UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): June 12, 2026

PRESTIGE CONSUMER HEALTHCARE INC.
(Exact Name of Registrant as Specified in Charter)

Delaware	001-32433	20-1297589
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

660 White Plains Road, Tarrytown, New York 10591
(Address of Principal Executive Offices) (Zip Code)

(914) 524-6800
(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value $0.01 per share	**PBH**	**New York Stock Exchange**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter). 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.
☐

Explanatory Note.

On June 16, 2026, Prestige Consumer Healthcare Inc. (the “Company,” “we,” “us,” or “our”) filed a Current Report on Form 8-K with the Securities and Exchange Commission (the “Original 8-K”), which reported that on June 12, 2026, Prestige Brands, Inc. and Medtech Products Inc., both wholly-owned subsidiaries of the Company, completed the previously announced acquisition of Breathe Right® and certain other brands (the "OTC Wellness Business”) from Foundation Consumer Brands, LLC and certain of its affiliates, pursuant to an Asset Purchase Agreement, dated as of March 19, 2026.

This Current Report on Form 8-K/A to the Original 8-K is being filed for the purpose of satisfying the Company’s undertaking to file the historical and pro forma financial statements required by Items 9.01(a) and (b) of Form 8-K. The Company had previously indicated in the Original 8-K that such financial statements and pro forma financial information would be provided not later than 71 calendar days after the date on which the Original 8-K was required to be filed. This Current Report on Form 8-K/A should be read in conjunction with the Original 8-K. Except as set forth herein, no modifications have been made to information contained in the Original 8-K.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The audited combined balance sheet of the OTC Wellness Business (a portion of the operations of Foundation Consumer Brands, LLC) as of December 31, 2025, the audited combined statements of operations, changes in net parent investment and cash flows for the year ended December 31, 2025, the notes related thereto and the related independent auditor’s report of Ernst & Young LLP, as required by Item 9.01(a) of Form 8-K, are filed as Exhibit 99.1 hereto and are incorporated herein by reference.

The unaudited condensed combined balance sheets of the OTC Wellness Business (a portion of the operations of Foundation Consumer Brands, LLC) as of March 31, 2026 and December 31, 2025 and the unaudited condensed combined statements of operations, changes in net parent investment and cashflows for the three months ended March 31, 2026 and 2025, with the related notes thereto, as required by Item 9.01(a) of Form 8-K, are filed as Exhibit 99.2 hereto and incorporated herein by reference.

(b) Pro Forma Financial Information

The unaudited pro forma condensed combined balance sheet of the Company as of March 31, 2026, and the unaudited pro forma condensed combined statement of income of the Company for the year ended March 31, 2026 , as required by Item 9.01(b) of Form 8-K, are filed as Exhibit 99.3 hereto and are incorporated herein by reference.

(d) Exhibits.

Exhibit	Description
23.1	Consent of Ernst & Young LLP
99.1	Audited Combined Financial Statements of the OTC Wellness Business (A portion of the operations of Foundation Consumer Brands, LLC) as of and for the year ended December 31, 2025
99.2	Unaudited Condensed Combined Financial Statements of the OTC Wellness Business (a portion of the operations of Foundation Consumer Brands, LLC) as of December 31, 2025 and March 31, 2026 and for the three months ended March 31, 2026
99.3	Unaudited Pro Forma Condensed Combined Balance Sheet of the Company as of March 31, 2026 and Unaudited Pro Forma Condensed Combined Statement of Income of the Company for the year ended March 31, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 30, 2026

PRESTIGE CONSUMER HEALTHCARE INC.

By: /s/ Christine Sacco

Christine Sacco

Chief Financial Officer & Chief Operating Officer

Exhibit 23.1

Consent of Independent Auditors

We consent to the incorporation by reference in the following Registration Statements of Prestige Consumer Healthcare Inc.:

(1) Registration Statement (Form S-8 No. 333-240329)
(2) Registration Statement (Form S-8 No. 333-198443)
(3) Registration Statement (Form S-8 No. 333-123487)

of our report dated May 5, 2026, relating to the combined financial statements of the OTC Wellness Business (A portion of certain operations of Foundation Consumer Brands, LLC) as of and for the year ended December 31, 2025 appearing in this Current Report on Form 8-K/A of Prestige Consumer Healthcare Inc.

Ernst & Young LLP

Iselin, New Jersey

June 29, 2026

Exhibit 99.1

Combined Financial Statements

The OTC Wellness Business
(A Portion of Certain Operations of FCB)
Year Ended December 31, 2025
With Report of Independent Auditors

The better the question.
The better the answer.
The better the world works.

EY
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The OTC Wellness Business
(A Portion of Certain Operations of FCB)

Combined Financial Statements

Year Ended December 31, 2025

Contents

2604-12029-CS

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Report of Independent Auditor

The Members and the Board of Directors
OTC Wellness Business (A Portion of Certain Operations of FCB)

Opinion

We have audited the combined financial statements of The OTC Wellness Business (A Portion of Certain Operations of FCB) (the Company), which comprise the combined balance sheet as of December 31 2025, and the related combined statements of operations, changes in net parent investment and cash flows for the year then ended, and the related notes (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2025, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

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In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free of material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

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We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Ernst + Young LLP

May 5, 2026

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The OTC Wellness Business
(A Portion of Certain Operations of FCB)

Combined Balance Sheet
(In Thousands)

Year Ended December 31, 2025

Assets		
Current assets:		
Accounts receivable, net	$	40,646
Inventories, net		17,525
Prepaid expenses and other current assets		1,359
Total current assets		59,530
Intangible assets, net		335,648
Goodwill		151,503
Total assets	$	546,681
Liabilities and net parent investment		
Current liabilities:		
Accounts payable	$	9,796
Accrued liabilities		6,154
Total current liabilities		15,950
Total liabilities		15,950
Commitments and contingencies (*Note 9*)		
Net parent investment		530,731
Total liabilities and net parent investment	$	546,681

See accompanying notes.

The OTC Wellness Business
(A Portion of Certain Operations of FCB)

Combined Statement of Operations
(In Thousands)

Year Ended December 31, 2025

Revenues:	
Gross sales	$ 236,995
Sales allowances, returns, and discounts	42,133
Net sales	194,862
Cost of sales (exclusive of amortization expense shown separately below)	50,251
Operating expenses:	
Advertising and promotions	35,931
Selling, general, and administrative	18,499
Other expenses	431
Amortization expense	29,466
Income from operations	60,284
Net income	$ 60,284

See accompanying notes.

The OTC Wellness Business
(A Portion of Certain Operations of FCB)

Combined Statement of Changes in Net Parent Investment
(In Thousands)

Year Ended December 31, 2025

	Total Net Parent Investment
Balance, January 1, 2025	$ 551,911
Net income	60,284
Stock-based compensation expense	288
Net transfers to parent	(81,752)
Balance, December 31, 2025	$ 530,731

See accompanying notes.

The OTC Wellness Business
(A Portion of Certain Operations of FCB)

Combined Statement of Cashflows
(In Thousands)

Year Ended December 31, 2025

Operating activities		
Net income	$	60,284
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation expense		288
Amortization expense		29,466
Provision for doubtful accounts		193
Changes in operating assets and liabilities:		
Accounts receivable, net		(8,890)
Inventories, net		(1,554)
Prepaid expenses and other current assets		(994)
Accounts payable		1,539
Accrued liabilities		1,420
Net cash provided by operating activities		81,752
Financing activities		
Net transfers (to) from parent		(81,752)
Net cash (used in) financing activities		(81,752)
Net increase in cash		–
Cash at beginning of period		–
Cash at end of period	$	–

See accompanying notes.

1. Organization, Description of the Transaction, and Basis of Presentation

Organization, Nature of Operations and Description of the Transaction

The accompanying combined financial statements of Foundation Consumer Brands LLC's ("FCB") Over-the-Counter ("OTC") Wellness Business (the "OTC Wellness Business" or the "Business"), reflects the historical operations of all FCB brands and related products, except for FCB's OTC Women's Health ("WH") brands, including Plan B, Take Action and Aftera. The OTC Wellness Business includes inventory, know-how, trade secrets, trademarks, and related rights, documents, materials, business records, data and contracts that are used or held for the manufacture and sale of products sold within the OTC Wellness Business, representing a portion of certain operations of FCB. The OTC Wellness Business operates a commercial-stage over-the-counter consumer health business in the United States and international focused on established, widely-recognized wellness brands across the asthma relief, nasal congestion, topical pain and itch, cough and cold relief and low-dose aspirin categories. The OTC Wellness Business is comprised of the following brands: Breathe Right, Dimetapp, Anbesol, Alavert, Primatene, Dristan, FiberCon, Campho-Phenique, St. Joe's Low Dose Aspirin and Bronkaid. The OTC Wellness Business markets and sells over-the-counter health care products primarily through food, drug, mass, and wholesale channels of distribution. The OTC Wellness Business outsources its warehousing and distributions operations and employs contracted manufacturers to produce its products.

On March 19, 2026, FCB and Prestige Consumer Healthcare ("PCH") entered into an asset purchase agreement ("APA") for PCH to acquire all the brands that make up the OTC Wellness Business of FCB "(the Transaction").

Basis of Presentation

The OTC Wellness Business has historically operated as a part of FCB and not as a standalone company. FCB is a wholly owned subsidiary of Breathe Consumer Healthcare TopCo, LLC ("TopCo"). The brands included in the OTC Wellness Business were not historically in their own legal entity and comprise brands from multiple different legal entities that have never been presented on a separate consolidated basis. As a result, management believes that showing combined financial statements of the brands that will be acquired by PCH is the most accurate and reasonable method for preparing these financial statements. The combined financial statements are intended to present the historical financial position and results of operations of the OTC Wellness

1. Organization, Description of the Transaction, and Basis of Presentation (continued)

Business on a standalone basis, and are not intended to mirror the legal transfer of assets and liabilities at closing under the APA. As such, certain working capital balances (including accounts receivable and accounts payable) are reflected for historical presentation purposes, notwithstanding their exclusion from the transaction perimeter.

The combined financial statements have been derived from the consolidated financial statements and accounting records of FCB, including the historical cost basis of assets and liabilities comprising the Business, as well as the historical revenues, direct costs, and allocations of indirect costs attributable to the operations of the Business, using the historical accounting policies applied by FCB. The combined financial statements reflect all costs of doing business in accordance with Staff Accounting Bulletin Topic 1.B.1, including costs incurred by the parent on behalf of the OTC Wellness Business. However, amounts recognized by the OTC Wellness Business are not necessarily representative of the amounts that would have been reflected in the financial statements had the OTC Wellness Business operated independently of FCB, nor are they necessarily indicative of the OTC Wellness Business' future results of operations, financial position, or cash flows. There are certain assets and liabilities that are legally owned by FCB and will not be transferred in the Transaction, but were historically utilized by the OTC Wellness Business. These assets and liabilities have been excluded from the combined balance sheet, but a reasonable allocation of the expense associated with the use of those assets and liabilities has been included in the combined statement of operations.

The combined financial statements have been prepared in conformity with the accounting principles generally accepted in the United States of America ("GAAP") and the rules and regulations of the United States Securities and Exchange Commission ("SEC"). Since the Business has no items of other comprehensive income (loss), comprehensive income is equal to net income.

The combined statement of financial position reflect all of the assets and liabilities of FCB that are specifically identifiable as being directly attributable to the Business, including net parent investment as a component of equity. Net parent investment is shown in lieu of stockholders' equity in the combined financial statements. Net parent investment represents the cumulative investment by FCB in the OTC Wellness Business through the dates presented, inclusive of operating results. All transactions between the OTC Wellness Business and FCB are considered to be effectively settled in the combined financial statements at the time the transaction is recorded. The effects of the settlement of these transactions between the OTC Wellness Business and FCB

1. Organization, Description of the Transaction, and Basis of Presentation (continued)

and TopCo are reflected in the combined statement of cash flows as "Net transfers from parent" within financing activities and in the combined balance sheet and combined statement of changes in net parent investment as "Net parent investment."

Historically, the OTC Wellness Business was dependent upon FCB for all of its working capital and financing requirements, as FCB uses a centralized approach to cash management and financing its operations. There were no cash amounts specifically attributable to the OTC Wellness Business for the historical period presented; therefore, cash and cash equivalents are not included in the combined financial statements. Financing transactions related to FCB are accounted for as a component of net parent investment in the combined balance sheet and as a financing activity on the accompanying combined statement of cash flows.

The financial statements of the OTC Wellness Business include the assets, liabilities, revenue, and expenses of FCB that management has determined are specifically identifiable to the OTC Wellness Business, such as those related to accounts receivable, inventories, intangible assets, and accounts payable. The combined financial statements of the OTC Wellness Business also include an allocation of corporate expenses that are not directly attributable to the operations of the OTC Wellness Business. These corporate expenses represent shared costs of FCB that have been allocated to the OTC Wellness Business based on a systematic and rational methodology and are reflected as expenses in these combined financial statements. These costs reflect all costs of doing business, including costs incurred by the parent on behalf of the OTC Wellness Business. These amounts include, but are not limited to, items such as general management and executive oversight, costs to support the OTC Wellness Business' information technology infrastructure, facilities, compliance, human resources, legal and finance functions, risk management, and stock-based compensation administration, all of which support the operations of FCB as a whole. Corporate expense allocations are generally allocated to the OTC Wellness Business based on proportional cost allocation methods using headcount and percentage of revenue of the OTC Wellness Business compared to total FCB revenue, as applicable, which are considered to be reasonable reflections of the utilization of services provided or benefit received by the OTC Wellness Business during the period presented. Total corporate expense allocations in selling general and administrative and other expenses, net were $10,618 and $431, respectively, during the year ended December 31, 2025.

1. Organization, Description of the Transaction, and Basis of Presentation (continued)

Management considers the allocation methodologies used to be reasonable and appropriate reflections of the related expenses attributable to the OTC Wellness Business for purposes of the combined financial statements; however, the expenses reflected in these financial statements may not be indicative of the actual expenses that would have been incurred during the period presented if the OTC Wellness Business had operated as a standalone entity. In addition, the expenses reflected in the combined financial statements may not be indicative of expenses that will be incurred in the future by the OTC Wellness Business.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of the OTC Wellness Business' combined financial statements in accordance with GAAP requires the OTC Wellness Business to make estimates, judgments and assumptions that may affect the reported amounts of assets, liabilities, revenues, and expenses and the related disclosure of contingent assets and liabilities. On an ongoing basis, the OTC Wellness Business evaluates its estimates and judgments and methodologies, including but not limited to, those related to allocations of revenue, expenses, assets and liabilities from FCB's historical financials to the OTC Wellness Business, the impairment of long-lived assets, allowance for cash discounts, net realizable value of inventory, allowances for expected credit losses, stock-based compensation and variable consideration. The OTC Wellness Business bases its estimates on historical experience of FCB and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions.

Accounts Receivable

The OTC Wellness Business' accounts receivable includes amounts due from customers. The OTC Wellness Business records an allowance for cash discounts based on actual customer experience. The OTC Wellness Business maintains an allowance for estimated losses resulting from the inability of its customers to make required payments. The OTC Wellness Business estimates uncollectible amounts based upon current customer receivable balances, the age of customer receivable balances, the customer's financial condition, and current economic trends. The Business

(In Thousands)

2. Summary of Significant Accounting Policies (continued)

also assesses whether an allowance for expected credit losses may be required. Recoveries of accounts receivable previously written off are recorded when cash is received, and have been immaterial to date. Accounts receivable consisted of the following:

	December 31, 2025
Accounts receivable from customers	$ 41,384
Provision for doubtful accounts	(193)
Allowance for cash discounts	(545)
Accounts receivable, net	$ 40,646

A rollforward of the provision for doubtful accounts is as follows:

	December 31, 2025
Beginning balance – January 1, 2025	$ –
Current year provision	193
Ending balance – December 31, 2025	$ 193

Inventories

Inventories consist of purchased finished goods, raw materials, and work-in-process, all of which are stated at the lower of cost or net realizable value. The Business uses first-in, first-out ("FIFO") as an inventory costing method. Consideration is given to obsolescence, excessive levels, and other factors in determining net realizable value. Markdowns to estimated net realizable values establish a new cost basis for inventories. As of December 31, 2025, there was $307 for excess and obsolete inventory.

2. Summary of Significant Accounting Policies (continued)

Goodwill

Goodwill reflects the cost in excess of the fair value of the net assets acquired in purchase transactions. Goodwill is tested annually at year-end for impairment and is tested more frequently if events and circumstances indicate that the asset might be impaired. The OTC Wellness Business is comprised of one reporting unit and evaluates the goodwill for the OTC Wellness Business as a whole. The Business first assesses qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of the reporting unit is less than its carrying amount. The more-likely-than-not threshold is defined as having a likelihood of more than 50%. If the entity concludes that the fair value of the reporting unit is more likely than not less than its carrying value based on the qualitative assessment, the entity is required to perform a quantitative test. The Business assesses its goodwill annually on October 1.

The goodwill included in the combined financial statements for was attributed using specific identification.

The Business performed its annual impairment assessment using the qualitative assessment for the year ended December 31, 2025 and determined that it was not more likely than not that the fair value of reporting unit is less than its carrying amount.

Intangible Assets

Intangible assets were recognized in connection with the purchase of over-the-counter pharmaceutical brands and include brands. Intangible assets are presented net of accumulated amortization and are amortized on a straight-line basis over the estimate useful lives, ranging from 15 to 25 years.

Impairment of Long-Lived Assets

The Business reviews long-lived assets, which include definite-lived intangible assets, for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. Recoverability of assets is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows

2. Summary of Significant Accounting Policies (continued)

expected to be generated by the asset. If the carrying amount of the asset exceeds its estimated future undiscounted cash flows, an impairment charge is recognized for the amount by which the carrying value of the asset exceeds the fair value of the asset. No indicators of impairment were noted during the year ended December 31, 2025.

Fair Value Measurements

The accounting standard for fair value measurements establishes a framework for measuring fair value that is based on the inputs market participants use to determine the fair value of an asset or liability and establishes a fair value hierarchy to prioritize those inputs. The fair value hierarchy is as follows:

Level 1—Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2—Quoted prices in markets that are not active or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3—Prices or valuation models that require inputs that are both significant to the fair value measurement and less observable for objective sources (i.e., supported by little or no market activity).

The fair value hierarchy requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Observable inputs are obtained from independent sources and can be validated by a third party, whereas unobservable inputs reflect assumptions a third party would use in pricing an asset or liability based on the best information available under the circumstances. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The OTC Wellness Business's assessment of the significance of a particular input to the fair value measurement requires judgment, which may affect the valuation of the assets and liabilities and their placement within the fair value hierarchy levels. The OTC Wellness Business considers active markets as those in which transactions for the assets or liabilities occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

2. Summary of Significant Accounting Policies (continued)

The carrying values of accounts receivable, accounts payable and accrued liabilities approximate fair value due to the short-term maturity of those instruments.

Revenue Recognition

The OTC Wellness Business recognized revenue in accordance with Financial Accounting Standards Board ("FASB") Account Standards Codification Topic 606, *Revenue from Contracts with Customers*, which provides a five-step model for recognizing revenue from contracts with customers as follows:

- Identify the contract with a customer
- Identify the performance obligations in the contract
- Determine the transaction price
- Allocate the transaction price to the performance obligations in the contract
- Recognize revenue when or as performance obligations are satisfied

Sales of the OTC Wellness Business' products are subject to economic conditions and may fluctuate based on changes in the industry, trade policies, and financial markets. Revenue from the sale of the OTC Wellness Business' products is recognized at a point in time, upon transfer of control to the customer, which is typically upon delivery to the customer. The OTC Wellness Business has elected to treat shipping and handling activities related to contracts with customers as costs to fulfill the promise to transfer the associated product and not as a separate performance obligation.

The transaction price is the amount of consideration to which the OTC Wellness Business expects to be entitled in exchange for transferring goods to the customer. Revenue is recorded based on the transaction price, which includes fixed consideration and estimates of variable consideration. The amount of variable consideration included in the transaction price is constrained and is included only to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

2. Summary of Significant Accounting Policies (continued)

Variable consideration is estimated as follows:

Early Payment Discounts

Customers generally receive a discount of 2% if they pay an invoice within 30 to 60 days. The OTC Wellness Business estimates the amount of variable consideration using the expected value method using its estimate of early payment discounts based upon review of specific transactions, historical experience, and market and economic conditions.

Rights of Return

Variable consideration for rights of return is estimated using the expected value method based on review of specific transactions, historical experience, and market and economic conditions. The OTC Wellness Business has not recorded an asset for the right to recover returned product as the returned product is not typically able to be resold.

Promotional Incentives

The OTC Wellness Business negotiates various promotional incentive programs with its customers that result in deductions on payments received by the OTC Wellness Business. The OTC Wellness Business estimates the amount of variable consideration using the expected value method using its estimate of promotional incentive deductions based upon review of specific transactions, agreements, historical experience, and market and economic conditions.

Coupons

The OTC Wellness Business issues various coupons for its products when selling to retail customers and estimates redemption amounts based upon historical experience and market and economic conditions. Actual and expected coupon redemption amounts are accounted for as a reduction of revenue.

The timing of revenue recognition generally aligns with the right to invoice the customer. The OTC Wellness Business records accounts receivable when it has the unconditional right to issue an invoice and receive payment, which is upon delivery of the product to the customer.

2. Summary of Significant Accounting Policies (continued)

The OTC Wellness Business expenses sales commissions and associated costs as incurred when the expected amortization period is one year or less, which applies to all customer contracts.

Advertising Costs

Advertising and promotion costs are charged to expense as incurred. Total advertising and promotion costs were $35.9 million for the year ended December 31, 2025.

Income Taxes

The tax provision computation is based on the separate return method. The OTC Wellness Business' parent company elected to be treated as a partnership for federal and state income tax purposes whereby all items of revenue and expenses are passed through to its members. Accordingly, no provision for income taxes is included in the accompanying combined financial statements.

Shipping and Handling Costs

Expenditures for shipping and handling costs are included in selling, general, and administrative expenses on the consolidated statement of comprehensive income. Total shipping and handling costs were $2.8 million for the year ended December 31, 2025.

Stock-Based Compensation Expense

Certain employees of the OTC Wellness Business and FCB employees that provide direct support to the OTC Wellness Business participate in TopCo's stock-based compensation plans. Stock-based compensation cost is measured at the grant date, based on the fair value of the award, and is recognized as expense over the vesting period of the equity award grant. Certain TopCo stock-based awards contain both service and performance-based conditions. The compensation cost for the awards is amortized over the vesting period on a straight-line basis. Forfeitures are accounted for as they occur. See Note 10.

2. Summary of Significant Accounting Policies (continued)

Recently Issued Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the FASB or other standard-setting bodies that are adopted by the OTC Wellness Business as of the specified effective date. Unless otherwise discussed, the OTC Wellness Business believes that the impact of recently issued standards that are not yet effective will not have a material impact on its financial position or results of operations upon adoption.

3. Inventories

Inventories comprise the following:

	December 31, 2025
Finished goods	$ 16,048
Work-in-process	1,477
Total	$ 17,525

4. Goodwill and Intangible Assets

Goodwill

The changes in the carrying amount of goodwill are as follows:

	December 31, 2025
Balance, beginning of year	$ 151,503
Acquisition/impairment	–
Total	$ 151,503

(In Thousands)

4. Goodwill and Intangible Assets (continued)

Intangible Assets

Intangible assets consisted of the following as of December 31, 2025:

	Weighted Average Useful Life	Cost	Accumulated Amortization	Net Book Value
Brands	17.4 years	$ 488,600	$ (152,952)	$ 335,648

Amortization expense for the year ended December 31, 2025 was $29,466. The following table provides future amortization expenses related to the intangible assets:

For the year ended December 31:	
2026	$ 29,466
2027	29,466
2028	29,466
2029	29,466
2030	29,466
Thereafter	188,318
	$ 335,648

5. Accrued Liabilities

Accrued liabilities consist of the following:

	December 31, 2025
Trade allowances	$ 4,506
Returns and unsalable	635
Accrued markdowns	556
Other	457
	$ 6,154

(In Thousands)

6. Revenue

The disaggregation of net sales by geography was as follows:

	For The Year Ended December 31, 2025
United States	$ 185,638
Rest of World	51,358
	$ 236,995

7. Concentrations of Risk

Three customers represented approximately 15%, 14% and 12% of gross sales for the year ended December 31, 2025, and one customer represented approximately 22% of accounts receivable as of December 31, 2025. Credit losses relating to these customers have been minimal.

8. Related-Party Transactions

On January 1, 2021, FCB entered into advisory agreements with two affiliates that will provide consulting and advisory services to the Business, of which certain services applied to the OTC Wellness Business. A summary of payments to affiliates that were allocated to the OTC Wellness Business, which are recorded in other expenses, net are shown in the table below:

	As of December 31, 2025
Affiliate 1	
Amount paid	$ 426
Affiliate 2	
Amount paid	$ 64

9. Commitments and Contingencies

The OTC Wellness Business, from time to time, may be involved with lawsuits arising in the ordinary course of business. In the opinion of the OTC Wellness Business' management, any liability resulting from such litigation would not be material in relation to the OTC Wellness Business' combined financial position, results of operations and cash flows. At December 31, 2025, there is no pending or threatened litigation against FCB that is related to the operations of the OTC Wellness Business or employees. FCB has entered into various contract manufacturing agreements with third parties for manufacturing services related to the brands included in the OTC Wellness Business. As of December 31, 2025, OTC Wellness Business have any enforceable or legally binding purchase obligations.

10. Stock-Based Compensation Expense

Certain employees of FCB that directly and solely support the OTC Wellness Business participate in TopCo's stock-based compensation plans. Compensation expense includes all stock-based compensation expenses associated with FCB employees that directly and solely support the OTC Wellness Business and an allocation of stock-based compensation expense associated with executives of FCB that provided support to the OTC Wellness Business. Stock-based compensation expense associated with executives of FCB that provide support to the OTC Wellness Business has been allocated based on a percentage of sales. For the year ended December 31, 2025, the OTC Wellness Business recognized stock-based compensation expense of $288. The amounts reflected in the combined financial statements are not necessarily indicative of future stock-based compensation and do not necessarily reflect the amount that the OTC Wellness Business would have issued as an independent company for the period presented.

TopCo has stock-based compensation plans which provide for the issuance of Profit Interest units (PI Units) and Operating Units (Units).

Incentive Equity Plan

TopCo has an Incentive Equity Plan for the issuance of PI units, which constitute an interest in TopCo's profits and losses and are made up of Service Units and Value Units. These units are nonvoting units and the contracts do not expire.

(In Thousands)

10. Stock-Based Compensation Expense (continued)

Service Units

Service units have a service condition and cliff vest in four equal tranches at the end of each year over a four-year period. The Business recognized a de minimis amount of expense related to the Service Units under the Incentive Equity Plan for the year ended December 31, 2025. The following table summarizes the service units activity for the year ended December 31, 2025, related to those awards for employees who were solely and directly supporting the OTC Wellness Business:

	Service Units	Average Grant Date Fair Value
Unvested service units at January 1, 2025	247	$ 34.81
Granted	–	–
Vested	247	34.81
Forfeited	–	–
Unvested service units at December 31, 2025	–	$ –

Value Units

Value units are liability classified and TopCo has elected to use intrinsic value to recognize compensation expense related to Value Units granted. Value Units only vest on a distribution or exit event as defined in the Third Amended and Restated Limited Liability Company Agreement of TopCo and on the achievement of certain IRR and Net Return Multiple hurdles on the occurrence of a distribution or an exit event. The Value Units will be measured at intrinsic value on the grant date and remeasured at each subsequent reporting period. Value Units are subject to a performance condition that management has concluded was not probable of occurring at December 31, 2025. Therefore, no compensation expense or related liability has been recognized and recognition will be deferred until the performance condition becomes probable. Through December 31, 2025, 5,931 Value Units were granted to FCB employees who solely and directly support the OTC Wellness Business, with none vested at December 31, 2025. There were no value units granted during the year ended December 31, 2025.

(In Thousands)

10. Stock-Based Compensation Expense (continued)

SPV Unit Grant Plan

Certain employees of TopCo are eligible to participate in the SPV Unit Grant Plan. Under the terms of this plan, senior and executive management can be granted Units of Foundation Holdings, LLC. Vested PI Units may receive distributions on an exit event and the occurrence of a return threshold of Common Unit cash outflows in accordance with the terms of the TopCo's LLC Operating Agreement. These are nonvoting units.

Match Units

During the year ended December 31, 2025, a total of 104 Match Units with a weighted average grant date fair value of $287.64 were granted. All units vested on the grant date. There were no units forfeited during the year ended December 31, 2025. The Company recognized $30 of expense during the year ended December 31, 2025.

Service Units

Service units have a service condition and cliff vest in four equal tranches at the end of each year over a four-year period. The Business recognized $257 of expense related to the Service Units for the year ended December 31, 2025. The Business will recognize $938 in expense over a weighted average period of 2.63 years. The following table summarizes the service units activity for the year ended December 31, 2025, related to those awards for employees who were solely and directly supporting the OTC Wellness Business:

	Service Units	Average Grant Date Fair Value
Unvested service units at January 1, 2025	691	$ 77.29
Granted	11,829	96.18
Vested	691	77.29
Forfeited	–	–
Unvested service units at December 31, 2025	11,829	$ 96.18

(In Thousands)

10. Stock-Based Compensation Expense (continued)

The assumptions used to determine the fair value of the service units granted to employees and directors were as follows, presented on a weighted average basis:

	2025
Risk-free interest rate	3.90% – 4.43%
Expected term (in years)	6.25
Expected volatility	20.23% – 22.97%
Expected dividend yield	–%

Value Units

Value units are liability classified and TopCo has elected to use intrinsic value to recognize compensation expense related to Value Units granted. Value Units only vest on a distribution or exit event as defined in the Third Amended and Restated Limited Liability Company Agreement of TopCo and on the achievement of certain IRR and Net Return Multiple hurdles on the occurrence of a distribution or an exit event. The Value Units will be measured at intrinsic value on the grant date and remeasured at each subsequent reporting period. Value Units are subject to a performance condition that management has concluded was not probable of occurring at December 31, 2025. Therefore, no compensation expense or related liability has been recognized and recognition will be deferred until the performance condition becomes probable. Through December 31, 2025, 29,185 Value Units were granted to FCB employees who solely and directly support the OTC Wellness Business, of which 23,657 were granted during the year ended December 31, 2025, with none vested at December 31, 2025.

11. Subsequent Events

The OTC Wellness Business has evaluated subsequent events from the carve-out combined balance sheet date through May 5, 2026, the date at which the financial statements were available to be issued and noted that not additional disclosures were provided that were not already disclosed elsewhere in the financial statements.

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Exhibit 99.2

CONDENSED COMBINED FINANCIAL STATEMENTS

The OTC Wellness Business
(A Portion of Certain Operations of FCB)
Three Months Ended March 31, 2026
With Report of Independent Auditors

The better the question.
The better the answer.
The better the world works.

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The OTC Wellness Business
(A Portion of Certain Operations of FCB)

Condensed Combined Financial Statements

Three Months Ended March 31, 2026

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Review Report of Independent Auditors

The Members and the Board of Directors
OTC Wellness Business (A Portion of Certain Operations of FCB)

Results of Review of Condensed Interim Financial Information

We have reviewed the condensed combined financial statements of OTC Wellness Business (the Company), which comprise the condensed combined balance sheet as of March 31, 2026, and the related condensed combined statements of operations, changes in net parent investment, and cash flows for the three-month periods ended March 31, 2026 and 2025, and the related notes (collectively referred to as the “condensed interim financial information”).

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying condensed interim financial information for it to be in accordance with accounting principles generally accepted in the United States of America.

Basis for Review Results

We conducted our reviews in accordance with auditing standards generally accepted in the United States of America (GAAS) applicable to reviews of condensed interim financial information. A review of condensed interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. A review of condensed interim financial information is substantially less in scope than an audit conducted in accordance with GAAS, the objective of which is an expression of an opinion regarding the financial information as a whole, and accordingly, we do not express such an opinion. We are required to be independent of the Company and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our review. We believe that the results of the review procedures provide a reasonable basis for our conclusion..

Responsibilities of Management for the Condensed Interim Financial Information

Management is responsible for the preparation and fair presentation of the condensed interim financial information in accordance with accounting principles generally accepted in the United States of America and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of condensed interim financial information that is free from material misstatement, whether due to fraud or error.

A member firm of Ernst & Young Global Limited

Report on Condensed Balance Sheet as of December 31, 2025

We have previously audited, in accordance with auditing standards generally accepted in the United States of America, the combined balance sheet as of December 31, 2025, and the related combined statements of operations, changes in net parent investment and cash flows for the year then ended (not presented herein); and we expressed an unmodified audit opinion on those audited combined financial statements in our report dated May 5, 2026. In our opinion, the accompanying condensed combined balance sheet of the Company as of March 31, 2026, is consistent, in all material respects, with the audited combined financial statements from which it has been derived.

Ernst & Young LLP

May 21, 2026

A member firm of Ernst & Young Global Limited

The OTC Wellness Business
(A Portion of Certain Operations of FCB)

Condensed Combined Balance Sheets
(In Thousands)

	March 31, 2026	December 31, 2025
Assets		
Current assets:		
Accounts receivable, net	$ 46,834	$ 40,646
Inventories, net	14,543	17,525
Prepaid expenses and other current assets	1,083	1,359
Total current assets	62,460	59,530
Intangible assets, net	328,281	335,648
Goodwill	151,503	151,503
Total assets	$ 542,244	$ 546,681
Liabilities and net parent investment		
Current liabilities:		
Accounts payable	$ 8,119	$ 9,796
Accrued liabilities	7,924	6,154
Total current liabilities	16,043	15,950
Total liabilities	16,043	15,950
Commitments and contingencies (*Note 8*)		
Net parent investment	526,201	530,731
Total liabilities and net parent investment	$ 542,244	$ 546,681

See accompanying notes.

The OTC Wellness Business
(A Portion of Certain Operations of FCB)

Condensed Combined Statements of Operations
(In Thousands)

	Three months ended March 31, 2026	2025
Revenues:		
Gross sales	$ 64,101	$ 61,058
Sales allowances, returns, and discounts	12,445	10,595
Net sales	51,656	50,463
Cost of sales (exclusive of amortization expense shown separately below)	13,659	13,131
Operating expenses:		
Advertising and promotions	12,649	10,153
Selling, general, and administrative	5,137	4,836
Other expenses	204	215
Amortization expense	7,367	7,367
Income from operations	12,640	14,761
Net income	$ 12,640	$ 14,761

See accompanying notes.

The OTC Wellness Business
(A Portion of Certain Operations of FCB)

Condensed Combined Statements of Changes in Net Parent Investment
(In Thousands)

	Total Net Parent Investment
Balance, January 1, 2025	$ 551,911
Net income	14,761
Stock-based compensation expense	72
Net transfers to parent	(15,253)
Balance, March 31, 2025	$ 551,491

	Total Net Parent Investment
Balance, January 1, 2026	$ 530,731
Net income	12,640
Stock-based compensation expense	81
Net transfers to parent	(17,251)
Balance, March 31, 2026	$ 526,201

See accompanying notes.

The OTC Wellness Business
(A Portion of Certain Operations of FCB)

Condensed Combined Statements of Cashflows
(In Thousands)

	The three months ended March 31, 2026	The three months ended March 31, 2025
Operating activities		
Net income	$ 12,640	$ 14,761
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation expense	81	72
Amortization expense	7,367	7,367
Provision for doubtful accounts	-	(69)
Changes in operating assets and liabilities:		
Accounts receivable, net	(6,188)	(9,494)
Inventories, net	2,982	381
Prepaid expenses and other current assets	276	(225)
Accounts payable	(1,677)	974
Accrued liabilities	1,770	1,486
Net cash provided by operating activities	17,251	15,253
Financing activities		
Net transfers to parent	(17,251)	(15,253)
Net cash used in financing activities	(17,251)	(15,253)
Net increase in cash	–	–
Cash at beginning of period	–	–
Cash at end of period	$ –	$ –

See accompanying notes.

1. Organization, Description of the Transaction, and Basis of Presentation

Organization, Nature of Operations and Description of the Transaction

The accompanying condensed combined financial statements of Foundation Consumer Brands LLC's ("FCB") Over-the-Counter ("OTC") Wellness Business (the "OTC Wellness Business" or the "Business"), reflects the historical operations of all FCB brands and related products, except for FCB's OTC Women's Health ("WH") brands, including Plan B, Take Action and Aftera. The OTC Wellness Business includes inventory, know-how, trade secrets, trademarks, and related rights, documents, materials, business records, data and contracts that are used or held for the manufacture and sale of products sold within the OTC Wellness Business, representing a portion of certain operations of FCB. The OTC Wellness Business operates a commercial-stage over-the-counter consumer health business in the United States and international focused on established, widely-recognized wellness brands across the asthma relief, nasal congestion, topical pain and itch, cough and cold relief and low-dose aspirin categories. The OTC Wellness Business is comprised of the following brands: Breathe Right, Dimetapp, Anbesol, Alavert, Primatene, Dristan, FiberCon, Campho-Phenique, St. Joe's Low Dose Aspirin and Bronkaid. The OTC Wellness Business markets and sells over-the-counter health care products primarily through food, drug, mass, and wholesale channels of distribution. The OTC Wellness Business outsources its warehousing and distributions operations and employs contracted manufacturers to produce its products.

On March 19, 2026, FCB and Prestige Consumer Healthcare ("PCH") entered into an asset purchase agreement ("APA") for PCH to acquire all the brands that make up the OTC Wellness Business of FCB (the "Transaction").

Basis of Presentation

The OTC Wellness Business has historically operated as a part of FCB and not as a standalone company. FCB is a wholly owned subsidiary of Breathe Consumer Healthcare TopCo, LLC ("TopCo"). The brands included in the OTC Wellness Business were not historically in their own legal entity and comprise brands from multiple different legal entities that have never been presented on a separate consolidated basis. As a result, management believes that showing

1. Organization, Description of the Transaction, and Basis of Presentation (continued)

combined financial statements of the brands that will be acquired by PCH is the most accurate and reasonable method for preparing these financial statements. The condensed combined financial statements are intended to present the historical financial position and results of operations of the OTC Wellness Business on a standalone basis, and are not intended to mirror the legal transfer of assets and liabilities at closing under the APA.

As such, certain working capital balances (including accounts receivable and accounts payable) are reflected for historical presentation purposes, notwithstanding their exclusion from the transaction perimeter.

The condensed combined financial statements have been derived from the consolidated financial statements and accounting records of FCB, including the historical cost basis of assets and liabilities comprising the Business, as well as the historical revenues, direct costs, and allocations of indirect costs attributable to the operations of the Business, using the historical accounting policies applied by FCB. The condensed combined financial statements reflect all costs of doing business in accordance with Staff Accounting Bulletin Topic 1.B.1, including costs incurred by the parent on behalf of the OTC Wellness Business. However, amounts recognized by the OTC Wellness Business are not necessarily representative of the amounts that would have been reflected in the condensed combined financial statements had the OTC Wellness Business operated independently of FCB, nor are they necessarily indicative of the OTC Wellness Business' future results of operations, financial position, or cash flows. There are certain assets and liabilities that are legally owned by FCB and will not be transferred in the Transaction, but were historically utilized by the OTC Wellness Business. These assets and liabilities have been excluded from the condensed combined balance sheet, but a reasonable allocation of the expenses associated with the use of those assets and liabilities has been included in the condensed combined statements of operations.

The condensed combined financial statements have been prepared in conformity with the accounting principles generally accepted in the United States of America ("GAAP") and the rules and regulations of the United States Securities and Exchange Commission ("SEC"). Since the Business has no items of other comprehensive income (loss), comprehensive income is equal to net income. The accompanying unaudited interim condensed combined financial statements as of March 31, 2026 and for the three months ended March 31, 2026 and 2025, are unaudited. The

1. Organization, Description of the Transaction, and Basis of Presentation (continued)

combined balance sheet as of December 31, 2025 was derived from the audited financial statements of the Business as of and for the year ended December 31, 2025. The condensed combined financial statements do not include all disclosures required by GAAP. The unaudited interim condensed combined financial statements have been prepared on a basis consistent with the audited annual financial statements of the OTC Wellness Business as of and for the year ended December 31, 2025, and, in the opinion of management, reflect all adjustments, consisting solely of normal recurring adjustments, necessary for the fair statement of the Business's condensed combined balance sheets, as of March 31, 2026, the condensed combined statements of operations for the three months ended March 31, 2026 and 2025, and the condensed combined statements of cash flows for the three months ended March 31, 2026 and 2025. The condensed combined results of operations for the three months ended March 31, 2026 are not necessarily indicative of the results to be expected for the full year ending December 31, 2026 or any other period. These unaudited interim condensed combined financial statements should be read in conjunction with the OTC Wellness Business' audited combined financial statements.

The condensed combined statements of financial position reflect all of the assets and liabilities of FCB that are specifically identifiable as being directly attributable to the Business, including net parent investment as a component of equity. Net parent investment is shown in lieu of stockholders' equity in the condensed combined financial statements. Net parent investment represents the cumulative investment by FCB in the OTC Wellness Business through the dates presented, inclusive of operating results. All transactions between the OTC Wellness Business and FCB are considered to be effectively settled in the condensed combined financial statements at the time the transaction is recorded. The effects of the settlement of these transactions between the OTC Wellness Business and FCB and TopCo are reflected in the condensed combined statements of cash flows as "Net transfers from parent" within financing activities and in the condensed combined balance sheets and condensed combined statements of changes in net parent investment as "Net parent investment."

Historically, the OTC Wellness Business was dependent upon FCB for all of its working capital and financing requirements, as FCB uses a centralized approach to cash management and financing its operations. There were no cash amounts specifically attributable to the OTC Wellness Business for the historical period presented; therefore, cash and cash equivalents are not included in the condensed combined financial statements. Financing transactions related to FCB are accounted for as a component of net parent investment in the condensed combined balance sheets and as a financing activity on the accompanying condensed combined statements of cash flows.

1. Organization, Description of the Transaction, and Basis of Presentation (continued)

The condensed combined financial statements of the OTC Wellness Business include the assets, liabilities, revenue, and expenses of FCB that management has determined are specifically identifiable to the OTC Wellness Business, such as those related to accounts receivable, inventories, intangible assets, and accounts payable. The condensed combined financial statements of the OTC Wellness Business also include an allocation of corporate expenses that are not directly attributable to the operations of the OTC Wellness Business. These corporate expenses represent shared costs of FCB that have been allocated to the OTC Wellness Business based on a systematic and rational methodology and are reflected as expenses in these condensed combined financial statements. These costs reflect all costs of doing business, including costs incurred by the parent on behalf of the OTC Wellness Business.

These amounts include, but are not limited to, items such as general management and executive oversight, costs to support the OTC Wellness Business' information technology infrastructure, facilities, compliance, human resources, legal and finance functions, risk management, and stock-based compensation administration, all of which support the operations of FCB as a whole. Corporate expense allocations are generally allocated to the OTC Wellness Business based on proportional cost allocation methods using headcount and percentage of revenue of the OTC Wellness Business compared to total FCB revenue, as applicable, which are considered to be reasonable reflections of the utilization of services provided or benefit received by the OTC Wellness Business during the period presented. Total corporate expense allocations in selling general and administrative were $2,854 and $2,886, for the three months ended March 31, 2026 and 2025, respectively. Total other expenses, net were $204 and $215, respectively, during the three months ended March 31, 2026 and March 31, 2025, respectively.

Management considers the allocation methodologies used to be reasonable and appropriate reflections of the related expenses attributable to the OTC Wellness Business for purposes of the condensed combined financial statements; however, the expenses reflected in these condensed combined financial statements may not be indicative of the actual expenses that would have been incurred during the period presented if the OTC Wellness Business had operated as a standalone entity. In addition, the expenses reflected in the condensed combined financial statements may not be indicative of expenses that will be incurred in the future by the OTC Wellness Business.

(In Thousands)

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of the OTC Wellness Business' condensed combined financial statements in accordance with GAAP requires the OTC Wellness Business to make estimates, judgments and assumptions that may affect the reported amounts of assets, liabilities, revenues, and expenses and the related disclosure of contingent assets and liabilities. On an ongoing basis, the OTC Wellness Business evaluates its estimates and judgments and methodologies, including but not limited to, those related to allocations of revenue, expenses, assets and liabilities from FCB's historical financials to the OTC Wellness Business, the impairment of long-lived assets, allowance for cash discounts, net realizable value of inventory, allowances for expected credit losses, stock-based compensation and variable consideration. The OTC Wellness Business bases its estimates on historical experience of FCB and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions.

Accounts Receivables

The OTC Wellness Business' accounts receivable includes amounts due from customers. The OTC Wellness Business records an allowance for cash discounts based on actual customer experience. The OTC Wellness Business maintains an allowance for estimated losses resulting from the inability of its customers to make required payments. The OTC Wellness Business estimates uncollectible amounts based upon current customer receivable balances, the age of customer receivable balances, the customer's financial condition, and current economic trends. Recoveries of accounts receivable previously written off are recorded when cash is received, and have been immaterial to date. Accounts receivable consisted of the following:

	March 31, 2026	December 31, 2025
Accounts receivable from customers	$ 47,745	$ 41,384
Provision for doubtful accounts	(193)	(193)
Allowance for cash discounts	(718)	(545)
Accounts receivable, net	$ 46,834	$ 40,646

(In Thousands)

2. Summary of Significant Accounting Policies (continued)

A rollforward of the provision for doubtful accounts is as follows:

	March 31, 2026
Beginning balance – January 1, 2026	$ 193
Current year provision	–
Ending balance – March 31, 2026	$ 193

Advertising Costs

Advertising and promotion costs are charged to expense as incurred. Total advertising and promotion costs were $12.6 million and $10.2 million for the three months ended March 31, 2026 and 2025, respectively.

Shipping and Handling Costs

Expenditures for shipping and handling costs are included in selling, general, and administrative expenses on the condensed combined statements of operations. Total shipping and handling costs were $0.8 million and $0.8 million for the three months ended March 31, 2026 and 2025, respectively.

Stock-Based Compensation Expense

Certain employees of the OTC Wellness Business and FCB employees that provide direct support to the OTC Wellness Business participate in TopCo's stock-based compensation plans. Stock-based compensation cost is measured at the grant date, based on the fair value of the award, and is recognized as expense over the vesting period of the equity award grant. Certain TopCo stock-based awards contain both service and performance-based conditions. The compensation cost for the awards is amortized over the vesting period on a straight-line basis. Forfeitures are accounted for as they occur. For the three months ended March 31, 2026 and 2025, the OTC Wellness Business recognized stock-based compensation expense of $81 and $72, respectively. The

(In Thousands)

2. Summary of Significant Accounting Policies (continued)

amounts reflected in the condensed combined financial statements are not necessarily indicative of future stock-based compensation and do not necessarily reflect the amount that the OTC Wellness Business would have issued as an independent company for the period presented.

Recently Issued Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the FASB or other standard-setting bodies that are adopted by the OTC Wellness Business as of the specified effective date. Unless otherwise discussed, the OTC Wellness Business believes that the impact of recently issued standards that are not yet effective will not have a material impact on its financial position or results of operations upon adoption.

3. Inventories

Inventories comprise the following:

	March 31, 2026	December 31, 2025
Finished goods	$ 12,540	$ 16,048
Work-in-process	2,004	1,477
Total	$ 14,543	$ 17,525

As of March 31, 2026 and December 31, 2025, respectively, there was $312 and $307 reserved for excess and obsolete inventory.

(In Thousands)

4. Accrued Liabilities

Accrued liabilities consist of the following:

	March 31, 2026	December 31, 2025
Trade allowances	$ 6,285	$ 4,506
Returns and unsalable	253	635
Accrued markdowns	556	556
Other	830	457
	$ 7,924	$ 6,154

5. Revenue

The disaggregation of net sales by geography was as follows:

	Three months ended March 31, 2026	2025
United States	$ 49,162	$ 50,058
Rest of World	14,939	11,000
	$ `64,101	$ 61,058

6. Concentrations of Risk

Three customer represented approximately 16%, 15% and 13% of gross sales for the three months ended March 31, 2026. For the three months ended March 31, 2025, three customers represented approximately 16%, 15% and 14% of gross sales. Two customers represented approximately 19% and 19% of accounts receivable as of March 31, 2026. As of December 31, 2025, one customer represented approximately 22% of accounts receivable. Credit losses relating to these customers have been minimal.

(In Thousands)

7. Related-Party Transactions

On January 1, 2021, FCB entered into advisory agreements with two affiliates that will provide consulting and advisory services to the Business, of which certain services applied to the OTC Wellness Business. A summary of payments to affiliates that were allocated to the OTC Wellness Business, which are recorded in other expenses, net are shown in the table below:

	Three months ended March 31,	
	2026	**2025**
Affiliate 1		
Amount paid	$ 101	$ 211
Affiliate 2		
Amount paid	$ 15	$ –

8. Commitments and Contingencies

The OTC Wellness Business, from time to time, may be involved with lawsuits arising in the ordinary course of business. In the opinion of the OTC Wellness Business' management, any liability resulting from such litigation would not be material in relation to the OTC Wellness Business' condensed combined financial position, results of operations and cash flows. At Mach 31, 2026, there is no pending or threatened litigation against FCB that is related to the operations of the OTC Wellness Business or employees. FCB has entered into various contract manufacturing agreements with third parties for manufacturing services related to the brands included in the OTC Wellness Business. As of March 31, 2026, OTC Wellness Business have any enforceable or legally binding purchase obligations.

9. Subsequent Events

The OTC Wellness Business has evaluated subsequent events from the carve-out condensed combined balance sheet date through May 21, 2026, the date at which the financial statements were available to be issued and noted that no additional disclosures were provided that were not already disclosed elsewhere in the financial statements.

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Exhibit 99.3

Prestige Consumer Healthcare Inc.

Unaudited Pro-Forma Condensed Combined Financial Information

Introduction

On June 12, 2026 (the “Closing Date”), Prestige Brands, Inc. and Medtech Products Inc., both wholly-owned subsidiaries of Prestige Consumer Healthcare Inc. (referred to herein as "Prestige", the "Company" or "we", which reference shall, unless the context requires otherwise, be deemed to refer to Prestige Consumer Healthcare Inc. and all of its direct and indirect 100% owned subsidiaries on a consolidated basis) completed the previously announced acquisition of Breathe Right® and certain other brands (the “OTC Wellness Business"), from Foundation Consumer Brands, LLC and certain of its affiliates, pursuant to an Asset Purchase Agreement, dated as of March 19, 2026 (the “Breathe Right Purchase Agreement”), for a purchase price of $1,045.0 million in cash (the “Breathe Right Acquisition”). The Breathe Right Acquisition was accounted for using the acquisition method of accounting for business combinations under the provisions of Financial Accounting Standards Board (“FASB”) Accounting Standard Codification (“ASC”) Topic 805, Business Combinations (“ASC 805”). Pursuant to the Breathe Right Purchase Agreement, the Company acquired certain assets primarily related to a portfolio of over-the-counter consumer health products.

In connection with this acquisition, on the Closing Date, the Company entered into a Term Loan Credit Agreement with a seven-year maturity. Proceeds of the term loans borrowed under the Term Loan Credit Agreement in the amount of $1,045.0 million were used to, along with cash on hand, finance the Breathe Right Acquisition and fees and expenses incurred in connection with the closing of the Term Loan Credit Agreement and the Breathe Right Acquisition. The Term Loan Credit Agreement also permits, subject to the satisfaction of certain conditions as more specifically set forth in the Term Loan Credit Agreement, a second draw (on an uncommitted basis) of term loans in an amount not to exceed $95.0 million that may be used by the Company to finance, in part, the previously announced acquisition of LaCorium Health (the “LaCorium Health Acquisition”), which is expected to close in the second quarter of fiscal 2027, together with fees and expenses incurred in connection with the LaCorium Health Acquisition. The Term Loan Credit Agreement also allows the Company to borrow additional funds under the Term Loan Credit Agreement on an uncommitted basis, subject to certain limitations and conditions set forth in the Term Loan Credit Agreement.

Term loans borrowed under the Term Loan Credit Agreement bear interest, at the option of Prestige Brands, Inc. (the “Borrower”), at a rate per annum equal to (i) Term SOFR plus 2.00% or (ii) an alternate base rate based on the highest of Citibank, N.A.’s prime rate, the overnight Federal Funds Rate plus 0.50% and Term SOFR plus 1.00%. Each of Term SOFR and the alternate base rate are subject to a floor of 0% and 1.00%, respectively.

The Term Loan Credit Agreement requires the Borrower to make quarterly amortization payments equal to 0.25% of the aggregate principal amount of the term loans made on the Closing Date, plus the aggregate principal amount of any additional term loans advanced to fund the LaCorium Health Acquisition. The Borrower is permitted to prepay all or a portion of the term loans under the Term Loan Credit Agreement at any time, subject to a 1.0% premium if the Borrower effects a certain repricing transactions (where the primary purpose thereof is to lower the all-in yield of the Term Loan Credit Agreement) prior to December 12, 2026. Borrowings under the Term Loan Credit Agreement are subject to mandatory prepayments with the net cash proceeds of certain issuances of debt, certain asset sales and other dispositions and certain casualty events, and, starting with the fiscal year ending March 31, 2028, with a portion of excess cash flow if the Company’s consolidated first lien net leverage ratio is greater than 2.75 to 1.00.

Also, on the Closing Date, the Company and the Borrower entered into Amendment No. 10 (“ABL Amendment No. 10”) to the credit agreement governing the Company’s asset-based revolving line of credit (as amended, the “ABL Credit Agreement”) originally entered into on January 31, 2012, by and among the Company, the Borrower, certain subsidiaries party thereto as guarantors, the lenders party thereto and Citibank, N.A., as the administrative agent. Among other modifications, ABL Amendment No. 10 (i) increased the aggregate commitments under the ABL Credit Agreement to $225 million and (ii) extended the maturity date of the ABL Credit Agreement to June 12, 2031, subject to a springing maturity if any other debt in an amount equal to or greater than $125 million that has a scheduled repayment before the line of credit under the ABL Credit Agreement has not been repaid within 91 days of such scheduled repayment. For purposes of the unaudited pro forma condensed combined financial information, management preliminarily determined that ABL Amendment No. 10 qualifies to be accounted for as a debt modification. The evaluation and finalization of such accounting conclusions are ongoing and subject to change, which could result in an impact to the Company’s results of operations in the future. Proceeds of borrowings under the ABL Credit Agreement may be used for the LaCorium Health Acquisition if, after giving effect to such borrowing, excess availability under the ABL Credit Agreement is no less than the greater of (A) $30,625,000 and (B) 17.5% of the lesser of (i) aggregate commitments under the ABL Credit Agreement and (ii) the borrowing base under the ABL Credit Agreement.

Basis of Pro Forma Presentation

The unaudited pro forma condensed combined statement of income for the fiscal year ended March 31, 2026 has been prepared to illustrate the effects of the Breathe Right Acquisition and related financings (collectively, the "Transactions"), as if they had occurred on April 1, 2025. The unaudited pro forma condensed combined balance sheet has been prepared to illustrate the effects of the Transactions as if they had occurred on March 31, 2026. The pro forma data has been derived from the audited financial statements of the Company for the fiscal year ended March 31, 2026, the audited combined financial statements of the OTC Wellness Business for the fiscal year ended December 31, 2025 (excluding the unaudited three month period ended March 31, 2025 for which total revenues were $50.5 million and net income was $14.8 million) and the unaudited condensed combined financial statements of the OTC Wellness Business for the three months ended March 31, 2026 (included elsewhere in this Current Report on Form 8-K/A).

The pro forma adjustments contained in the unaudited pro forma condensed combined financial information are based on the latest available information and adjustments that management believes are reasonable. These unaudited pro forma adjustments include a preliminary allocation of the purchase price of OTC Wellness Business to the assets acquired and liabilities assumed based on a preliminary valuation analysis; however, the final valuation may differ from this preliminary valuation. The actual results reported by the combined company in periods following the Transactions may differ materially from that reflected in this unaudited pro forma condensed combined financial information.

The unaudited pro forma condensed combined financial information presented herein is based on the assumptions and adjustments described in the accompanying notes. The pro forma adjustments have been prepared in accordance with Article 11 of Regulation S-X and include Transaction Accounting Adjustments that reflect the application of U.S. GAAP to the Transactions. The unaudited pro forma condensed combined financial information does not reflect any anticipated synergies or dis-synergies, operating efficiencies, or cost savings that may result from the integration costs that may be incurred. The unaudited pro forma condensed combined financial information is presented for illustrative purposes only and does not purport to represent what the financial position or results of operations would actually have been if the Transactions had occurred as of the dates indicated, nor does it purport to project the financial position or results of operations for any future periods.

The unaudited pro forma condensed combined financial information, including the notes thereto, should be read in conjunction with the historical consolidated financial statements and accompanying notes contained in the Company's Annual Report on Form 10-K for the year ended March 31, 2026, filed with the SEC on May 14, 2026, and the historical audited combined financial statements of the OTC Wellness Business for the year ended December 31, 2025 and unaudited interim condensed combined financial statements for the period ended March 31, 2026 (included elsewhere in this Current Report on Form 8-K/A).

The pro forma adjustments represent management's estimates based on information available as of the date of this Current Report on Form 8-K/A and are subject to change as additional information becomes available and additional analyses are performed.

Prestige Consumer Healthcare Inc.
Unaudited Pro Forma Condensed Combined Statement of Income
For the Year Ended March 31, 2026

(In thousands, except per share data)	Prestige Consumer Healthcare Inc.	Historical OTC Wellness Business (1)	Pro Forma Adjustments		Pro Forma Combined	
Revenues						
Net sales	$ 1,084,744	$ 196,055	$ —		$ 1,280,799	
Other revenues	3,961	—	—		3,961	
Total Revenues	1,088,705	196,055	—		1,284,760	
Cost of Sales						
Cost of sales excluding depreciation	482,794	54,157	13,408	(4a)	550,359	
Cost of sales depreciation	10,333	—	—		10,333	
Cost of sales	493,127	54,157	13,408		560,692	
Gross profit	595,578	141,898	(13,408)		724,068	
Operating Expenses						
Advertising and marketing	148,782	43,600	—		192,382	
General and administrative	116,447	10,249	11,000	(4b)	137,696	
Depreciation and amortization	20,940	29,466	(15,684)	(4c)	34,722	
Other expenses	—	420	—		420	
Total operating expenses	286,169	83,735	(4,684)		365,220	
Operating income	309,409	58,163	(8,724)		358,848	
Other expense (income)						
Interest expense, net	42,339	—	62,164	(4d)	104,503	
Other expense (income)	9,574	—	—		9,574	
Total other expense	51,913	—	62,164		114,077	
Income before income taxes	257,496	58,163	(70,888)		244,771	
Provision for income taxes	67,195	—	(3,054)	(4e)	64,141	
Net income	$ 190,301	$ 58,163	$ (67,834)		$ 180,630	
Earnings per share:						
Basic	$ 3.93				$ 3.73	(4f)
Diluted	$ 3.91				$ 3.71	(4f)
Weighted average shares outstanding:						
Basic	48,456				48,456	
Diluted	48,720				48,720	

Prestige Consumer Healthcare Inc.
Unaudited Pro Forma Condensed Combined Balance Sheet
As of March 31, 2026

(In thousands)	Prestige Consumer Healthcare Inc.	Historical OTC Wellness Business (1)	Assets and Liabilities Not Acquired (1)	Acquired OTC Wellness Business (1)	Pro Forma Adjustments		Pro Forma Combined
Assets							
Current assets							
Cash and cash equivalents	$ 63,868	$ —	$ —	$ —	$ (22,209)	(3a)	$ 41,659
Accounts receivable, net	191,920	46,834	(46,834)	—	—		191,920
Inventories	159,132	14,543	—	14,543	13,408	(3b)	187,083
Prepaid expenses and other current assets	16,564	1,083	(1,083)	—	—		16,564
Total current assets	431,484	62,460	(47,917)	14,543	(8,801)		437,226
Property, plant and equipment, net	121,689	—	—	—	—		121,689
Operating lease right-of-use assets	27,780	—	—	—	—		27,780
Finance lease right-of-use assets, net	21,776	—	—	—	—		21,776
Goodwill	581,109	151,503	(151,503)	—	82,555	(3c)	663,664
Intangible assets, net	2,299,605	328,281	(328,281)	—	947,650	(3d)	3,247,255
Other long-term assets	10,870		—	—	—		10,870
Total Assets	$ 3,494,313	$ 542,244	$ (527,701)	$ 14,543	$ 1,021,404		$ 4,530,260
Liabilities and Stockholders' Equity							
Current liabilities							
Accounts payable	$ 22,791	$ 8,119	$ (8,119)	$ —	$ —		$ 22,791
Current portion of long-term debt	—	—	—	—	10,450	(3e)	10,450
Accrued interest payable	15,578	—	—	—	—		15,578
Operating lease liabilities, current portion	6,910	—	—	—	—		6,910
Finance lease liabilities, current portion	2,656	—	—	—	—		2,656
Other accrued liabilities	72,989	7,924	(7,924)	—	11,000	(3f)	83,989
Total current liabilities	120,924	16,043	(16,043)	—	21,450		142,374
Long-term debt, net	993,953	—	—	—	1,012,341	(3e)	2,006,294
				—			
Deferred income tax liabilities	447,417	—	—	—	13,156	(3g)	460,573
Long-term operating lease liabilities, net of current portion	20,955	—	—	—	—		20,955
Long-term finance lease liabilities, net of current portion	17,968	—	—	—	—		17,968
Other long-term liabilities	5,580	—	—	—	—		5,580
Total Liabilities	1,606,797	16,043	(16,043)	—	1,046,947		2,653,744
Stockholders' Equity							
Preferred stock - $0.01 par value							
Authorized - 5,000 shares							
Issued and outstanding - None	—	—	—	—	—		—
Common stock - $0.01 par value							
Authorized - 250,000 shares							
Issued	562	—	—	—	—		562
Additional paid-in capital	608,520	526,201	(511,658)	14,543	(14,543)	(3h)	608,520
Treasury stock, at cost	(439,301)	—	—	—	—		(439,301)
Accumulated other comprehensive loss, net of tax	(28,368)	—	—	—	—		(28,368)
Retained earnings	1,746,103	—	—	—	(11,000)	(3f)	1,735,103
Total Stockholders' Equity	1,887,516	526,201	(511,658)	14,543	(25,543)		1,876,516
Total Liabilities and Stockholders' Equity	$ 3,494,313	$ 542,244	$ (527,701)	$ 14,543	$ 1,021,404		$ 4,530,260

Prestige Consumer Healthcare Inc,
Notes to Pro Forma Condensed Combined Financial Statements

1. OTC Wellness Business Historical Financial Statements

During the preparation of the unaudited pro forma condensed combined financial statements, the Company did its initial evaluation of the accounting policies of the OTC Wellness Business and discussed below certain reclassifications it deemed material and necessary to conform to the Company's presentation. Additionally, the Company does not expect that conforming any differences in revenue recognition policies would have a material impact on the timing or amount of revenue presented in the pro forma financial statements.

The financial statement line items presented in the table below reflect the historical presentation used in the OTC Wellness Business financial statements and, in certain cases, differ from the line item captions used in the unaudited pro forma condensed combined statement of income. For example, the table below presents "Cost of Sales," "Selling, general and administrative," "Amortization expense" and "Income from operations," whereas the unaudited pro forma condensed combined statement of income presents the corresponding amounts within "Cost of sales excluding depreciation," "General and administrative," "Depreciation and amortization" and "Operating income," respectively. In addition, the table below presents only "Net Sales," whereas the historical financial statements of the OTC Wellness Business included elsewhere in this Current Report on Form 8-K/A present gross sales less sales allowances, returns and discounts, which together reconcile to net sales.

				Twelve Months Ended March 31, 2026			
(In thousands)	Three Months Ended March 31, 2025 (A)	Year Ended December 31, 2025 (B)	Three Months Ended March 31, 2026 (C)	The OTC Wellness Business Before Reclassifications (B)+(C)-(A)	Reclassifications		The OTC Wellness Business After Reclassifications
Net Sales	50,463	194,862	51,656	196,055	—		196,055
Cost of Sales	13,131	50,251	13,659	50,779	3,378	(a)	54,157
Gross profit	37,332	144,611	37,997	145,276	(3,378)		141,898
Operating expenses:							
Advertising and marketing	10,153	35,931	12,649	38,427	5,173	(b)	43,600
Selling, general and administrative	4,836	18,499	5,137	18,800	(8,551)	(c)	10,249
Other expenses	215	431	204	420	—		420
Amortization expense	7,367	29,466	7,367	29,466	—		29,466
Total Operating Expenses	22,571	84,327	25,357	87,113	(3,378)		83,735
Income from operations	14,761	60,284	12,640	58,163	—		58,163
Provision for income taxes	—	—	—	—	—		—
Net Income	$ 14,761	$ 60,284	$ 12,640	$ 58,163	$ —		$ 58,163

(a) Represents the reclassification of freight expenses and sales tracking fees previously classified as selling, general and administrative expense to cost of sales due to difference in accounting policies.
(b) Represents the reclassification of broker commissions and call center costs previously classified as selling, general and administrative expense to advertising and promotions due to differences in accounting policies.
(c) See above.

The Company has a different fiscal year end, March 31, from the OTC Wellness Business, December 31. The OTC Wellness Business historical results were aligned to the Company's fiscal reporting periods so the unaudited condensed combined pro forma financial statements present the combined results on a consistent basis.

Assets and Liabilities not Acquired

Pursuant to the terms of the Breathe Right Purchase Agreement, the Company acquired certain inventory of the OTC Wellness Business. No other tangible assets were acquired and no liabilities were assumed by the Company in connection with the Breathe Right Acquisition. Accordingly, the unaudited pro forma condensed combined balance sheet reflects the acquisition of inventory, intangible assets and goodwill and does not include any pro forma adjustments to recognize additional acquired assets or assumed liabilities.

2. Preliminary Purchase Price Allocation

On June 12, 2026, Prestige completed the purchase of the OTC Wellness Business for a purchase price of $1,045.0 million. In connection with this acquisition, Prestige entered into the Term Loan Credit Agreement in the amount of $1,045.0 million, the proceeds of which were used to finance, together with cash on hand, the Breathe Right Acquisition and fees and expenses incurred in connection with the closing of the Transactions. Under the acquisition method of accounting, the total estimated cost of the Breathe Right Acquisition is allocated to the OTC Wellness Business, net of tangible and intangible assets based on their estimated fair values as of the date of completion of the acquisition. For the purposes of the unaudited condensed combined pro forma financial information, these preliminary fair values have been estimated as of March 31, 2026. Such allocation may change based on the final analysis of such fair values, and to reflect the actual date of acquisition. Based on the preliminary estimated fair values at March 31, 2026, the preliminary purchase price allocation is as follows:

(In thousands)	Amount
Allocation of purchase price	
Inventories	$ 27,951
Goodwill	82,555
Intangible assets	947,650
Deferred income tax liabilities	(13,156)
Net Assets Acquired	**$ 1,045,000**

3. Adjustments to the unaudited Pro Forma Condensed Combined Balance Sheet as of March 31, 2026

(3a) Represents the net cash paid by Prestige from cash on hand to acquire the OTC Wellness Business:

(In thousands)	Amount
Borrowings under the Term Loan Credit Agreement	$ 1,045,000
Payments made at Closing Date related to purchase of the OTC Wellness Business	(1,045,000)
Less original issue discount	(2,613)
Less debt issuance costs	(19,596)
Net decrease in cash for items paid at Closing Date	$ (22,209)

(3b) Represents the estimated step-up to fair value over historic value:

(In thousands)	Amount
Work in progress	$ 2,003
Finished goods	12,540
Inventory acquired with OTC Wellness Business	14,543
Net adjustment to inventory for step-up to fair value	13,408
Total inventory acquired	$ 27,951

The fair value was determined based on the estimated selling price of the inventory, less the remaining manufacturing and selling costs and a normal profit margin on those manufacturing and selling efforts.

(3c) Represents the adjustment to record goodwill resulting from the Breathe Right Acquisition:

(In thousands)		Amount
Purchase price of acquisition	$	1,045,000
Net assets acquired		962,445
Net adjustment to goodwill	$	82,555

Our preliminary allocation of the purchase price to the net tangible and identifiable intangible assets is based on their estimated acquisition-date fair values. The excess of purchase price over the estimated fair values of the net tangible and identifiable intangible assets acquired has been recorded as goodwill.

(3d) Represents the adjustment to reflect the preliminary acquisition accounting to recognize the identifiable intangible assets acquired in the Breathe Right Acquisition at their estimated fair values. The preliminary fair values were determined based on information currently available and are subject to change as the Company finalizes its valuation analyses. The final fair values, useful lives and resulting amortization expense may differ materially from the amounts reflected in the unaudited pro forma condensed combined financial information.

(In thousands)		Amount
Intangible assets		
Tradenames	$	183,600
Customer relationships		73,150
Finite-lived intangible assets		256,750
Indefinite-lived tradename intangible assets		690,900
Net adjustment to intangible assets	$	947,650

(3e) Represents adjustments to record the Term Loan Credit Agreement and the related debt financing costs

(In thousands)		Amount
Long-term debt		
Term Loan Credit Agreement	$	1,045,000
Less original issue discount		(2,613)
Less debt issuance costs		(19,596)
Total adjustment to record the Term Loan Credit Agreement and debt financing costs		1,022,791
Less adjustment to current portion of long-term debt		(10,450)
Adjustment to long-term debt		1,012,341

(3f) Represents the estimated adjustment to Other accrued liabilities for buyer transaction costs of $11.0 million. This adjustment records an accrual for expected acquisition-related costs that are anticipated to be incurred in connection with the Breathe Right Acquisition.

(3g) Represents the deferred tax adjustment of $13.2 million on the tradenames, customer relationship intangible assets and goodwill that were recognized as a result of the acquisition. Deferred tax was calculated by applying the relevant statutory tax rate of 24%.

(3h) This adjustment eliminates the historical equity accounts of the OTC Wellness Business in accordance with the principles of acquisition accounting under ASC 805, Business Combinations.

4. Adjustments to the unaudited Pro Forma Condensed Combined Statement of Income for the year ended March 31, 2026

(4a) This adjustment represents the additional cost of sales recognized in connection with the inventory fair value adjustment. The inventory fair value step-up is reflected in cost of sales as the acquired inventory is expected to be sold. For purposes of the unaudited pro forma condensed combined statement of income, the Company has assumed that the acquired inventory would turn within one year, based on management's estimate of expected inventory sell-through.

(In thousands)	Amount
Recognition of inventory fair value step-up in cost of sales	$ 13,408

(4b) This adjustment represents the estimated direct and incremental transaction costs incurred or expected to be incurred by Prestige in connection with the Breathe Right Acquisition. These costs are reflected as an increase to general and administrative expenses in the unaudited pro forma condensed combined statement of income as if the Breathe Right Acquisition had occurred on April 1, 2025 and primarily represent legal, consultant and advisor fees associated with the Transactions.

The adjustment is non-recurring in nature and is not expected to have a continuing impact on the combined company's results of operations beyond 12 months after the Closing Date.

(In thousands)	Amount
Buyer Transaction Fees	$ 11,000

(4c) The related pro forma adjustment reflects the estimated amortization of the identifiable intangible assets recognized in acquisition accounting, as if the Breathe Right Acquisition had occurred on April 1, 2025. Amortization expense was calculated based on the estimated fair values and useful lives shown below. Amortization is calculated on a straight-line basis. Where such pattern cannot be reliably determined, amortization is calculated on a straight-line basis.

(In thousands)	Tradenames	Customer Relationships	Total Intangible Assets
Intangible assets			
Amortizable intangible assets	$ 183,600	$ 73,150	$ 256,750
Estimated weighted average useful life	18.86	18.07	
Pro forma amortization of intangible assets acquired	9,735	4,047	13,782
Elimination of existing OTC Wellness Business intangible asset amortization			(29,466)
Net adjustment to depreciation and amortization			$ (15,684)

(4d) This adjustment represents the estimated incremental interest expense related to the new debt financing obtained in connection with the Transactions. The adjustment gives effect to the Term Loan Credit Agreement as if it had been outstanding from April 1, 2025, the assumed acquisition date for purposes of the unaudited pro forma condensed combined statement of income.

(In thousands)		
Incremental Term Loan Credit Agreement interest expense	$ 59,428	(a)
Incremental amortization of financing costs	2,736	(b)
Incremental interest expense	$ 62,164	

(a) Represents the interest on the $1,045.0 million Term Loan Credit Agreement, assuming an interest rate of 5.63%, and required mandatory prepayments are made. A hypothetical 12.5 basis point change in the interest rate would result in approximately a $1.4 million impact on total interest expense.
(b) Represents the additional debt financing cost amortization using the effective interest rate method.

(4e) The adjustment reflects the estimated income tax effect of the pro forma transaction accounting adjustments. The income tax effects were calculated using an estimated blended statutory income tax rate of 24.0%, based on the statutory rate in effect during the periods for which pro forma condensed combined statements of income are presented and should be reflected as a separate pro forma adjustment.

(In thousands)		Amount	Effective tax rate	Tax Effect	
Expense item					
Interest Charge	$	(62,164)	24 %	$ (14,919)	
Total				**(14,919)**	
Tax Impact of Inventory Adjustment		(13,408)	24 %	(3,218)	
Tax Impact of Amortization Adjustment		15,684	24 %	3,764	
Buyer's Transaction Costs		(11,000)	24 %	(2,640)	
Total				**(2,094)**	
Tax provision on earnings of the OTC Wellness Business	**$**	**58,163**	24 %	**13,959**	(a)
Tax effect				**$ (3,054)**	

(a) To reflect a provisional income tax adjustment related to the OTC Wellness Business. As the acquired OTC Wellness Business was historically operated by Foundation Consumer Brands, LLC, a pass-through entity, historical results did not include corporate-level income taxes. Accordingly, a provisional income tax adjustment has been recorded based on an estimated effective tax rate of 24% to reflect the income tax effects of operating the acquired business within the Company's corporate tax structure following the Transactions.

(4f) The following table sets forth the computation of pro forma basic and diluted earning per share computed based on pro forma net income and the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is computed based on pro forma net income and the weighted average number of shares of common stock outstanding plus the effect of potentially dilutive common shares outstanding during the period using the treasury stock method, which includes stock options and restricted stock units. Potential common shares, composed of the incremental common shares issuable upon the exercise of outstanding stock options and unvested RSUs, are included in the diluted earnings per share calculation to the extent that they are dilutive.

(In thousands except per share data)		Amount
Numerator		
Net Income	$	180,630
Denominator		
Denominator for basic earnings per share - weighted average shares outstanding		48,456
Dilutive effect of unvested restricted stock units and options issued to employees and directors		264
Denominator for diluted earnings per share	$	48,720
Earnings per Common Share		
Basic net earnings per share	$	3.73
Diluted net earnings per share	$	3.71