

PRESTIGE BRANDS HOLDINGS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The primary purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Prestige Brands Holdings, Inc. (the “Company”) are to discharge the responsibilities of the Board relating to certain governance matters affecting the Company. The Committee shall oversee corporate governance issues, particularly, the workings of the Board, how the Board functions with the Chief Executive Officer (the “CEO”) and senior management and how the Board and the CEO relate to the Company's stockholders. The Committee shall monitor the effectiveness of the Company's system of governance and make appropriate recommendations to the Board. The Committee also shall provide appropriate advice and recommendations periodically to improve the Company's corporate governance.

Composition

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

2. **Qualifications.** A person may serve as a member of the Committee only if the Board affirmatively determines that the person meets all applicable independence requirements of the principal exchange upon which the Company's securities are traded.

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

Meetings; Agenda

1. **Meetings.** The Chair of the Committee, in consultation with Committee members, shall determine the schedule and frequency of the Committee meetings.

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

Authority and Duties

To fulfill its purpose and responsibilities:

1. The Committee shall report and make recommendations from time to time with respect to the size and composition of the Board and with respect to the retirement age for members of the Board.
2. The Committee shall develop and recommend qualification standards and other criteria for selecting candidates for nominees for director, which shall reflect at a minimum any requirements of applicable law or stock market listing standards, as well as a candidate's strength of character, judgment, business experience, specific areas of expertise, factors relating to composition of the Board and principles of diversity.
3. The Committee shall identify, recruit, screen and recommend to the Board nominees for election as directors of the Company, including nominees recommended by stockholders of the Company.
4. The Committee shall establish procedures for, and oversee annual performance evaluations of the Board, its committees and individual Board members and the methods and processes by which the Board and its committees fulfill their duties and responsibilities, including consideration of the information given to directors generally and with respect to meetings of the Board or its committees, the resources available to directors, and the communication process between the Board and senior management. This shall include an annual performance review of this Committee by its members.
5. The Committee shall review annually or more frequently the makeup of the Board and its committees and recommend, as appropriate, changes in the number, function, chairpersons or membership and consider the performance of incumbent directors in determining whether to recommend them to stand for reelection at the annual meeting of stockholders.
6. The Committee shall oversee and ensure that the Company has adopted appropriate Corporate Governance Guidelines, business and financial codes of conduct, ethics and compliance policies and related conflict of interest policies, and review, at least annually, those items, and, based on such periodic review, recommend changes to the Board as deemed appropriate, including changes that might be required or advisable as a result of external developments in corporate governance issues.

7. A member of the Committee or management shall record minutes of the meeting. Minutes shall be distributed to the members of the Committee promptly after each meeting and be approved at the following Committee meeting.
8. After any meeting of the Committee, the Committee shall report to the Board on the Committee's activities at the Board's next regularly scheduled meeting, which report shall include any recommendations being made by the Committee to the Board for its approval.
9. The Committee, on behalf of the Board, at least annually, shall review a succession plan with the CEO, which review shall include the capabilities of the Company's senior officers and report to the Board on that issue.
10. The Committee shall ensure that new directors are provided an orientation program in respect of the business and structure of the Company and their responsibilities as Board members.

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

Delegation of Responsibilities

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

Additional Resources

The Committee may, in its sole discretion and at the Company's expense, retain and terminate legal or other independent consultants or experts, including search firms, as it deems necessary or appropriate in the performance of its duties and without having to seek the approval of the Board. Any such advisors shall report to the Committee. The Committee shall keep management advised as to the general range of anticipated expenses for outside consultants and experts.

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

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