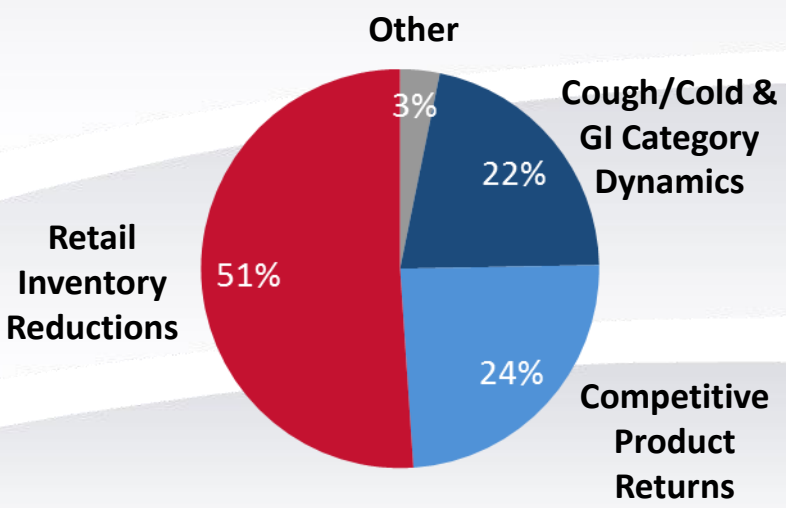
Third Quarter Performance Highlights

- **Q3 Performance Highlights**
  - Strong Free Cash Flow of $41.2[1] million, up 11.8% versus the prior year
  - Q3 consolidated net revenue of $146.2 million was down 8.7% versus the prior year
  - Gross margin of 56.0% improved versus the prior year
  - A&P spending increased by 8.6% versus prior year to continue to support core OTC brands and new product development
  - Adjusted E.P.S.[2] of $0.30, down 18.9% versus the prior year corresponding quarter
- **Continue to stay the course of our long-term value creation model**
  - Generated strong free cash flow, driving further deleveraging and increasing M&A capacity
  - Appropriate investment behind brand-building initiatives in support of launches in upcoming quarters
  - Completed integration of Care Pharma; performance exceeding expectations

Notes:
(1) This non-GAAP financial measure is reconciled to its most closely related GAAP financial measure in our earnings release in the "About Non-GAAP Financial Measures" section. Free cash flow is reconciled to reported Net Income on slide 25.
(2) This non-GAAP financial measure is reconciled to its most closely related GAAP financial measure in our earnings release in the "About Non-GAAP Financial Measures" section.

Q3 Results Impacted by Combination of Events

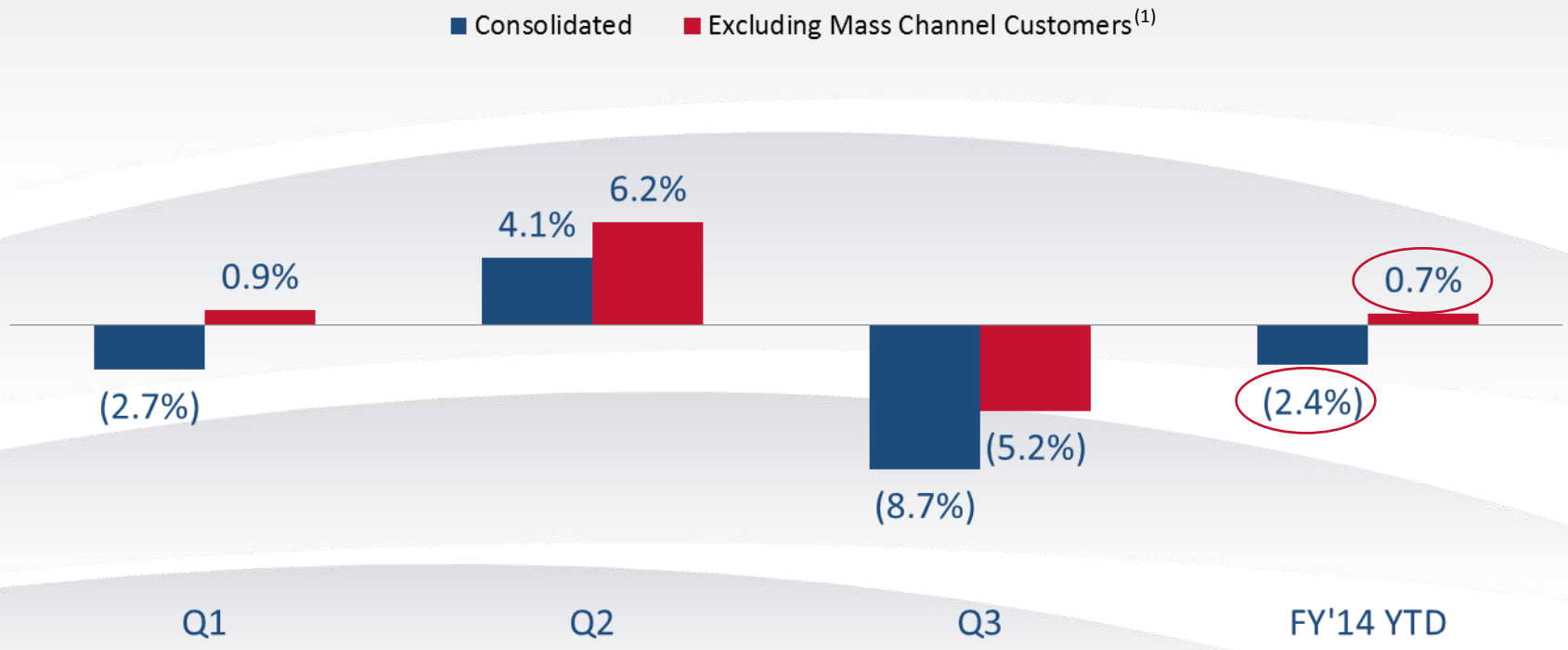
Sources of Y/Y Net Revenue Decline



- Greater than anticipated trade inventory reduction due to soft retail foot traffic
  - ~$10M
- Return of recalled pediatric products
- Slow start to the cough/cold season further impacted declines
  - YTD incidence levels down >15%
- GI category competitive dynamics
  - Probiotic and private label

Impact of Retail Inventory Reductions Concentrated in the Mass Channel

Consolidated Total Revenue Growth

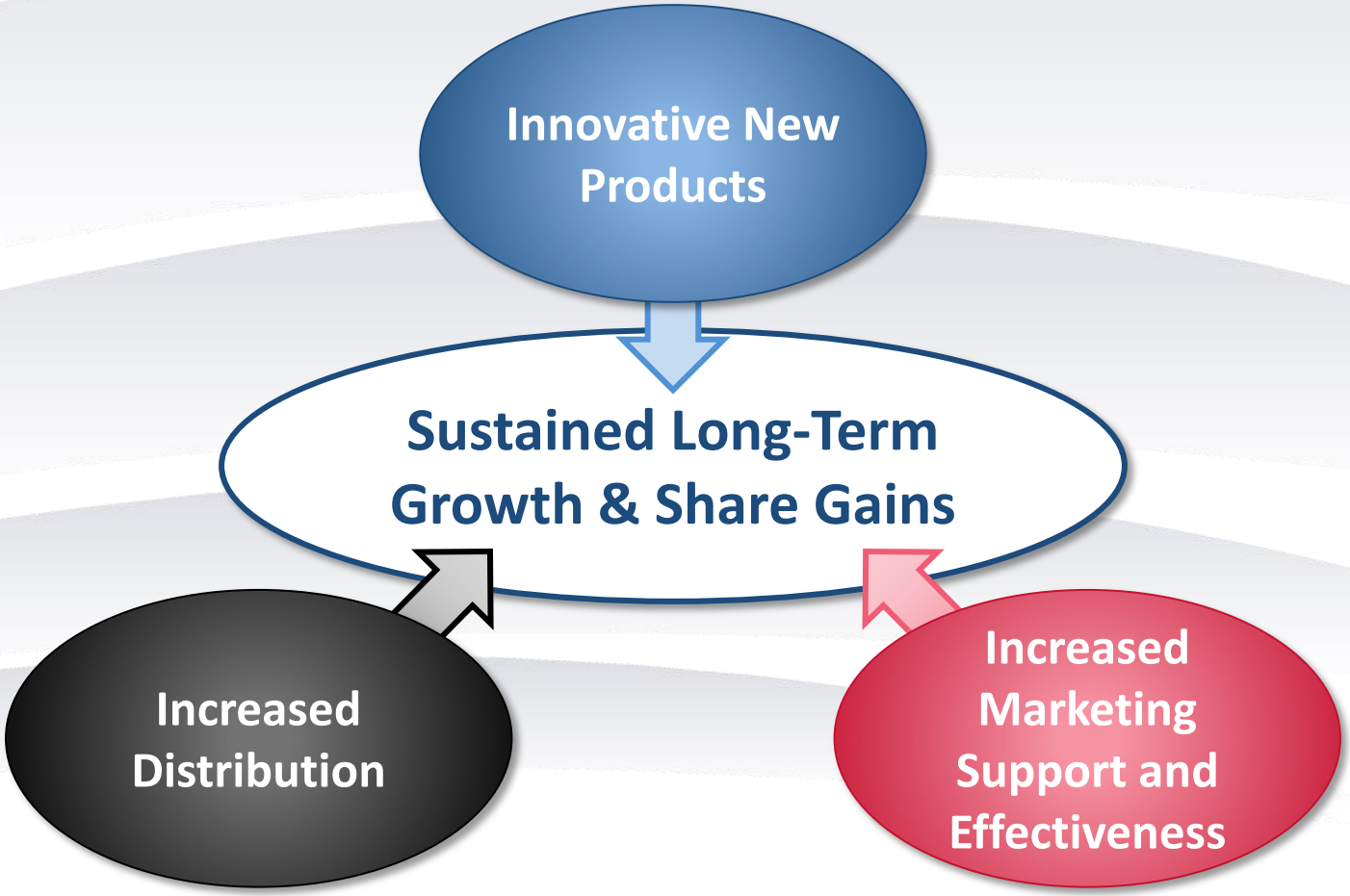


Note: Represents year-over-year Revenue growth.

(1) These Non-GAAP financial measures are reconciled to their most closely related GAAP financial measures in our Earnings Release in the "About Non-GAAP Financial Measures" section.

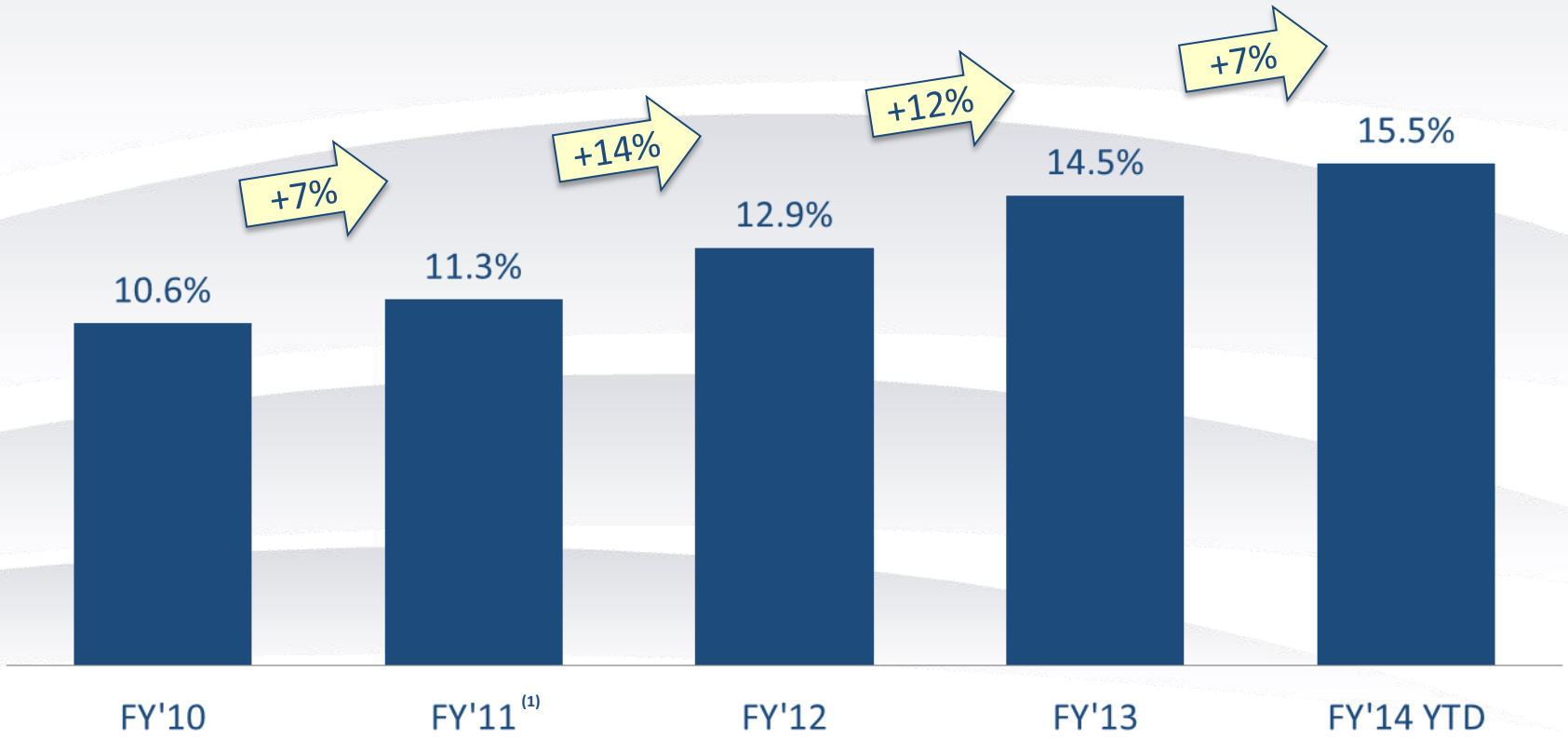
"It's A Marathon Not A Sprint", Maintain Emphasis on Appropriate Long-Term Brand Building Strategies

The Prestige Formula



Continue to Invest Appropriately Behind Brand Building to Support Long-Term Growth

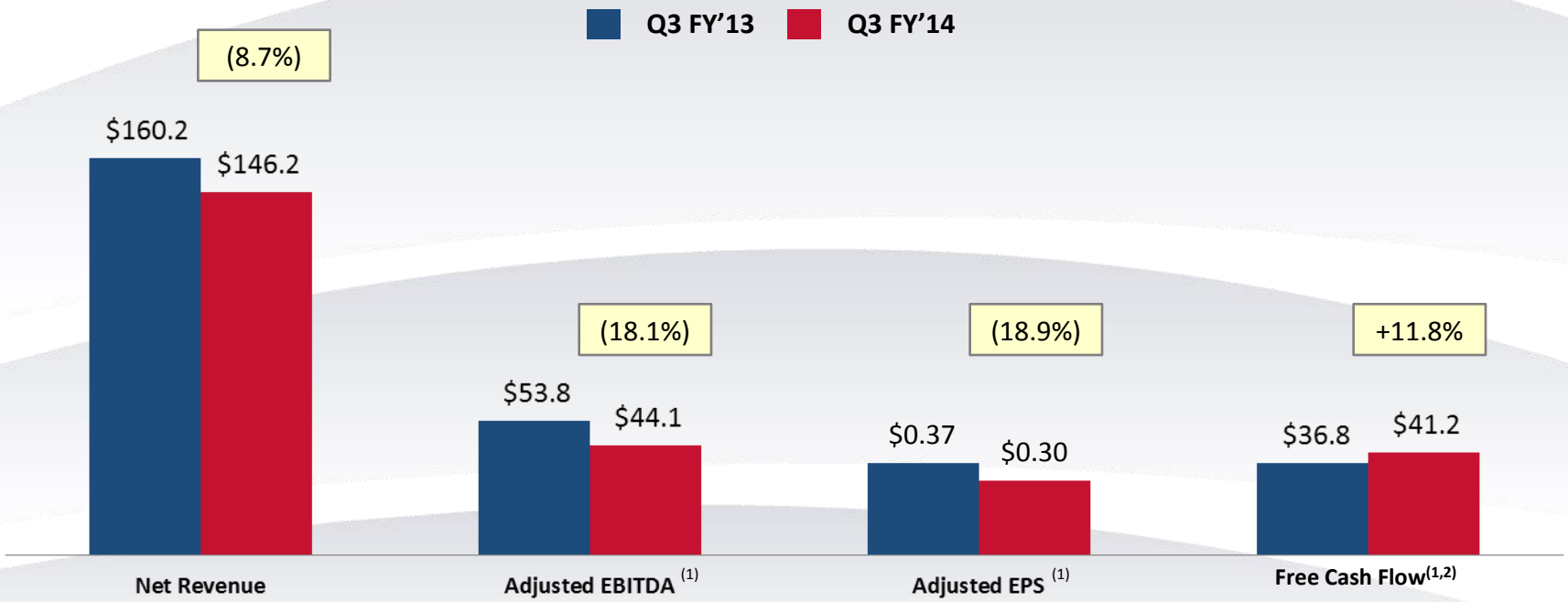
A&P % of Net Revenue



(1) Adjusted in FY'11 to reflect normalized level of A&P spending for PediaCare.

Q3 FY2014: Financial Overview

Summary Financial Performance



Dollar values in millions, except per share data

Notes:

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(2) Free cash flow is a non-GAAP financial measure and is also reconciled to reported net income on slide 25.

YTD Consolidated Financial Summary

YTD FY'14 YTD

	FY'14	FY'13	% Chg
Adjusted Net Revenue[1,2]	**$ 457.6**	**$ 469.5**	***(2.5%)***
Adj. Gross Margin[2]	261.0	265.2	*(1.6%)*
% Revenue	*57.0%*	*56.5%*	
A&P	70.8	67.4	*5.0%*
% Adj. Net Revenue	*15.5%*	*14.4%*	
Adj. G&A[2]	34.7	33.7	*3.1%*
% Adj. Net Revenue	*7.6%*	*7.2%*	
Adjusted EBITDA[2]	**$ 155.5**	**$ 164.2**	***(5.3%)***
% Margin	*34.0%*	*35.0%*	
D&A	10.2	10.0	*2.6%*
% Adj. Net Revenue	*2.2%*	*2.1%*	
Adj. Operating Income[2]	145.3	154.2	*(5.8%)*
% Adj. Net Revenue	*31.8%*	*32.9%*	
Adjusted Net Income[2]	**$ 61.3**	**$ 58.5**	***4.8%***
Adjusted Earnings Per Share[2]	**$ 1.17**	**$ 1.14**	***2.6%***
Earnings Per Share - As Reported	**$ 1.08**	**$ 0.90**	***20.0%***
Net Income - As Reported	**$ 56.6**	**$ 46.2**	***22.7%***

Dollar values in millions, except per share data

Notes:

(1) Reported net revenue for Q1 FY'13 was $147.0 million. Adjusted net revenue for Q1 FY'13 was $147.4 million and excludes transition related costs of ~$400k.

(2) These Non-GAAP financial measures are reconciled to their most closely related GAAP financial measures in our Earnings Release in the "About Non-GAAP Financial Measures" section.

Comments

- Adjusted Net Revenue declined 2.5% over the prior year
- Adjusted gross margin expanded by 0.5 pts. to 57.0%
- A&P spend increased by 1.1 pts. to 15.5% of Adjusted Net Revenue
- Adjusted G&A as a percentage of Adjusted Net Revenue increased modestly to 7.6%
- Adjusted Net Income growth of 4.8%
- Adjusted earnings per share growth of 2.6%

Strong Free Cash Flow

Cash Flow

	Q3 FY'14	Q3 FY'13	YTD FY'14	YTD FY'13
Net Income - As Reported	$ 3.1	$ 12.3	$ 56.6	$ 46.2
Depreciation & Amortization	3.6	3.4	10.2	10.0
Other Non-Cash Operating Items	15.8	13.8	25.4	32.1
Working Capital	2.7	11.1	(11.4)	12.7
Premium Payment on Notes	12.8	-	12.8	-
Accelerated Interest due to Refinancing	3.5	-	3.5	-
Adjusted Operating Cash Flow[1]	**$ 41.5**	**$ 40.5**	**$ 97.1**	**$ 100.9**
Additions to Property and Equipment	(0.3)	(3.7)	(2.6)	(8.9)
Free Cash Flow	**$ 41.2**	**$ 36.8**	**$ 94.5**	**$ 92.0**

Comments

Debt Profile & Financial Compliance:

- Total Net Debt at 12/31/13 of $939 million comprised of:
  - Cash on hand of $94 million
  - $298 million of term loan
  - $698 million of bonds
  - $37 million of revolver
- Leverage ratio[2] of 4.30x
- Continue to expect full year cash flow of $125 million

Dollar values in millions

Note:

(1) Adjusted operating cash flow is a Non-GAAP financial measure and is reconciled to GAAP net cash provided by operating activities in our earnings release in the "About Non-GAAP Financial Measures" section.

(2) Leverage ratio reflects net debt / covenant defined EBITDA.

FY2014 Outlook and Road Ahead

Outlook for Q4 FY'2014 and Beyond

Q4 Considerations: Remain Cautious

- Potential for continued soft retail and foot traffic and retailer inventory reductions
- Seasonal cough/cold incidences remain well below prior year
- Expect returning competitive brands will settle over time
- Appropriate investment in brand building behind core brands through A&P support and new product introductions

FY 14 Full Year

- Continue to expect $125 million of full year free cash flow[(1)]
- In light of combination of three factors impacting short term, expect FY'2014 Adjusted E.P.S. of $1.48 to $1.52

Long-Term Outlook

- Stay the strategic course: Invest in Core OTC growth; continue to deliver cash flow to de-lever, remain aggressive and disciplined in M&A market
- Expect 10%+ long-term E.P.S growth

(1) Free cash flow is a non-GAAP financial measure.

PrestigeBrands