

# Code of Conduct and Ethics



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# Letter from the CEO

Dear Colleague:

Our mission is to deliver high-quality consumer healthcare products that improve and enrich the lives of our consumers. For generations our trusted brands have helped consumers care for themselves and their loved ones. Our Company's culture is founded on the principles of **Leadership, Trust, Change and Execution**. Of those principles, **Trust** is among the most important: **Trust** in the safety and performance of our products, the integrity of our manufacturing and marketing processes, and the character of our people.

The Prestige Consumer Healthcare Code of Conduct and Ethics – what we refer to as our “Code of Conduct” – ensures that we uphold the bond of trust that exists in the minds of our stakeholders, including customers, consumers, coworkers, business partners, investors, and community members. Virtually every aspect of our business – from employee relations and data privacy to public communication, marketing practices and proper maintenance of records – is outlined in this Code.

We expect our employees to read, understand and follow our Code. By working at Prestige Consumer Healthcare and certifying this document, you are agreeing to adhere to these principles and continue to demonstrate the integrity and trustworthiness that have been the hallmarks of our company.

Through our products, we have a unique opportunity to improve the lives of our consumers. I am confident that you and our colleagues will embrace this responsibility and continue to earn the trust that millions of families place in Prestige Consumer Healthcare.



President, Chief Executive Officer  
Chairman of the Board



## Living Our Principles

The Prestige Consumer Healthcare (the “Company”, “we”, “our”) mission is to deliver high-quality healthcare products that improve and enrich the lives of our consumers. With that mission comes a responsibility to adhere to the highest ethical standards in the way we do business.



**Living Our Principles** means that we conduct business honestly and with integrity. We must act fairly and treat others with respect. We must look for opportunities to continually improve our products and our organization in order to drive business results. And equally important we must take responsibility for our work, the effect we have on communities and environments in which we operate, and for delivering sustainable results to our stakeholders.

The Code of Conduct and Ethics (the “Code of Conduct”) serves as a guide to translate our values into everyday behavior and to keep us working toward a common goal – to behave ethically and in accordance with our values, our policies and procedures, and applicable laws.



#### HOW DO I PROMOTE THE COMPANY'S PRINCIPLES?

- Apply the highest standards of ethical business conduct, in both spirit and conduct, in your day-to-day work and do your part to advocate compliant and ethical business practices.
- Report any observed conduct that is potentially unethical, unlawful, unsafe, or otherwise conflicts with the Code of Conduct or Company policies and procedures.
- Read, understand, and comply with this Code of Conduct and applicable Company policies and procedures.
- Participate in ethics awareness training and complete all assigned compliance training.

## What is Expected of Everyone

The principles and obligations outlined in this Code of Conduct apply to all employees of Prestige Consumer Healthcare, including all of its affiliates and subsidiaries, as well as its agents (which include consultants, outsourced personnel and other representatives). As such, each of us is responsible for adhering to these standards in our business interactions, and we must ensure that all Prestige Consumer Healthcare agents understand that they are responsible for complying with this Code of Conduct when acting on behalf of Prestige Consumer Healthcare.

In our constantly changing and diverse global environment, it is not unusual for employees to have questions concerning ethical or legal matters. The Company's Code of Conduct, along with your common sense and good judgment, may be all you need to make the right decision. However, some situations may be more complex. Remember - when in doubt, ask before acting.

The Code of Conduct cannot address every situation that may occur in the workplace. Therefore, when there is doubt, it is expected you should ask yourself the following questions:

- Is my action legal?
- Is my action the right thing to do?
- Would I be okay with my action if I knew it would be reported in the media?
- Would I be comfortable explaining my action to my family and friends?

## Written Approval Requirements

Certain actions referenced in the Code of Conduct - specifically, use of Company assets outside of your employment and certain potential conflicts of interest situations - require prior review and written approval from the Human Resources Department.



### HOW CAN I AS A MANAGER/ SUPERVISOR SUPPORT THE COMPANY'S PRINCIPLES?

- Demonstrate adherence to the highest ethical standards and promote the ethical achievement of sustainable business results to your direct reports.
- Make sure that the Code of Conduct is communicated to all those who work for you and that employees receive appropriate training on this Code of Conduct and Company policies that impact their job duties.
- Take opportunities to discuss this Code of Conduct and reinforce the importance of ethics and compliance with employees.
- Create an environment where employees are comfortable raising questions or concerns.
- Keep in mind the values of the Company when interviewing candidates and evaluating employees for promotion.
- Always act to stop violations of the Code of Conduct or the law by those you supervise.

## How to Raise Concerns

**We are each responsible for living our principles.** If you become aware of a situation that may involve a potential or actual violation of the Code of Conduct or any applicable law, policy or procedure - whether intentional or unintentional - you have a duty to report the matter promptly to any of the resources shown at right. Doing so will allow the Company to address the issue and resolve it, ideally before it becomes a potential violation of law, a risk to health, security or the Company's reputation.

## Accounting Concerns

In addition, any employee or third party may also report a concern regarding any accounting, internal accounting controls or auditing matters (collectively, "accounting matters") directly to the Audit Committee of the Board of Directors, by sending a letter to:

Chair, Audit Committee  
Prestige Consumer Healthcare Inc  
660 White Plains Road, Ste. 250  
Tarrytown, NY 10591  
Attn: Corporate Secretary

### **EUROPEAN UNION EXCEPTION**

Many European Union countries limit the types of reports that the Company's Red Flag Reporting Line can accept. Specific limitations are described on the website.

## RESOURCES

You have several options for raising issues and concerns. You can contact or report to any of the following:

- Any manager or supervisor
- Your local Human Resources representative
- A member of the Legal Department
- A senior Finance representative or the Corporate Controller
- The Company's confidential, toll-free Red Flag Reporting Line staffed by an outside company.

## Anonymity and Confidentiality

**The Company's Red Flag Reporting Line is staffed by an outside company and is available to anyone 24 hours per day, seven days per week.** Reports to the Red Flag Reporting Line are accepted in multiple languages. Where local law allows, you may use the Red Flag Reporting Line to ask questions or report suspected wrongdoing. In certain jurisdictions you may choose to remain anonymous, but that may limit the Company's ability to investigate the concern if there are no means to ask clarifying questions. The information you share remains confidential and relevant information is provided only on a need-to-know basis.

## Investigations

**The Company takes all reports of possible wrongdoing seriously.** We investigate the matter confidentially, make a determination whether the complaint involves a violation of the Code of Conduct, the law, or any applicable policy or procedure, and take appropriate action. The Legal team follows an established process to systematically review concerns and to investigate credible reports of potential violations in a disciplined and well-documented manner. If you become involved in an investigation, you are expected to cooperate fully and answer all questions completely and honestly.

## No Retaliation

**The Company values the initiative of employees who come forward to report potential compliance problems with the Company.** Any retaliation against an employee who raises a compliance concern in good faith is a violation of the Code of Conduct. Raising a concern honestly or participating in an investigation cannot be the basis for any adverse employment action, including termination, suspension, loss of benefits, threats, harassment or discrimination.

## Disciplinary Action

**All employees are required to comply with this Code of Conduct.** Disciplinary action, up to and including termination of employment, may be taken against any individual who:

- Authorizes or participates in a violation of this Code of Conduct, the law, or any Company policies or procedures;
- Fails to report a violation or withholds relevant information about a violation;
- Improperly or negligently supervises a person who commits a violation; or
- Retaliates against an employee who reports a suspected violation.



# Integrity and Respect for Each Other

## Fair Treatment of Employees

We are firmly committed to the fair and equitable treatment of all of our employees. All applicants and employees are judged only by their unique skills and qualifications. This means that we always make employment decisions or take actions without regard to race, color, gender, pregnancy, sexual orientation, national origin, age, religion, disability, veteran status, marital status or any other status protected under local laws.

## Respect for Basic Human Rights

**The Company supports fundamental human rights for all people and complies with employment laws in every country in which it operates.**

We do not employ individuals under 18 years of age. We do not support employment of forced / indentured labor, including prison or bonded labor. We do not allow physical punishment or abuse. We respect the right of employees to exercise their lawful right of free association and we expect our suppliers to do the same. Similarly, we recognize the lawful rights of our employees to choose or not to choose collective bargaining representation.

## Diversity and Inclusion

**Prestige Consumer Healthcare has a culture that values and respects all diverse backgrounds.** Furthermore, we believe that attracting, developing and retaining a diverse workforce and leadership team helps to drive positive business results. We strive to create and sustain an inclusive environment where all people are given the opportunity to achieve their full potential. We remain committed to providing meaningful responsibility and development opportunities to our employees worldwide.

“...we believe that attracting, developing and retaining a diverse workforce and leadership team helps to drive positive business results. We strive to create and sustain an inclusive environment where all people are given the opportunity to achieve their full potential.”

## Harassment

**The Company's employees and any visitors to a Prestige Consumer Healthcare location have the right to work in an environment that is free from intimidation, harassment and violence.** Any act or threat of violence, and any verbal or physical conduct by any employee or visitor that creates an intimidating, offensive, abusive or hostile work environment is not tolerated. In addition, unwelcome sexual advances, requests for sexual favors, and other unwelcome verbal or physical conduct of a sexual nature are strictly prohibited. Failure to follow this standard will lead to disciplinary action, which may include termination, and possibly criminal prosecution.

**Employees should report any form of harassment they have been subject to or have witnessed.** Retaliation against anyone who speaks out in good faith when they perceive that a co-worker or manager has violated the Company's policies will not be accepted.

### WE ARE ALL EXPECTED TO:

- Think and act globally by attracting, developing, and retaining a diverse workforce that generates innovation and promotes inclusion.
- Maintain a work environment that promotes respect for all employees and for the human rights of co-workers, partners, suppliers, customers, and the community.
- Work productively with employees, customers and contractors in order to leverage talents, skills and experiences of everyone to meet individual and organizational goals.
- Make all employment decisions or take actions without regard to race, color, gender, gender identity and/or expression, sexual orientation, transgender status, pregnancy, national origin, age, religion, disability, veteran status, marital status or any other protected status.  
Provide a safe work environment free of violence, harassment or bullying.
- Not keep weapons of any kind on Company property, including parking lots, other exterior premises or while engaged in activities for Prestige Consumer Healthcare in other locations, or at Company-sponsored events, unless such possession or use is a requirement of the job or required under local law.

## Environment, Health and Safety

**We all have a right to work in a safe and healthy environment.** It is our policy to provide a safe and healthful workplace for all, and to minimize the impact of our production processes and products on the environment.

Unsafe practices can lead to serious consequences, such as personal injury, injury to co-workers, and negative outcomes for the Company. We expect employees to consider environmental protection as well as personal and public health and safety as an everyday responsibility.

## Drugs and Alcohol

**The unauthorized use, possession, sale, exchange or purchase of alcohol, drugs or illegal substances on Company premises, or any time when representing the Company, is strictly prohibited.** You must never be under the influence of alcohol, drugs or any other substance that could impair your ability to perform your job or jeopardize your own safety or the safety of others when on Company property or when conducting Company business.

## Employee Privacy

**Prestige Consumer Healthcare is committed to respecting and protecting our employees' confidential information.** This means that access to employees' personal information is limited to Company personnel who have the appropriate authorization for, have a clear and direct business purpose for, are appropriately trained to maintain and agree to uphold the confidentiality of such personal information. Likewise, Company employees entrusted with personal information are expected to understand and ensure compliance with their obligation not to disclose the information or to use it for any other purpose.



WE ARE ALL EXPECTED TO:

- Do our part to create a safe and healthy workplace regardless of our job function.
- Comply with environment, health and safety laws, regulations, procedures and rules, particularly those that cover manufacturing equipment, processes and materials.
- Consider the environmental impact of our activities and dispose of all waste in a responsible manner.
- Communicate with management and co-workers regarding working conditions perceived to be unsafe or hazardous and report all workplace injuries and illnesses immediately to your manager.



# Integrity and Respect for Our Consumers and Customers

## Product Quality and Value

Prestige Consumer Healthcare is committed to providing products that meet our customers' high expectations and requirements. By doing this, we ensure that we uphold the bond of trust that exists with our consumers.



## Product Safety

The Company has a fundamental responsibility to ensure that consumers can trust the safety of our products. It is the responsibility of every Company employee throughout the world to make sure that our products are safe to use as labeled and directed.

We also have an obligation to monitor the quality of our supply chain to ensure that all of our products meet applicable government safety and quality standards as well as our own high standards. Any threats to product safety must be immediately reported as described in the following section on Reporting Medical and Quality Events.

The Company's brands are well known and respected. This means that no product can be released into the marketplace unless it meets our rigorous quality standards. Remember, the Company's reputation is reflected in every package and product we sell. Comment from any person or institution suggesting dissatisfaction with a product, including quality, safety, identity, instructions, or performance, must be forwarded to the contact points on the next page within 24 hours of awareness.



### WE FULFILL THIS COMMITMENT BY:

- Providing leadership that advocates, recognizes and rewards excellence in quality;
- Always seeking to provide high quality products for our consumers;
- Requiring that all employees take personal responsibility for upholding the highest standards of quality in all aspects of their work;
- Integrating and aligning quality into strategic business plans;
- Creating, maintaining and executing product quality programs;
- Continuously and proactively improving product quality;
- Enabling excellence in science and innovation;
- Striving to define and utilize the best available quality methods and technologies; and
- Hold our supplier partners to our “supplier code of conduct” to further ensure product quality

## Reporting Medical and Quality Events

**The health and well-being of our consumers is our number one priority.**

Our products meet the health and personal care need of our consumers, both the quality and safety of our products are important.

For this reason, all Company employees must report any feedback received indicating dissatisfaction related to the use of any of the Company's products, including safety, quality or performance. These reports may come to our attention in a variety of ways. If a possible issue does come to your attention, collect only basic information including contact information provided by the person reporting it. Do not solicit or share additional medical and/or personal information as this may infringe on a consumer's privacy rights.

**Remember, even a suggestion or anecdotal report that there is an issue with a product must be taken seriously.** Any statement or comment from any person or institution suggesting dissatisfaction with a product, including quality, safety, identity, instructions, or performance, must be forwarded to the contact points on this page within 24 hours of awareness.



### WE ARE ALL EXPECTED TO:

- For Company employees in the U.S.: Forward the statement or comment involving any suggested dissatisfaction with a product including quality, identity, instructions, performance or safety **within 24 hours** of awareness to the quality and medical event hotline at 800-465-8811 or email **[medical\\_affairs@prestigebrands.com](mailto:medical_affairs@prestigebrands.com)**
- For Company employees outside of the U.S: Send an email describing the issue with the appropriate follow-up contact information to **[medical\\_affairs@prestigebrands.com](mailto:medical_affairs@prestigebrands.com)**



## Marketing Activities

**All of our Company's products are sold solely on the basis of their quality, efficacy, safety and price.** We maintain high standards of fairness and honesty in our marketing, promotion, advertising, labeling and packaging. Our consumers trust the Company, and we must never take any action that would undermine their faith in our brands.

Advertising and labeling on our packaging, as well as all other company communications, must be truthful, and specific claims must be fair and substantiated. We do not misstate or overstate facts or deliver false or deceptive statements about our products or those of a competitor. Materials created for use in marketing our products must be reviewed and approved as required by applicable Company policies and procedures before their use. Employees should always follow their established processes for obtaining legal and regulatory approval prior to executing marketing campaigns.

We intentionally set high standards of excellence for our products and our organization. We train our employees to uphold these standards and to continually monitor for consistent compliance. We have established processes for both employees and external parties to report what they believe to be a violation of our policies (see Resources on page 6 and commit to thoroughly investigating those reports and taking disciplinary action where warranted.

## Interactions with Healthcare Professionals (HCPs)

**When interacting with the medical community, Prestige Consumer Healthcare is committed to following high ethical standards as well as applicable legal requirements.** The Company prohibits employees from promising or providing anything of value for the purpose of inducing any HCP to purchase, prescribe, use, recommend or influence the use of Company products.



### WE ARE ALL EXPECTED TO:

- Always provide the HCP with accurate information about the Company's products, including specific claims about benefits.
- Use only approved marketing materials.
- Never provide improper incentives to the HCP, such as entertainment, trips, gifts and fees paid with the purpose of influencing the HCP's product decisions.
- Be aware and follow all applicable requirements related to marketing and promotional activities in the jurisdiction where we market our products.



## Social Media

**The same values, ethics and confidentiality policies that guide our employees in written and personal interactions apply in the digital world.** The Company understands that its employees and contractors may engage social media in a personal and professional capacity to interact with their friends and communities. For that reason, Company policies and guidelines related to social media apply to both company-sponsored and personal social media when it relates to Prestige Consumer Healthcare. Remember, your responsibility to uphold our Company principles extends beyond working hours.



### WE ARE ALL EXPECTED TO:

- As a general rule, you may not speak on behalf of Prestige Consumer Healthcare or its brand/products when posting on any social media platform unless you are an approved Spokesperson.
- If you find yourself discussing the Company or the Company's brands/products on social media sites, make sure to exercise a high level of caution. Remember that personal and business activities are likely to intersect online. The Company respects the free speech rights of all of its employees, but be aware that customers, colleagues and supervisors may have access to the online content you post.
- Keep in mind that information published online can be seen by more than friends and family, and information intended for friends and family can be forwarded to others.
- Keep in mind that internet content is permanent. Think before posting.
- Be respectful of all copyrights, trademarks, rights of publicity, customer privacy and other third-party rights in the online social media space.
- Never disclose confidential information, including non-public information.
- Always follow the Company's Social Media Policy available in internal resources or by contacting your HR representative and related guidelines, and report any observed misconduct. If you have any questions or concerns, please contact the Digital Marketing Department or Legal Department.

# Integrity and Responsibility to Our Shareholders and Stakeholders

## Maintaining our Integrity as a Public Company

As a publicly traded company, Prestige Consumer Healthcare is subject to numerous rules and regulations, and we all must work to ensure that the Company meets these continually evolving requirements.



## Keeping Accurate Records

**All of our stakeholders rely on the Company's employees to deliver on its commitments, present accurate and timely information and maximize the return on shareholder investments.** We are all responsible for documenting and recording Company information honestly and properly. Regardless of our position or job responsibilities, we are obligated to make certain that the Company's document records are accurate.

No entry may be made on the Company's books and records that intentionally hides or disguises the true nature of any transaction. While we may not always see an immediate connection between our position with the Company and Prestige Consumer Healthcare's financial statements, we each have a role to play. We must be sure to cooperate fully with both internal and external audit teams in order to ensure a full, timely and accurate audit process. If you have any questions about your responsibility, you should consult your manager or the Corporate Controller.

Any accounting or auditing irregularities should be reported pursuant to the Company's Policy for Complaints Regarding Accounting or Auditing Matters and submitted to either the Prestige Red Flag Reporting line, or the Accounting Concerns contact details on page 6 of this report.



### WE ARE ALL EXPECTED TO:

- Accurately and honestly provide information in business reports and records.
- Make sure that all entries are timely and accurate such as on expense reports, project reports, time sheets, employment applications, balance sheet reports and profit and loss statements.
- Pay attention to detail and ensure that records are accurate.
- Never create or alter records that contain false data, dates or signatures.
- Never create or alter records that fail to reflect accurately the true nature of the transactions.
- Never record transactions that did not yet occur.

## Protecting Confidential Information

**One of the Company's most valuable assets is information.** Employees may have access to various types of proprietary, confidential, personal or private information belonging to the Company or its customers, suppliers, employees, or others. Employees are required to use confidential information only for its intended purposes and as part of their duties. This means that we do not disclose confidential information to anyone inside or outside of the Company, except when the disclosure is required by law or for a specific business purpose.

We have a duty to protect the Company's confidential information at all times, including outside of the workplace and working hours, and even after our employment with the Company ends.

### PRESTIGE CONSUMER HEALTHCARE EMPLOYEES SHOULD ALWAYS:

- Use Company, customer, supplier, or employee confidential information only for its intended business purpose.
- Ensure confidentiality and protection of Company confidential information by refraining from any disclosure to a third party unless that third party is obligated to maintain confidentiality pursuant to an executed non-disclosure agreement.
- Comply with non-disclosure agreements to which the Company is a party.
- Help keep confidential information confidential. If you receive information that is not marked confidential, but you believe it is confidential, bring it to the attention of the person who gave it to you and follow up to make sure the information is properly classified and protected.
- If your duties require you to perform research to gain an understanding of competitors' business and strategies, use only legitimate, publicly available resources and avoid actions that are illegal or unethical.
- Refuse to accept confidential information from sources that you are not authorized to receive and notify your supervisor or manager.
- Remember that the obligation to protect confidential information learned at Prestige Consumer Healthcare continues even after you leave the Company.

### Q. WHAT IS CONFIDENTIAL INFORMATION?

**A. Information that the Company has not disclosed or made generally available to the public.**

Examples include information related to:

- Unpublished financial data and reports
- Strategic and business plans
- Marketshare data
- New product launches
- Contracts
- Pricing
- Intellectual property, such as trade secrets, trademarks and copyrights
- Employee data
- Patents, manufacturing information, including processes and process improvements
- Mergers and acquisitions
- Customer and supplier lists



## Data Privacy

**In the normal course of business our Company receives, collects, maintains and uses information which may include personally identifiable data from individuals related to their financial, medical and benefits information.**

Some of this data may include sensitive information that may pertain to a person's health or relate to employees, customers, consumers, research subjects, vendors and competitors.

Regardless of the subject of the data, we must respect and protect the personal information to which we have access, in a manner consistent with applicable laws. Specifically, our Company strives to keep its suppliers, customers, consumers, contractors and employees informed of our data privacy policy and technical organizational data protection measures, by publishing our Company Privacy Policy.



### WE ARE ALL EXPECTED TO:

- Always safeguard personal or sensitive information by keeping it electronically and physically secure.
- Only disclose or share personal or sensitive information with those Company employees who have a need to know, or third parties obligated to maintain confidentiality pursuant to a non-disclosure agreement, and ensure consistency with any permissions and restrictions covering such information storage and use.
- Properly designate information as confidential or sensitive and handle such information in compliance with applicable laws and Company policies.
- Comply with the Company's Privacy Policy and guidance on privacy and confidentiality, including any applicable limitations for use and disclosure of information that is entrusted to us by our customers, vendors and partners.
- If you suspect that personal information or data privacy policies has been violated, report the breach immediately to the IT and Legal Departments.

## Insider Trading and Securities Laws Compliance

**At Prestige Consumer Healthcare, we have proprietary access to information about the Company and its operations.** Often, that type of information is material, nonpublic or “inside information” and would motivate an investor to buy or sell stock.

Confidential or inside information obtained through employment with the Company may not be used for personal benefit. As employees, we are prohibited by law from trading Prestige Consumer Healthcare securities, or the securities of other companies, while we are aware of such material inside information which is not publicly available to others. We are also prohibited from disclosing such information to other people, including family members, friends, and other associates.

### **Q. WHAT ARE SOME OF THE TYPES OF COMPANY SECURITIES I NEED TO CONSIDER?**

#### **A. Examples include any of the following:**

- Shares of stock
- Restricted Stock Units (RSUs)
- Stock options

### **Q. WHAT ARE SOME EXAMPLES OF “MATERIAL” INFORMATION?**

#### **A. Examples include news or knowledge about any of the following:**

- Financial results prior to public filing
- Mergers and acquisitions
- Divestitures of businesses
- Important management personnel changes
- Changes in significant business relationships
- Product marketing efforts, innovations and research & development results
- Market share data
- Any other information that a reasonable investor would consider important when deciding whether to buy, sell or hold a security

## Insider Trading Violations

**Violations of insider trading laws may involve significant penalties for both the Company and the individual.** Many employees have inside information simply by virtue of their positions, and should be particularly cautious. This includes being careful about discussing confidential information or leaving confidential documents accessible in a public location, even within the Company. As described in the Company's Securities Trading Policy, employees who have regular access to inside information must generally not trade in the Company's securities except during specific "open trading windows" as determined by the Legal Department.



### WE ARE ALL EXPECTED TO:

- Not purchase or sell Prestige Consumer Healthcare-issued securities if you have material inside information at the time of purchase or sale.
- Not "tip" other employees, friends or family about material nonpublic information.
- Consult with a representative from the Legal Department if you have any doubt as to whether the information you are holding is material or nonpublic.
- Not engage in "short sales" or trade in puts, calls or other derivative options based on the Company's stock performance to avoid the appearance that any Company employee is trading on material inside information.

## Interacting with Investors, the Media and the Public

**When Prestige Consumer Healthcare provides information to the public and the media, the Company has an obligation to report all related facts accurately, completely and in a timely and comprehensive fashion.**

As a publicly traded U.S. company, Prestige Consumer Healthcare must follow strict guidelines when communicating to the public. In order to ensure that the Company complies with its obligations, employees receiving questions regarding Prestige Consumer Healthcare's activities, results, plans or its position on public issues should refer the requests to Investor Relations for response.

When you speak on public issues or in a public forum, you do so as an individual, and you must not give the appearance of speaking or acting on Prestige Consumer Healthcare's behalf, nor should you disclose confidential or material nonpublic information. You should also remind your suppliers of those same expectations by communicating clearly what can and cannot be publicized relative to their interactions with us. When working with suppliers, the default position is that we do not provide endorsements or otherwise allow suppliers to use our name / trademarks in their promotional material without our review and approval. This is particularly important with the rise of social networking media. You must always be aware that such services are increasingly being monitored by clients, colleagues, customers, investors and regulators alike.

### WE ARE ALL EXPECTED TO:

- Not speak to the media or financial community on behalf of the Company unless you are an approved Spokesperson.
- Pre-clear any speeches, presentations, press releases or other communications for external audiences with representatives from Investor Relations and the Legal Department.
- Always seek Legal Department approval when preparing any communications for the public that you are authorized to issue.
- When working with suppliers, make sure that expectations around what can and cannot be publicized by the supplier regarding their interactions with us are clearly communicated.

## Retaining Business Records

**Our records management program establishes uniform and consistent records management practices, including how long records should be kept and when they should be disposed.** All records that relate to your work are the property of Prestige Consumer Healthcare. No employee has a personal or property right to Company records, including those records an employee authored or helped develop or compile.

You are responsible for ensuring that Company records are maintained, used, transferred and disposed of according to the Company's Records Management Policy and applicable records retention schedules.

## Government Investigations and Other Legal Matters

**Almost all business records – including email and electronic records – may become subject to public disclosure in the course of litigation or investigation.** We must cooperate fully with any government investigations, inquiries and litigation requests.

When you know, reasonably believe, or have been notified that litigation is expected or ongoing, you must retain and preserve all related documents regardless of form.

### Q. WHAT IS A “RECORD”?

A. A record is any recorded information however created, received, modified, maintained, archived, retrieved or transmitted that supports our business activities. This includes, among others, paper, microfilm, e-mail messages, photographs, electronic and digital records (CDs, portable storage devices, disks, etc.), and Word, Excel and other documents.

### WE ARE ALL EXPECTED TO:

- Maintain and dispose of all business records in compliance with applicable laws and the Company's Records Management Policy and associated procedures.
- Cooperate fully with any government inquiries, investigations and litigation requests, and work in conjunction with the Legal Department on the appropriate release of any Company records.
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- Cooperate fully with any government inquiries, investigations and litigation requests, and work in conjunction with the Legal Department on the appropriate release of any Company records.



## Protecting Company Assets

**The Company's facilities, equipment, materials, supplies, property, product technology and information have been acquired through the hard work of employees and at the Company's investment and expense.** We must ensure that Company property is only used for proper business or management-approved purposes. We have a responsibility to protect all Company assets against damage or misuse. Employees who engage in theft, fraud, embezzlement or misappropriation of the Company's assets will be subject to disciplinary action, up to and including termination. We must report all improper activities to management or one of the resources listed in this Code of Conduct. Remember that the Company's resources are provided for business use. However, the occasional, reasonable personal use of Company resources can occur without adversely affecting the Company. Employees should use good judgment to conserve Company resources and make sure that any personal use does not result in increased costs to the Company or interfere with Company business processes.

### WE ARE ALL EXPECTED TO:

- Ensure that any personal use of Company resources does not adversely affect your work performance or cause disruption in the workplace.
- Never use Company-owned assets, such as equipment, mobile devices, laptops or printers, with the purpose of reducing your personal expenses.
- Never use the Company's assets in a way that could cause the loss of or detract from the company's ownership rights, other than in a duly authorized sale or disposition.
- Be familiar with Company policies and procedures related to Company resources, and ask your manager for guidance and/or approval before making any personal use of Company assets.
- Immediately report any theft or misuse of Company assets to your supervisor or Human Resources.

### Q. WHAT ARE SOME EXAMPLES OF COMPANY ASSETS?

#### A. Examples include any of the following:

- Employees' time at work and work product
- Company money
- Company product
- Computer systems and software
- Company telephones and mobile devices
- Printers
- Company vehicles
- Proprietary information
- Company trademarks
- Office supplies

## Communication and Use of Electronic Resources

**Prestige Consumer Healthcare information systems, networks and databases are provided for conducting Company business.**

The use of these systems is subject to the Company's policies, including those covering intellectual property, misuse of Company resources, harassment, data privacy and security, and confidentiality. Use of the Company's systems to access and send information which is fraudulent, illegal, harassing, offensive or obscene is strictly prohibited. This prohibition applies regardless of when or where the inappropriate behavior takes place. Failure to comply with this directive may lead to disciplinary action up to and including termination.

Occasional limited personal use of the Company's email, network, and internet systems is permitted provided that such use is limited in nature and does not interfere with business operations or with an employee's work obligations. The Company monitors computer usage by employees, including Internet and email activities.

In addition to the use of electronic resources, special care must be taken in how we communicate. Avoid putting anything in writing that is not clear, factual or that could be misinterpreted by a third party. When dealing with a sensitive or complicated subject matter, consider using the most appropriate method of communication.

### WE ARE ALL EXPECTED TO:

- Know, understand and follow the Information Management policies related to use of internet, intranet, and e-mail.
- Use good judgment when handling information, sending work-related emails, and accessing information from Company networks.
- Avoid downloading, sharing or misusing copyrighted or otherwise inappropriate materials.
- Communicate carefully and avoid putting anything in writing that is not clear, factual or that could be misinterpreted by a third party.
- Keep in mind that sensitive or confidential matters may be better suited for a phone call or meeting rather than using email.

## Conflicts of Interest

**A conflict of interest arises when individual interests, including personal, social and financial, interfere with your ability to objectively and effectively perform your job.** You must avoid any interest, investment or association that may interfere with your ability to exercise your best judgment, or to act in the best interests of the Company while performing your job. This includes avoiding business dealings between the Company and either yourself, a family member or a business in which you or a family member has a substantial interest or benefit.

You must avoid personal relationships at work that improperly influence sound, objective decision-making. No family member or partner should be hired in a position that places him or her in a position that has direct decision-making authority over another family member or partner, and you should avoid even indirect reporting relationships with family members, partners or others that could result in real or perceived preferential treatment or favoritism.

### **Q. WHAT KINDS OF SITUATIONS ARE MOST LIKELY TO CREATE POTENTIAL CONFLICTS OF INTEREST?**

#### **A. Examples include any of the following:**

- Performing work for a customer, competitor, supplier or contractor while you are still employed by the Company.
- Hiring or supervising immediate family members, partners or relatives.
- Serving as a board member or consultant for an outside commercial company in conflict with duty to the Company.
- Owning or having a substantial financial interest in a competitor, supplier or contractor (“substantial” meaning an amount that is more than 1% of the total capital value of a business or represents more than 5% of the personal net worth of the employee, the employee’s family or others with whom the employee has a close personal relationship).
- Having a personal interest or potential financial gain from any Company business transaction.
- Accepting gifts, discounts, favors, or services from a current or potential customer, competitor, or supplier if that benefit is a type or amount which has the potential to influence a person’s business decision (see “Exchanging Business Gifts and Entertainment” for further detail).

## Disclose Possible Conflicts

You must not compete with Prestige Consumer Healthcare in any outside business interests, or take a Company business opportunity for personal gain. Full disclosure and approval is required for any activity, transaction, or relationship that could create the appearance of a conflict of interest by employees before they or their family members or partners undertake the activity. If the activity is already taking place, disclosure is still required. All disclosures must be presented to the human resources department.



### WE ARE ALL EXPECTED TO:

- Avoid situations where personal, social, financial or political activities interfere with or have the potential of interfering with your duty to the Company.
- Disclose and resolve any existing situations that potentially create a conflict of interest or the appearance of a conflict. (For example: Hiring relatives directly or as consultants must be disclosed to a member of Human Resources).

# Integrity and Compliance in the Global Marketplace

We are committed to complying with all laws and regulations in each of the countries in which we conduct business. This includes laws and regulations relating to fair competition, anti-bribery and international trade. We must hold ourselves to a high standard of ethical conduct in our interactions with government officials, suppliers and business partners.



## Fair Competition

**Competition laws, also called antitrust, anti-monopoly, fair trade or cartel laws, are designed to maintain a competitive global marketplace.** At Prestige Consumer Healthcare, we are committed to helping maintain a free, open and competitive marketplace for our products and conducting our business activities in full compliance with the competition laws of the jurisdictions in which we do business.

The following arrangements with customers need special consideration and should always be reviewed by the Legal Department.

- Entering into agreements with customers that limit a customer's right to sell a product or condition the sale of products on an agreement to buy other Company products.
- Charging different prices (not including individually negotiated prices under contracts reviewed by the Legal Department) to similarly situated customers.
- Pricing of a product below cost and certain other pricing and promotion policies, especially when we have a substantial share of the local market.
- Refusing to conduct business with a particular person or business (or causing others to do the same) as a result of doing business with the competitor.

### **Q. WHAT KIND OF ANTI-COMPETITIVE PRACTICES SHOULD ALWAYS BE AVOIDED?**

#### **A. Practices to be avoided include:**

- Discussing or exchanging information regarding prices, costs, product supply, customers, marketing, territories or other sensitive marketing information with competitors.
- Entering into formal or informal agreements or arrangements with competitors that will result in fixing prices; restricting a lawful sales or marketing activity; allocating production, customers or suppliers; adjusting sales volume; or dividing sales territories.
- Entering into agreements with customers and suppliers that establish the resale price of products or threatening to withhold products to maintain the resale price.

**Q.WHAT KIND OF DISCUSSIONS AND ACTIVITIES ARE PERMITTED WHEN INTERACTING WITH COMPETITORS?**

**A. The following interactions are permitted:**

- Discussions related to industry product safety standards and published research materials
- Lobbying and petitioning for legislative/governmental action
- Public activities related to issues of common interest to the industry

**WE ARE ALL EXPECTED TO:**

- Be aware of the competition laws in the jurisdictions in which the Company conducts business and understand that such laws apply to both formal and informal communications.
- Not discuss prices, pricing policy, terms and conditions, marketing plans, and similar matters of competitive interest when involved in trade association activities or in other situations involving informal communications among competitors, customers, business partners, or suppliers
- Immediately disengage from an improper discussion with a competitor or customer and contact your supervisor or manager and the Legal Department.

## Exchanging Business Gifts and Entertainment

Business gifts and entertainment are courtesies designed to build good working relationships and goodwill with vendors, customers and suppliers. However, gifts are not appropriate if they create an obligation or put employees in a situation where there is the appearance of bias or are given with intent to influence a business decision.

Providing or accepting gifts, entertainment, hospitality, gratuities or other favors from entities with whom we do business is generally not acceptable because it may pose a conflict of interest by appearing to influence an employee's judgment. Employees should consult with a manager or the Legal Department for guidance.

Gifts are only permitted if they are:

- Reasonable
- Infrequent
- In good taste
- Unsolicited
- Not cash or a cash equivalent
- Not given with an intent to influence a business decision



### WE ARE ALL EXPECTED TO:

- Accept only those business courtesies that conform to the reasonable and ethical practices of the marketplace and that do not create an actual conflict of interest or the appearance of improper influence.
- Never accept a gift or entertainment that might influence or be perceived to influence your professional decisions.
- Decline offers of gifts or entertainment which are unreasonable or inappropriate. For example, a regular season sports game ticket may be acceptable, but a lavish championship game set of tickets should be declined.

## Acceptable Gifts and Entertainment

Occasionally, for the purpose of building relationships, you may accept or offer social entertainment or hospitality, such as modest meals or event tickets. However, you must not accept or offer entertainment or hospitality unless the activity:

- permits business or educational discussions at the meal or event is part of a genuine business relationship;
- is not intended and could not be perceived by others to improperly influence business decisions;
- is consistent with industry practices, all applicable laws and our Company policies and procedures;
- is not excessive in value or quantity, as defined by local procedural documents; and
- would not embarrass our Company if it was brought to public attention.

The rules for gifts and entertainment apply year round, and also apply to spouses, partners and family members.

The important thing to remember is that you cannot offer, give or receive anything that would compromise – or even appear to compromise – your ability or the ability of the recipient of your offer to make fair, impartial and balanced business decisions

“...you cannot offer, give or receive anything that would compromise – or even appear to compromise – your ability to make fair, impartial and balanced business decisions.”

## Bribery and Corruption

**The global nature of our business often requires employees and agents of Prestige Consumer Healthcare to interact with officials from various governments around the world.** Many countries, including the United States, have passed laws criminalizing bribery of government officials. Prestige Consumer Healthcare and its worldwide subsidiaries and affiliates are committed to complying with the anti-corruption laws in all countries in which Prestige Consumer Healthcare operates. This includes, but is not limited to, the United States Foreign Corrupt Practices Act (“FCPA”), the United Kingdom Bribery Act 2010 (“UK Act”) and anti-bribery legislation enacted by each signing country in accordance with the Organization for Economic Co-operation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (the “OECD Convention”).

**The penalties for violating these laws can be severe, including significant corporate and individual fines, and imprisonment.**

A bribe is giving or offering anything of value to a government official or their family member in order to obtain or retain business. It does not have to be cash and it can be of minor value. Examples of bribes include payment to a government official to encourage a decision to award or continue business relations, providing lavish entertainment or granting special favors in return for special treatment.

We also cannot hire a third party to offer or give a bribe. We may be held liable for bribes paid by a third-party agent or consultant acting on behalf of the Company. Take particular care when evaluating a prospective third-party to determine whether there is reason to believe that the agent or consultant may attempt to bribe a government official.

### **Q. WHAT IS INCLUDED IN “ANYTHING OF VALUE”?**

A. This phrase literally means anything that might have value to a government official, including cash, gifts, meals, entertainment, business opportunities, Company product, offers of employment and more. There is no monetary threshold; any amount could be construed as a bribe.

### **Q. WHAT ARE “FACILITATING PAYMENTS”?**

A. Facilitating payments are typically small sums paid to non-U.S. government officials to expedite or facilitate non-discretionary actions and services, such as obtaining ordinary licenses or turning on phone services. Although the Foreign Corrupt Practices Act does include an exception for facilitating payments, there is no similar exception in the Organization for Economic Co-operation and Development Convention, the United Nations Convention Against Corruption and the UK Bribery Act. These payments are prohibited because they are a form of corruption and are illegal under the local laws of almost every country. In addition, such payments often open the door for additional requests that may be more serious.

### **Q. HOW DO I HANDLE “FACILITATING PAYMENTS”?**

A. Always consult the Legal Department before providing any facilitating payments.



## Doing Business with Government Employees

It is important to remember that sometimes the distributors, consultants, healthcare professionals, customers, and others with whom we do business may be government employees. Before offering or accepting any gifts, gratuities, entertainment, or hospitality to or from a government employee, you should consult with the Legal Department. Laws concerning this matter are often complex and vary from country to country and often from state to state.

### WE ARE ALL EXPECTED TO:

- Always comply with applicable laws and regulations prohibiting payment or giving anything of value, either directly or indirectly, to a government official or family member of a government official, a private individual, or employee.
- Be very cautious if you are asked to provide a facilitation payment and consult the Legal Department prior to making any payment to facilitate or expedite a service or action.
- Ensure that all interactions and transactions with government officials, or officials who are wholly or partially employed by a government entity, are clearly and accurately recorded.
- Make sure that suppliers, agents, consultants, intermediaries, distributors and other agents are vetted by the Legal Department and understand and comply with the Company's anti-bribery policy by contractual obligations and compliance with the Supplier Code of Conduct, including the prohibition to make illegal and questionable payments on the Company's behalf.
- If you have questions, seek advice or, in some instances, obtain approval in advance from the Legal Department before offering any gifts, entertainment or other hospitality, meals, travel expenses, or charitable donations to a government official.
- Consult with the Anti-Bribery and Related Matters Policy and report any observed conduct that potentially violates any anti-corruption law to the Legal Department, or the Company's Red Flag Reporting Line.

## Working with Suppliers

Prestige Consumer Healthcare purchases goods and services solely on the basis of price, quality, safety and the value they provide. The Company's relationships with suppliers are based on lawful, efficient and fair practices.

We expect our suppliers to obey the laws that require them to treat workers fairly, provide a safe and healthy work environment and protect environmental quality. Most importantly, we expect our suppliers to promote principles of ethical behavior in their workplace, to operate in a manner consistent with the Company's Supplier Code of Conduct, and to demonstrate a commitment to environmental, employment and community standards.



### WE ARE ALL EXPECTED TO:

- Follow all procurement policies, including competitive bidding practices when engaging suppliers.
- Remain objective when selecting bids from suppliers. Treat suppliers fairly and professionally.
- Only work with suppliers who are reputable, share our ethical principles of conduct, and who agree to abide by the Company's Supplier Code of Conduct.

## International Trade Regulations & Export Control Laws

It is the Company's policy to comply with all applicable laws and regulations of the countries in which we do business. Each employee involved in import and export transactions is responsible for ensuring that they comply with all applicable laws and regulations.

Prestige Consumer Healthcare's import and export programs must meet the requirements of applicable laws and regulations. In the United States, export controls are administered by a range of regulatory regimes such as the Export Administration Regulations, the International Traffic in Arms Regulations and the country-specific sanctions programs administered by the Office of Foreign Assets Control ("OFAC"). Employees responsible for administering international trade activities are committed to providing the information and support necessary to ensure our ongoing compliance with trade control laws and regulations.

Prestige Consumer Healthcare enforces a robust screening process for OFAC and FCPA compliance, including, but not limited to, collection of salient information from all prospective third-party suppliers, distributors, customers, consultants, etc. and a vigorous due diligence application of analysis thereof. Additionally, all such third parties are required to certify and attest that each will be obligated to be in compliance, and continue to comply with United States OFAC and FCPA applicable laws and standards. We hold any third party with which we transact business to standards in strict compliance with applicable laws, including OFAC/FCPA laws pursuant to our Third Party Compliance Policy



### WE ARE ALL EXPECTED TO:

- Always follow the Company's trade compliance requirements and the laws of the countries in which we do business, and be aware that some U.S. laws apply to the Company's activities overseas.
- Be sure to have any new distributor, consultant or other third parties screened by the Finance, Regulatory and Legal Departments.
- Regardless of location, ensure that all statements made on invoices presented to customs authorities are accurate and comply with local customs laws and regulations.

# Integrity and Responsibility to Our Communities

As a global business leader, we operate as a responsible corporate citizen, complying with the different laws applicable in the jurisdictions where we work and live. We will not tolerate any illegal activity from our employees, suppliers or vendors for any reason.

We observe the highest ethical standards in all of our business transactions. We often set our standards for corporate behavior beyond the requirements of the law. You must uphold our Company's ethical standards, even if they are more demanding than local customs or practices.

## Commitment to Our Communities

**We are committed to “doing the right thing” as a Company.** Prestige Consumer Healthcare has always been a responsible corporate citizen, and we are resolved to live by our principles as we grow our global business and sustainability over time. We will seek out opportunities to become active members of our communities and join with others to enhance the lives of our neighbors and consumers.

We respect cultural differences and are responsible corporate citizens in the communities in which we operate.

The Company encourages employees to become actively involved in community, volunteer and charitable activities, especially those that further our employees’ professional growth and development. Our offices organize periodic events to engage with and support the communities in which we operate including many charitable organizations. This information can be obtained from your Human Resources personnel contact.

“We respect cultural differences and are responsible corporate citizens in the communities in which we operate.”



## Protecting the Environment

**Prestige Consumer Healthcare works to protect the environment today to help create a better world tomorrow.**

We are committed to reducing the environmental impact of our business and products over the long term.

We are establishing long-range environmental targets that focus on waste reduction, energy usage, and water usage. We strive to use pollution prevention and environmental best practices in all we do – including risk assessment, training and action planning. These goals are also applicable to our third-party manufacturers, who must adhere to our Supplier Code of Conduct.

Employees are expected to comply with all applicable environmental laws, regulations and the Company's policies, and to report any incidents or conditions that may result in an environmental violation or have an adverse environmental impact. Employees are also encouraged to identify opportunities for improving our environmental performance, including, for example, conservation and recycling.

## Political Activities

Prestige Consumer Healthcare encourages active participation in the political process in a manner consistent with all relevant laws and Company guidelines.



### WE ARE ALL EXPECTED TO:

- Always seek approval to speak on behalf of the Company.
- If you are not an approved Spokesperson, make clear at all times that your views and actions in civic and political affairs are your own and not those of the Prestige Consumer Healthcare.
- Use your own time and resources, and not the Company's, when participating in political activities.
- When making political contributions, ensure that the contributions are in accordance with local law and Company policies.
- Consult with the Legal Department if there is ever any question about the appropriateness of any political activity.

## Do the Right Thing

**Our Principles of Leadership, Trust, Change, and Execution support and enable the unwavering integrity of every relationship we have and every action we take.** Use this Code of Conduct to help you to make the right decisions. When unsure about what to do, use the Resources listed in this Code of Conduct to help you navigate the uncertainties.

Wherever we are located, we operate as a team. We face challenges, overcome obstacles, and celebrate successes together. Collaborating and supporting each other for the good of our employees, customers, communities and shareholders is how we succeed. Accepting only exemplary ethical conduct from yourself and everyone at Prestige will help ensure this success.



