PRESTIGE CONSUMER HEALTHCARE INC.
COMPENSATION AND TALENT MANAGEMENT
COMMITTEE CHARTER

Purpose

The primary purposes of the Compensation and Talent Management Committee (the "Committee") of the Board of Directors (the "Board") of Prestige Consumer Healthcare Inc. (the "Company") are to discharge the responsibilities of the Board relating to compensation, including equity compensation of the Company's chief executive officer and other executive officers and to establish compensation policies and programs and equity-based and incentive plans and awards that will enable the Company to attract, motivate and retain high quality leadership and compensate them in a manner that is not only competitive with other companies in the same industry but consistent with the interests of the Company's stockholders.

Composition

1. Members. The size of the Committee shall be established from time to time by the Board but in no event shall the Committee consist of fewer than three members of the Board of Directors. Committee members shall be appointed annually by the Board upon the recommendation of the Board's Nominating and Corporate Governance Committee. Committee members shall hold their offices until their successors are appointed and qualified, or until their earlier death, resignation or removal. The members of the Committee may be removed or replaced, with or without cause, and any vacancies on the Committee may be filled, by the Board upon the recommendation of the Board's Nominating and Corporate Governance Committee.

2. Qualifications. A person may serve as a member of the Committee only if the Board affirmatively determines that the person: (i) is a "non-employee director"' within the meaning of the rules promulgated under Section 16(b) of the Securities Exchange Act of 1934, as amended ("Section 16"), (ii) is an "outside director" for purposes of the regulations promulgated under Section l 62(m) of the Internal Revenue Code of 1986, as amended ("Section l 62(m)"), and (iii) meets all applicable independence requirements of the listing standards of the New York Stock Exchange ("NYSE") (the "Independence Requirements").

3. Chair. The Board shall designate one of the members as Chair of the Committee.

Meetings; Agenda

1. Meetings. The Chair of the Committee, in consultation with Committee members, shall determine the schedule and frequency of the Committee meetings; provided that the Committee shall meet no less than four (4) times per year.

2. Agenda. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to Committee members sufficiently in advance of

each meeting to permit meaningful review.

Authority and Duties

To fulfill its purpose and responsibilities, the following shall be the principle duties and responsibilities of the Committee:

1. The Committee shall oversee, review, develop and approve or make recommendations to the Board concerning the Company's compensation philosophy and policies regarding the Company's executive officers, including whether and how the Company's compensation arrangements may affect risk-taking behavior in the Company's operations and the extent to which risks arising from the Company's overall compensation policies may have a material effect on the Company.

2. The Committee shall review, oversee and establish the total compensation package provided for the Company's senior executive officers (including the Chief Executive Officer ("CEO")), including, without limitation, their base salaries, annual incentives, deferred compensation (including any mandatory deferral or any opportunity for voluntary deferral), stock options and other equity-based compensation, incentive compensation, supplemental and incidental benefits and perquisites. The Committee shall make all determinations and take any actions that are reasonably appropriate or necessary in the course of establishing the compensation of the Company's executives. In making these determinations, the Committee shall approve, or as to non-executive officers, delegate to others for approval pursuant to guidelines, grants of stock options, restricted stock, restricted stock units and any other types of awards, including stock appreciation rights or other stock-based awards, that may be granted under the Company's equity- based incentive plans, and the terms of such grants.

3. The Committee shall review and approve the design of all benefit plans and executive compensation programs, including any restricted stock and bonus plans and employment agreements, severance agreements or change of control agreements which pertain to directors, the CEO and other senior executive officers who report directly to the CEO and establish qualification criteria for inclusion in such programs. The Committee also shall approve all equity compensation programs, including any restricted stock and stock option grant programs.

4. The Committee shall review, on an annual basis, compensation policies and programs to monitor compliance with applicable law and evaluate continued appropriateness of such policies and programs for the Company. In that regard, the Committee may establish, terminate, amend or modify existing compensation and employee benefit plans or programs. The Committee may amend or modify any provisions of the Company's compensation plans to the extent that such amendments or modifications do not require stockholder or Board approval or, if such approval is required, shall recommend any proposed amendment or modification to the Board.

5. The Committee annually shall review and approve corporate goals and objectives

relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives and, either as a committee or, if directed by the Board, together with any or all members of the Board who satisfy the Independence Requirements (the "Independent Directors"), determine and approve the compensation level of the CEO based on this evaluation. The Committee and the Independent Directors may discuss the compensation of the CEO with any member of the Board. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider, without limitation, the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to them in past years.

6. The Committee shall review annually succession planning for the CEO and the Company's other senior executive officers and report its findings to the Board.

7. The Committee shall review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") required to be included in the Company's Annual Report on Form 10-K/proxy statement, and based upon such review and discussion, determine whether to recommend to the Board that the CD&A be so included.

8. The Committee shall produce an annual Compensation Committee Report, as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's Annual Report on Form 10-K/proxy statement and generally oversee compliance by the Company with the compensation reporting requirements of the SEC.

9. The Committee has overall responsibility for evaluating and making recommendations to the Board regarding the Company's overall executive compensation philosophy, policies and programs throughout the entire Company.

10. The Committee shall oversee, review and approve or recommend to the Board for approval changes to or adoption of corporate policies affecting corporate pension, retirement and employee welfare benefit plans, as required by ERISA or other applicable law.

11. The Committee shall administer all plans that require "disinterested administration" under Section 16, including all stock option, restricted stock and deferred stock plans.

12. The Committee shall oversee the Company's policies on structuring compensation programs for executive officers to preserve tax deductibility and, as and when required, establish and certify the attainment of performance goals pursuant to Section 162(m).

13. The Committee shall make recommendations to the full Board regarding compensation for the directors of the Company, including compensation as members of the Board's committees.

14. The Committee shall monitor compliance by officers and directors with the Company's

stock ownership guidelines.

15. A member of the Committee or management shall record minutes of the meeting. Minutes shall be distributed to the members of the Committee promptly after each meeting and be approved at the following Committee meeting.

16. After any meeting of the Committee, the Committee shall report to the Board at the Board's next regularly scheduled meeting, which report shall include any recommendations being made by the Committee to the Board for its approval.

17. The Committee shall participate in an annual performance self-evaluation conducted by the Nominating and Corporate Governance Committee and evaluate the results with respect to the Committee.

18. The Committee shall review and assess the adequacy of this Charter on an annual basis and recommend any changes to the Nominating and Corporate Governance Committee.

19. Periodically review the Company's human capital management programs including overseeing matters relating to culture, employee engagement, talent development and equality of opportunity within a diverse and inclusive work environment.

20. The Committee shall review and approve all management employment agreements.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties.

Delegation of Responsibilities

The Committee may delegate its authority and duties to one or more subcommittees, individual members of the Committee, other members of the Board or management, as it deems appropriate, to the extent permitted by applicable laws and regulations.

Additional Resources

The Committee shall have the power to seek the advice and recommendations of management in establishing executive compensation policies and programs and appropriate compensation under such policies and programs.

The Committee may, in its sole discretion and at the Company's expense, retain or terminate, or obtain the advice of, compensation, legal, accounting or other independent consultants or experts, as it deems necessary or appropriate in the performance of its duties and without having to seek the approval of the Board. The Committee shall be directly responsible for the appointment, termination, compensation and oversight of the work of any such consultant, counsel or other advisor retained by the Committee. If a compensation consultant or other expert will assist in the evaluation of director, CEO or other executive officers, the Committee shall have the sole authority to retain and terminate the consultants or advisors and to review and approve the consultants' or advisors' fees and other retention terms, although the Company's management may, with the Committee's approval, assist in negotiating the consultant's contract terms and tracking related expenses. The Committee shall keep management advised as to the general range of anticipated expenses for outside consultants and experts.

The Company may also hire compensation consultants for other purposes, provided that the Company does not use the same consultant as the Committee without the advance approval of the Committee Chairperson.

Prior to retaining or obtaining the advice of any compensation consultant, legal counsel, or other advisor, the Committee shall take into consideration all factors relevant to the independence of such person from Company management. In particular, the Committee shall take into account the following factors and other factors as may be identified from time to time in the rules and regulations of the SEC and the listing standards of the NYSE:

1. The provision of other services to the Company by the person that employs the consultant, counsel, or other advisor;

2. The amount of fees paid by the Company to the person that employs the consultant, counsel, or other advisor, as a percentage of that person's total revenue;

3. The policies and procedures of the person that employs the consultant, counsel, or other advisor that are designed to prevent conflicts of interest;

4. Any business or personal relationship between the consultant, counsel, or other advisor and any member of the Committee;

5. Any stock of the Company owned by the consultant, counsel, or other advisor; and

6. Any business or personal relationship between the consultant, counsel, or other advisor, or the person employing the advisor, and any executive officer of the Company.

After considering the independence of any compensation consultant, legal counsel, or other advisor, the Committee may retain or receive advice from any consultant, legal counsel or other advisor it selects and shall not be required to retain or receive advice only from those consultants, legal counsel or other advisors that the Committee has determined to be independent.

The Committee's obligation to consider all factors relevant to the independence of any compensation consultant, legal counsel, or other advisor that provides advice to the Committee shall not apply to (i) any in-house legal counsel, (ii) any compensation consultant, legal counsel or other advisor whose role is limited to (a) consulting on a broad-based plan that does not discriminate in scope, terms or operation in favor of the Company's executive officers or directors and that is available generally to all salaried employees, or (b) providing information that is not customized for the Company or is customized based on parameters not developed by the compensation consultant, legal counsel or other advisor.

In accordance with applicable law and regulations, this Charter shall be posted on the Company's website.

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