

# Genomma Lab Internacional

Prestige Brands Holding  
Acquisition Proposal

Compelling Strategic  
Rationale for the Combined  
Business



# Disclaimer

## Forward-looking Statements

This communication may contain certain forward-looking statements and information relating to Genomma that reflect the current views and/or expectations of Genomma and its management with respect to its performance, business and future events. Forward looking statements include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain words like “believe,” “anticipate,” “expect,” “envisages,” “will likely result,” or any other words or phrases of similar meaning. Such statements are subject to a number of risks, uncertainties and assumptions. These risks and uncertainties include, but are not limited to, the possibility that Genomma will not pursue a transaction with Prestige, the timing to consummate a potential transaction between Genomma and Prestige, the ability and timing to obtain required regulatory approvals, Genomma’s ability to realize the synergies contemplated by a potential transaction and Genomma’s ability to promptly and effectively integrate the businesses of Prestige and Genomma. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in this communication and in oral statements made by authorized officers of Genomma. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. Except as otherwise provided by law, Genomma undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

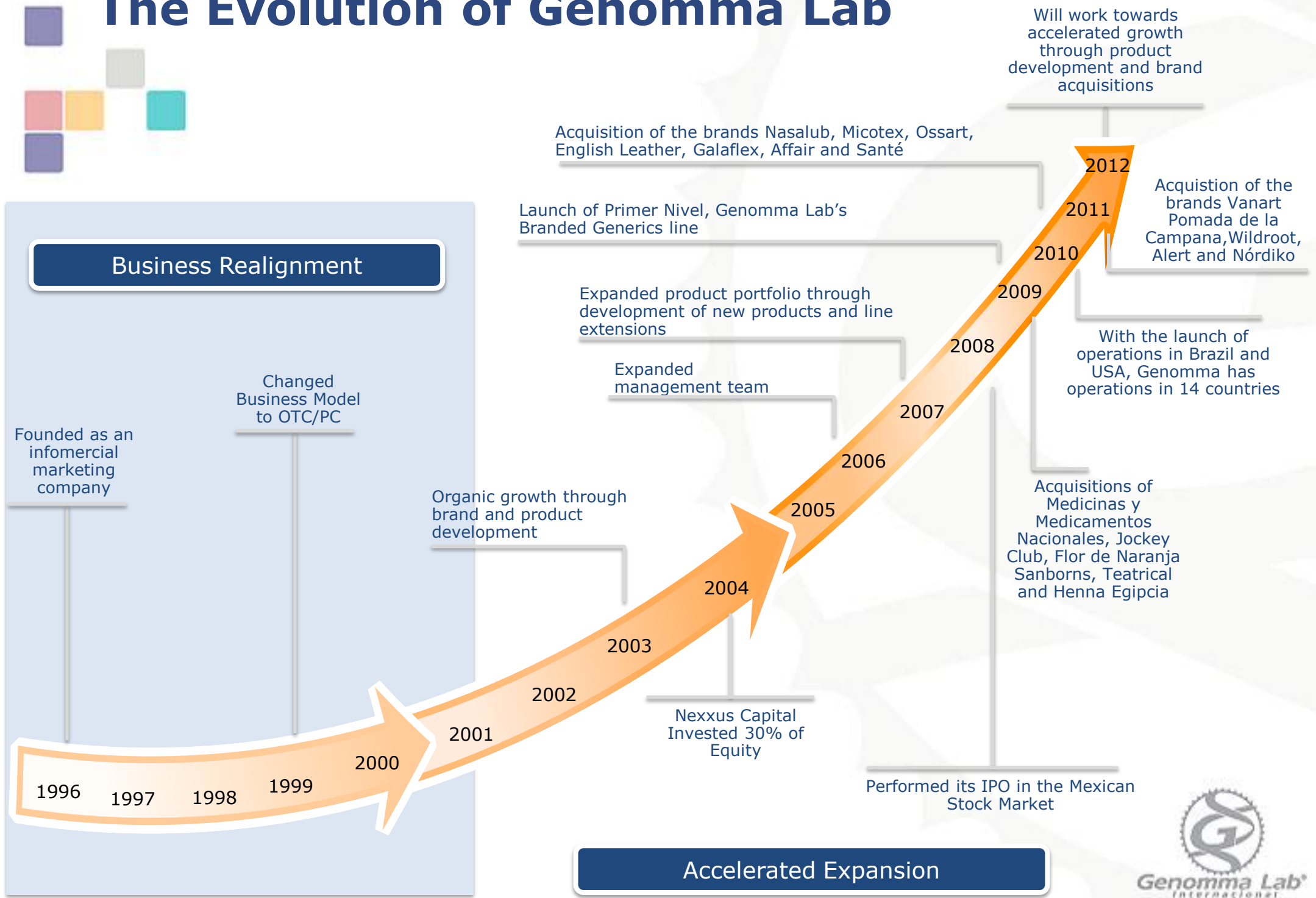
## Important Additional Information

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. No tender offer for the shares of Prestige Brands Holdings, Inc. (“Prestige”) has commenced at this time. In connection with the proposed transaction, Genomma Lab Internacional, S.A.B. de C.V. (“Genomma”) may file tender offer documents with the U.S. Securities and Exchange Commission (“SEC”). Any definitive tender offer documents will be mailed to stockholders of Prestige. **INVESTORS AND SECURITY HOLDERS OF PRESTIGE ARE URGED TO READ THESE AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** Investors and security holders of Prestige will be able to obtain free copies of these documents (if and when available) and other documents filed with the SEC by Genomma through the web site maintained by the SEC at <http://www.sec.gov>.



# Genomma Lab Overview

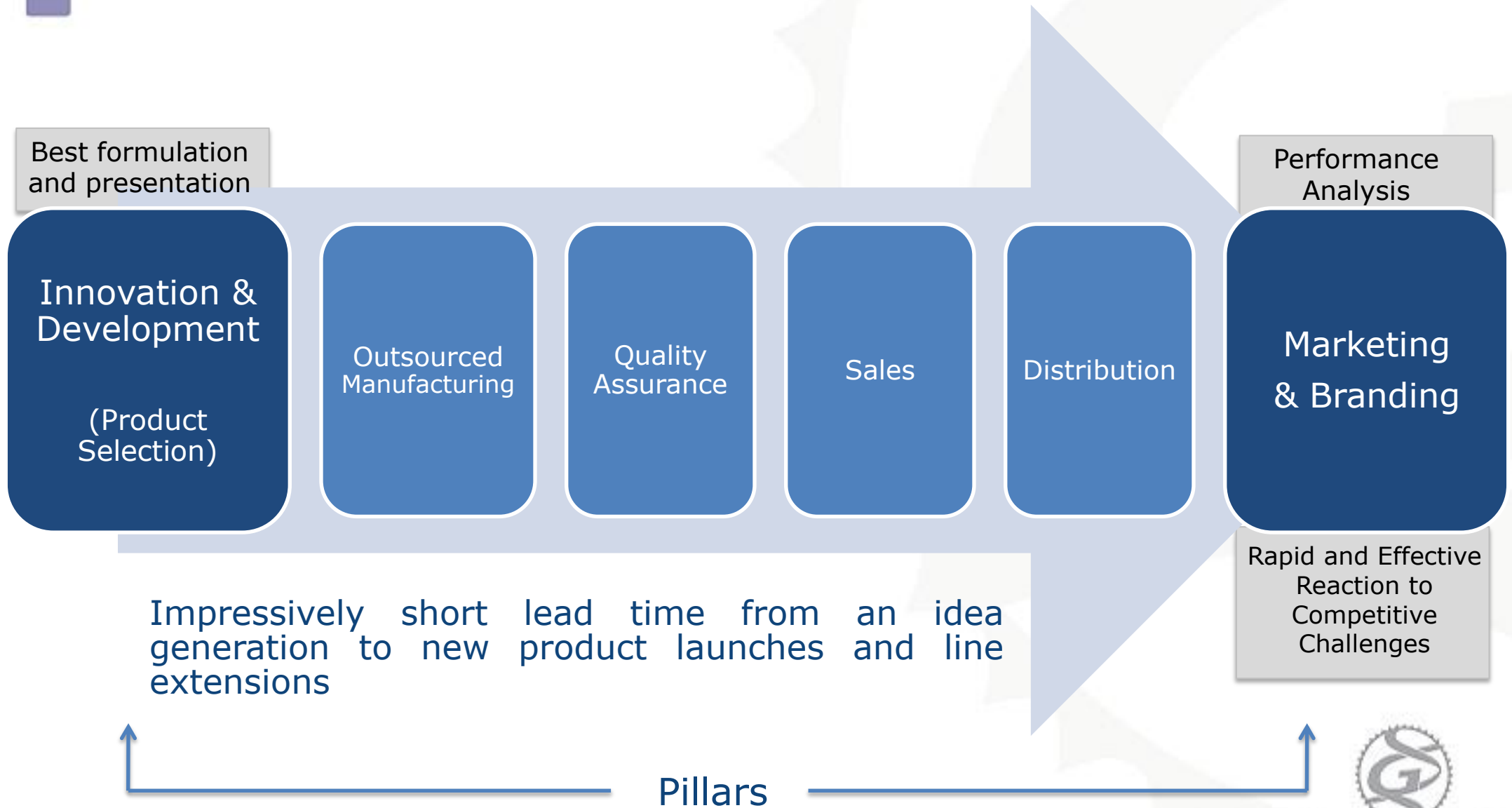
# The Evolution of Genomma Lab





# Successful Business Model

Our business model is focused on adapting quickly to the market dynamics.



Rapid and Effective Reaction to Competitive Challenges

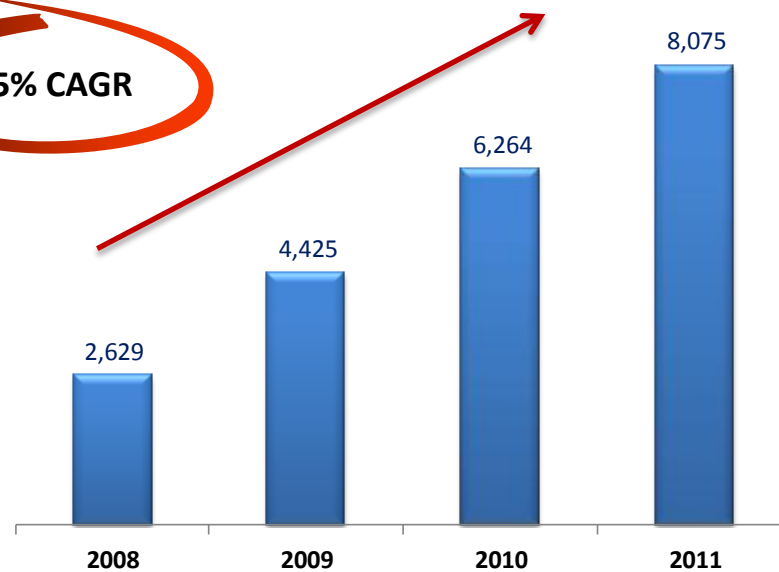
# Strong Achievements

- **# 1** in OTC pharmaceuticals in Mexico

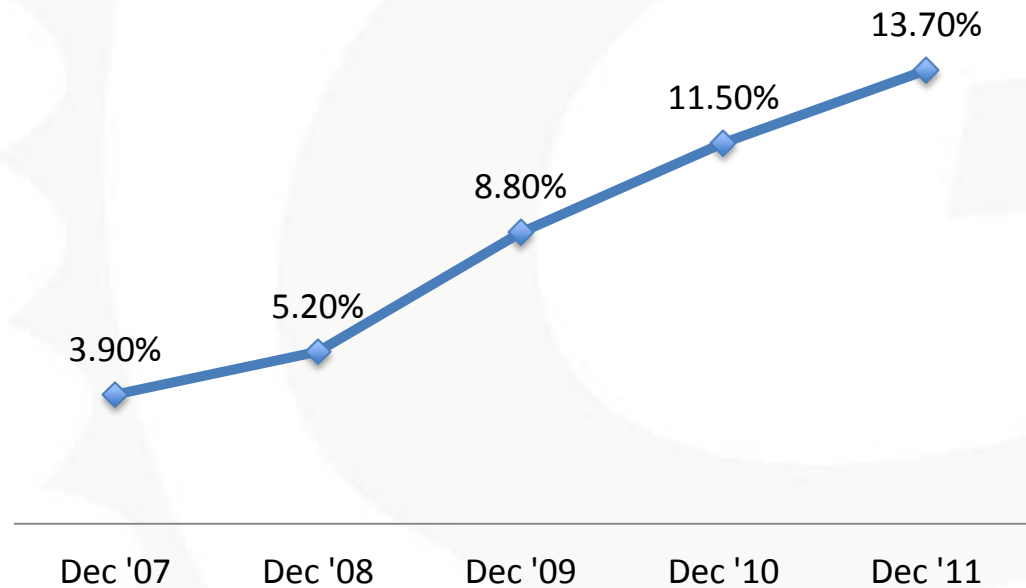
## Net Sales

(million of Mexican Pesos)

**45% CAGR**



## Market Share Growth



- Strong Growth in Sales



# Strong Achievements

- Operations in 14 countries outside of Mexico:



	IPO		TODAY*
Countries (outside of Mexico)	6	→	14
International Sales (as a % of Net Sales)	4%	→	23%
Brands			
Mexico	33	→	78
International	10		25

\* As of December 2011





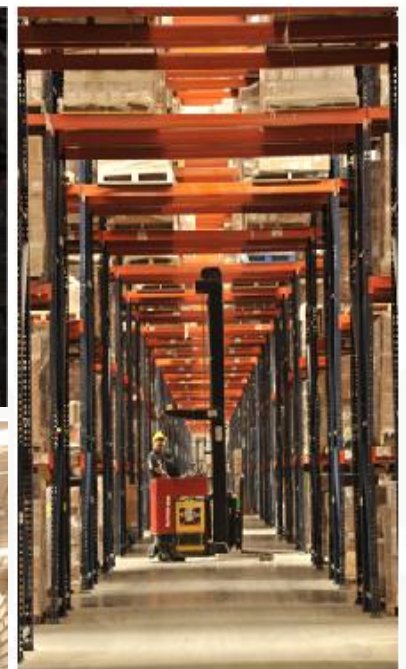
# Strong Achievements

- We recently moved to our new headquarters and distribution center

## Headquarters



## Distribution Center



	IPO		Now
Distribution Center Positions	35,585	→	100,000

\*As of December 2011



# Genomma's Success in Launching, Reinvigorating and Growing Brands and Products



- Genomma has developed most of its more than 80 brands and has taken them to the number one or number two market share:

(LTM as of December 2011)

Brand	Rank*	Market Share	Category
Next	#1	20%	Cold and cough preparations without anti-infectives
Nikzon	#1	53%	Anti-Hemorrhoids
Unesia	#1	55%	Systemic Anti-micotics
Genoprazol	#1	40%	Acid inhibitors
Asepxia	#1	68%	Anti-acne preparations
Qg5	#2	11%	Colitis treatments
Medicasp	#1	70%	Topical Antifungal for the scalp
Shot-b + Shot-b Gs	#2	25%	Vitamins
X-Ray Caps	#1	49%	Nonsteroidal Antirheumatics, combinations
Dalay	#1	38%	Sedative
Lomecan crema	#1	21%	Gynecological antifungals
Goicotabs	#1	31%	Systemic antivaricose

\*Rank in its category in Mexico according to IMS Health



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# Prestige Brands Overview

# Prestige Brands Holdings

## Oral Care



Doctor's Nightguard - Doctor's Toothpicks - Efferdent Denture Cleanser - Effergrip Denture Adhesive

## Eye Care



Clear Eyes – Murine Tears – Murine Ears

## Skin Care



Compound W – Wartner – Dermoplast – Newskin Liquid Bandages

## Cough/Cold/ Allergy/Sinus



Little Remedies – PediaCare – Chloraseptic- Luden's Throat Drops – NasalCrom Nasal Spray

## Other Brands



BC– Goody's – Chloraseptic– Dramamine- Gaviscon

# PBH — Acquisition of GSK Brands



<u>Category</u>	<u>Pre-Transaction</u>	<u>Post-Transaction</u>
Revenues	~\$400 MM	~\$600 MM
Key Category Platforms	4	6
Brands	30	45
A&P Spending	~12%	~14%
Margins	~32%	~35%

Source: Prestige Brands Holdings Third Quarter F'12 Investor Presentation – February 9, 2012



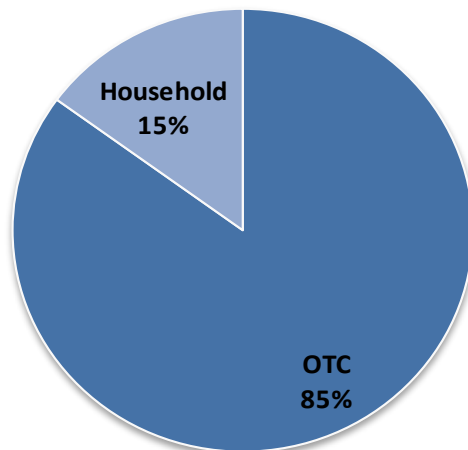
# Prestige Brands Holdings Overview

## Key Brand Portfolio

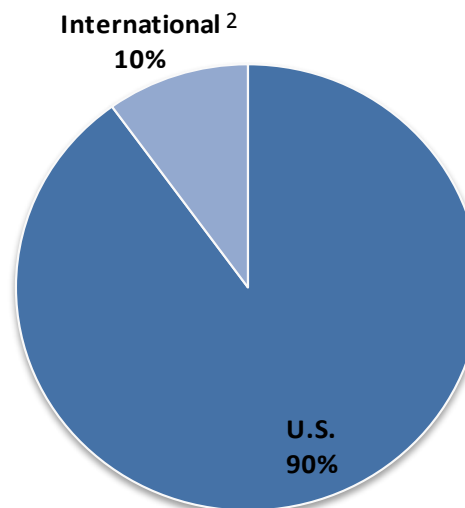
Core Brand	Category	Core Brand	Category
	Powdered Analgesics		Pediatric Healthcare
	Eye Allergy/Redness Relief		Cough Drops / Lozenges
	Denture Cleanser Tablets		Motion Sickness
	Wart Removal		Antacids
	Sore Throat Liquids/Lozenges		Ear Drops/Treatments
	Pediatric Healthcare		Bruxism
	Gas Prevention		

- Strong OTC presence will enhance Genomma's core OTC offering
- Expansion in U.S. will extend Genomma's geographic footprint
- Well diversified channel mix

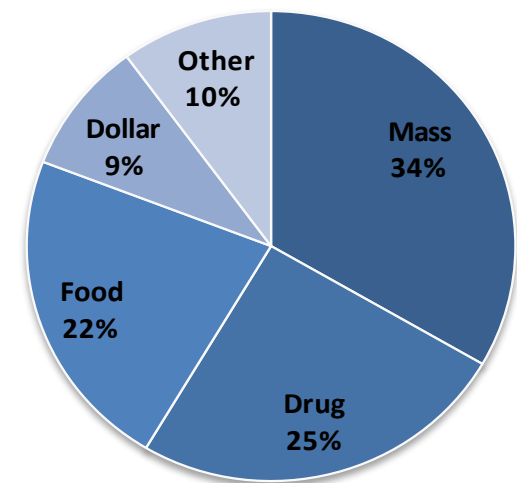
## Segment Mix<sup>1</sup>



## Geographic Mix<sup>1</sup>



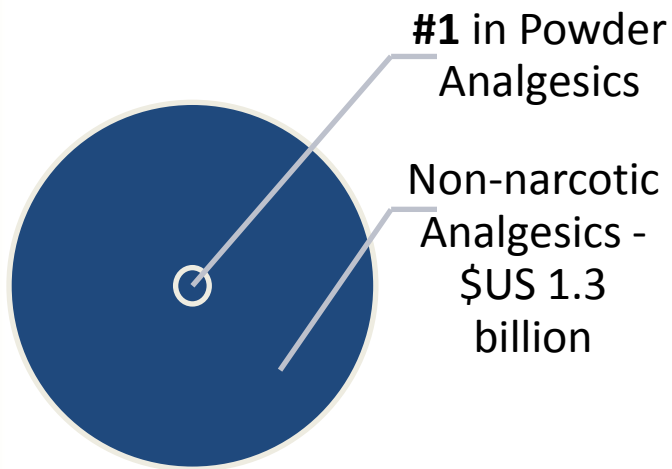
## Channel Mix<sup>1</sup>



1) As a percentage of revenues  
2) Mainly Canada

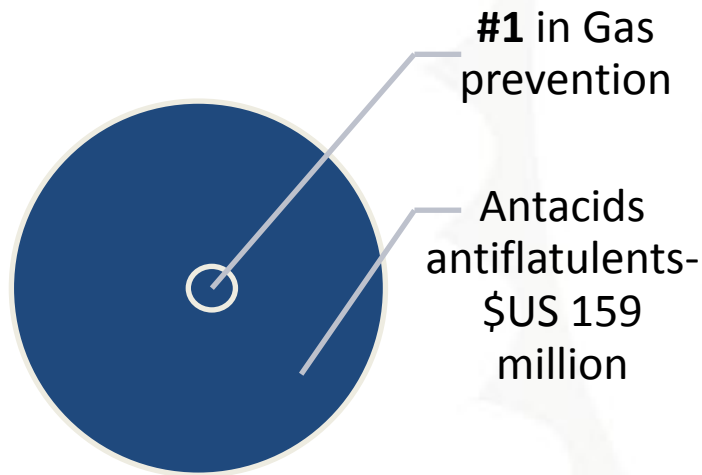
# PBH — Brands Growth Potential

**Goody's**



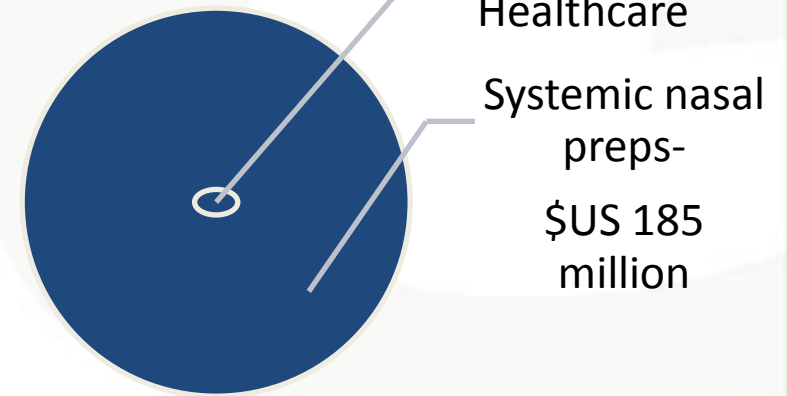
**Goody's** market share in the Non-narcotic Analgesics category only **0.2%**

**beano**



**Beano's** market share in the Antacids, Antiflatulents category only **10.7%**

**Pedia Care**



**Pedia Care's** market share in the Systemic nasal preps. category only **0.2%**



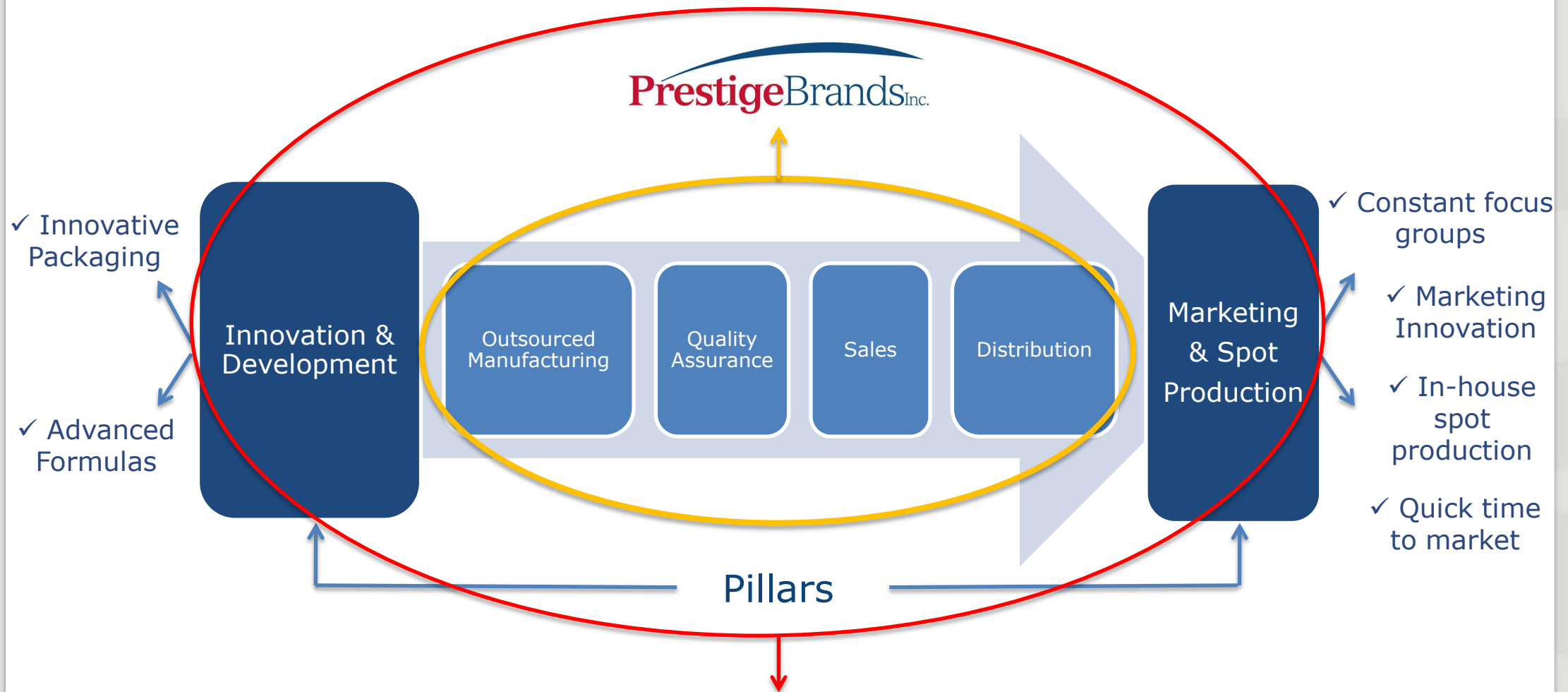




# Strategic Combination

# Complementary Business Models

Our model is focused on adapting quickly to the market dynamics.



Genomma can easily apply its expertise, in-house I&D and marketing capabilities and to enhance PBH's business model



# Genomma Production and Marketing Capabilities



Genomma Lab Differentiators: **Independence & speed**

## ADVERTISING AGENCY

**DEPENDENCE**

- Creative Idea** • External Factors
- Production** • Slow Processes
- Release** • Low feedback

Results: Participation in just 1 category.

1 new spot  
=  
**2 months**

## GENOMMA – IN HOUSE

**SPEED**

- Creative Team** • 5 Creative Teams
- Production** • 24 x 7 Monitoring  
(Competitive & Global Creativity)
- Release** • Own infrastructure and most innovative technology

Results: Participation in 48 OTC categories and 12 PC categories.

1 new spot  
=  
**5 days**

1 Year  
=  
**1,000 spots**


































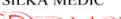













# Genomma Production and Marketing Capabilities



















- Genomma is the biggest spot producer in Latin America
- Genomma will leverage its in-house marketing capabilities to produce the spots to be utilized in the US, not only to reduce costs but to have a larger inventory of spots per product, focused on US consumers
- US celebrity talent added to Genomma's technical capabilities and advertising creativity will significantly improve PBH's marketing campaigns

# Complementary Brand Portfolio

With this new portfolio of brands Genomma will strongly participate in the top OTC and PC categories in the US and LATAM.

CATEGORY	BRANDS		SERVED CATEGORIES
	Genomma Lab	Prestige Brands	✓
ANALGESICS	  	    	✓
DIGESTIVE REMEDIES	  	     	✓
COLD & COUGH	 	    	✓
EYE & EAR CARE		  	✓
ORAL CARE		  	✓
SLEEP AIDS		  	✓
DERMATOLOGICALS	      	      	✓
HEMORRHOID TREATMENT	 		✓ 

# Complementary Brand Portfolio

CATEGORY	BRANDS		SERVED CATEGORIES
	Genomma Lab	Prestige Brands	
JOINTS & OSTEOARTHRITIS			✓
CHOLESTEROL TREATMENT			✓
SEXUAL PROTECTION			✓
MULTI-VITAMINS			✓
PERSONAL CARE	       		✓
HOUSEHOLD		  	✓ 



# Ability to Regionalize Prestige's and Genomma's Leading Brands

- Unique opportunity to expand a world-class brand portfolio of FDA-approved products throughout the region
- Genomma gains shelf space and a footprint in the U.S. and Canada for several of its key brands
- Reinvigorate PBH brands with Genomma's marketing methodology





# Transaction Rationale & Value Proposition

# Overview of Genomma Proposal



- All cash offer of \$16.60 per share
  - Implied Equity Value:\$848 million\*
  - Prestige Net Debt:\$1,156 million
  - Implied Enterprise Value: \$2,004 million
- A **23% premium** over PBH pre-announcement closing share price on February 17, 2012 and a **47% premium** over the volume-weighted average of the three months ended on February 17, 2012
- Offer price represents the highest price PBH shares have reached since June 2005
- The offer represents an EV/EBITDA 2012e multiple of 9.2x



\*.45 million options released in February 28,2012 were added to the 50.7 million shares outstanding of PBH.

# Compelling Transaction Rationale

## Strong Business Logic for Combination

- Creates business with scale and market leading positions in each of the key consumer markets across the Americas
- Applies Genomma's core marketing competencies to PBH brands
- Extends key PBH brands into new geographies

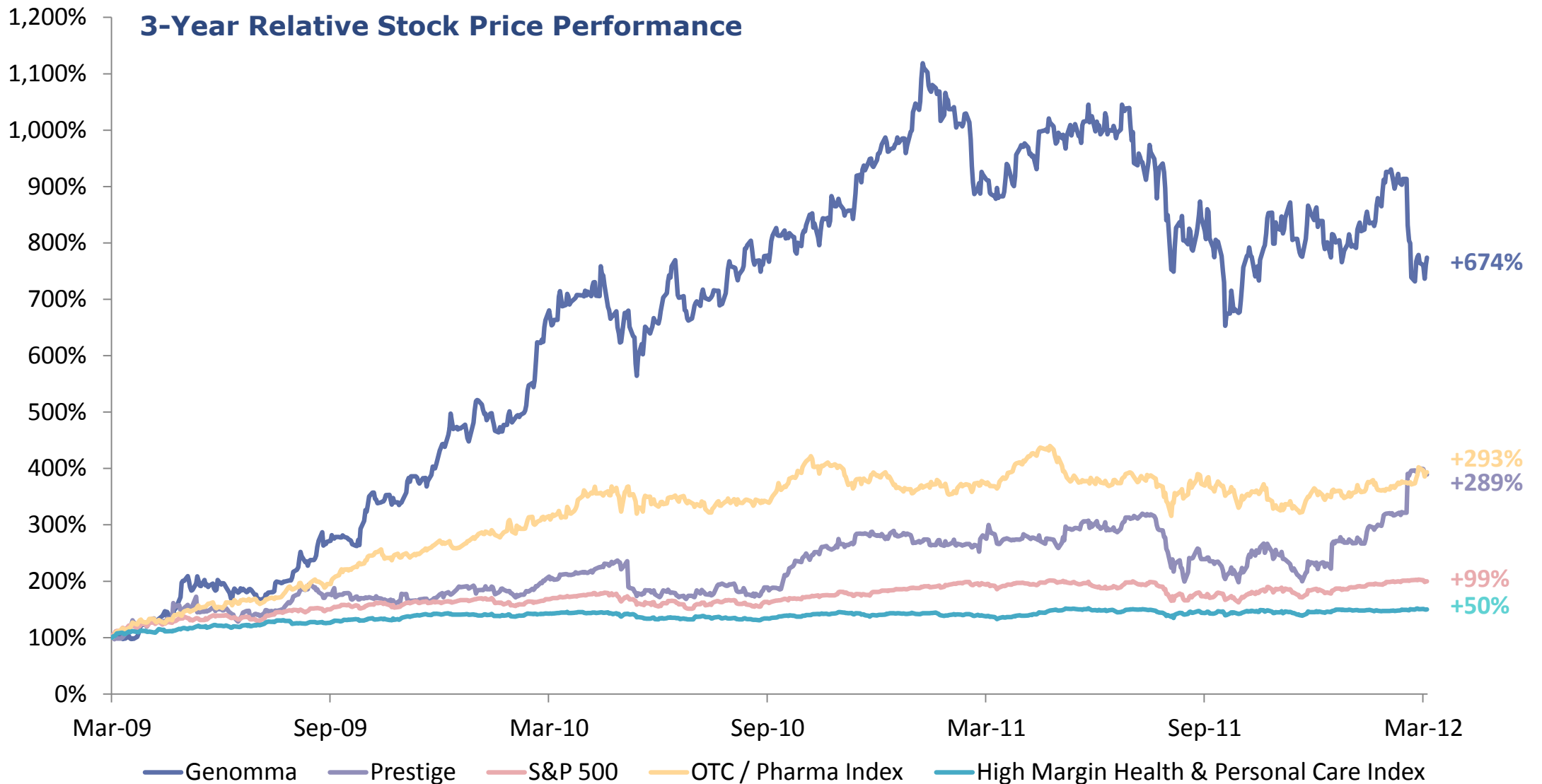
## Optimal Alternative for PBH Shareholders

- Deal certainty: no anticipated financing, regulatory issues
- Speed: Ability to consummate transaction very quickly if Prestige engages with us
- Compelling value: Genomma's EV / EBITDA multiple 2012e of 9.8x vs. PBH's 3-yr historic standalone multiple of 7.5x

## Value Enhancing for Genomma Shareholders

- Very attractive financial metrics (excluding synergies)
  - ~\$1.4 billion in revenues; ~\$423 million in EBITDA in 2012
  - Significantly EPS accretive in 2013e greater than 20%
  - Sustainable margin expansion of over 400bps
- Significant synergy opportunities drives additional upside
- Rapid de-leveraging due to substantial free cash flow generation

# Genomma Management Team Has a Strong Track Record of Delivering Shareholder Value



Note: Share price data from March 9, 2009 through March 8, 2012

- 1) OTC / Pharma Index includes Atrium Innovations, Hypermarcas, Perrigo, and Schiff Nutrition
- 2) High Margin Health & Personal Care Index includes Church & Dwight, Clorox, Colgate-Palmolive, Johnson & Johnson, Procter & Gamble, Reckitt Benckiser, and Weight Watchers

# Advisors Line-up



Advisors Line-up	
M&A Advisors	Bank of America Merrill Lynch among others
Financial Institutions	Bank of America Merrill Lynch among others
Financial Advisors	Nexus Capital
Lawyers	Dewey & Leboeuf (USA) y Forastieri Asociados (Mex)
Proxy Solicitor	Inisfree M&A Inc.
PR Agent	Abernathy MacGregor's



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# Investors' Main Issues

Issue	Status
Management	Retain actual management plus Genomma's marketing team.
Offer Price	Represents full and fair value. Can only re-evaluate if PBH engages with us.
Due Diligence	Extensive knowledge of asset and due diligence substantially complete. (Only confirmatory diligence required)
Timing / Process	Fully prepared at any time to meet with Prestige to negotiate and consummate a mutually acceptable transaction agreement.
	Diligence can be completed in a matter of weeks.
Genomma's Approval	Unanimous support of our Board of Directors.



# Acquisition Financing and Proforma Capital Structure



- 100% debt financed transaction
- Acquisition of PBH equity financed with new Genomma's debt in Mexico
- PBH debt will be refinanced if required in the US without recourse to Genomma
  - Genomma would not act as guarantor
- Exploring potential to leave existing PBH debt in place
- Consolidated Net Debt to EBITDA of approximately 4.6x as of December 2012e.
- Strong PF Cash Flow allows for rapid de-leveraging
  - Consolidated debt de-levers under LABB target levels within 3 years
- No plans for rights offering of LABB shares to help finance the deal, there will be no follow-on

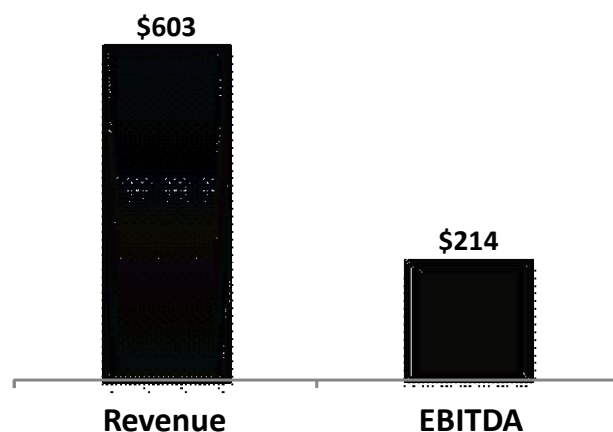
# Prestige Brands Holdings Overview

## Key Statistics

- Publicly traded on NYSE under "PBH"
- ~85% of net revenue are OTC products and 90% of brand contribution
- ~90% net revenues in the U.S.
- 2/3 of OTC net revenue generated from brands that maintain #1 or #2 market share positions
- 100 full-time employees
- Based in Irvington, NY

## PF 2011 Financial Summary<sup>1</sup>

\$US millions



## Business Overview

- Prestige Brands Holdings, Inc. ("Prestige") markets, sells and distributes branded over-the-counter ("OTC") and household products
- Proven operating model with outsourced manufacturing, distribution and R&D
- Focused on core competencies: sales & marketing and product development
- Minimal capital expenditures resulting in high free cash flow generation

## Valuation (Pre-Bid)

(\$USD millions, except per share data)

Share Price (02/17/12)	\$	13.50
Shares Outstanding (mm)		50.667
<b>Equity Value</b>	<b>\$</b>	<b>684.0</b>
Plus: Net Debt		1,156.0
<b>FD Enterprise Value</b>	<b>\$</b>	<b>1,840.0</b>
Enterprise Value / Revenue <sup>1</sup>		3.1x
Enterprise Value / EBITDA <sup>1</sup>		8.6x



1) Pro Forma for the acquisition of 17 GSK Brands

# Pro Forma Financial Profile Without Synergies



(US\$ millions)	Year Ending December 31	
	2011 PF	2012 E
<b>Revenue</b>		
Genomma	621	773
Prestige	603	607
<b>Combined Revenue (ex. synergies)</b>	<b>1,224</b>	<b>1,380</b>
<b>EBITDA</b>		
Genomma	165	205
Prestige	214	218
<b>Combined EBITDA (ex. synergies)</b>	<b>379</b>	<b>423</b>
<b>EBITDA Margin</b>		
Genomma	26.6%	26.5%
Prestige	35.5%	36.0%
<b>Combined EBITDA Margin (ex. synergies)</b>	<b>31.0%</b>	<b>30.7%</b>

## Key Forward-looking Metrics

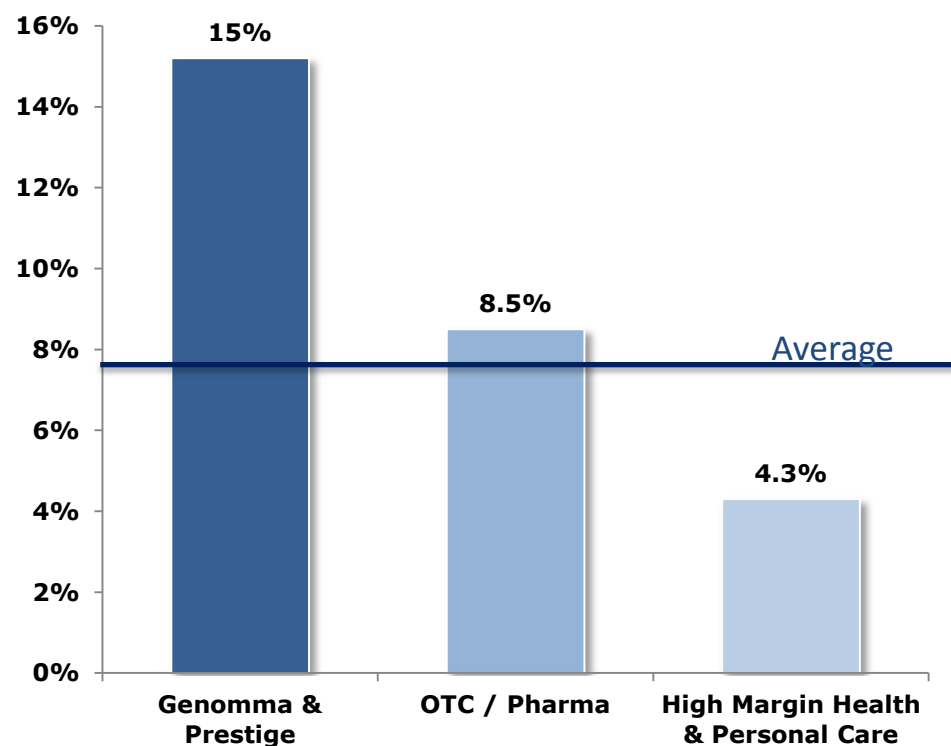
- Significant EPS accretion of at least 20% by 2013e
- Sustainable revenue growth at least 15%

Source: Genomma's and Prestige's numbers are based on the Company's guidance and analysts' estimates, respectively.  
PBH results assume GSK brands' full year effect

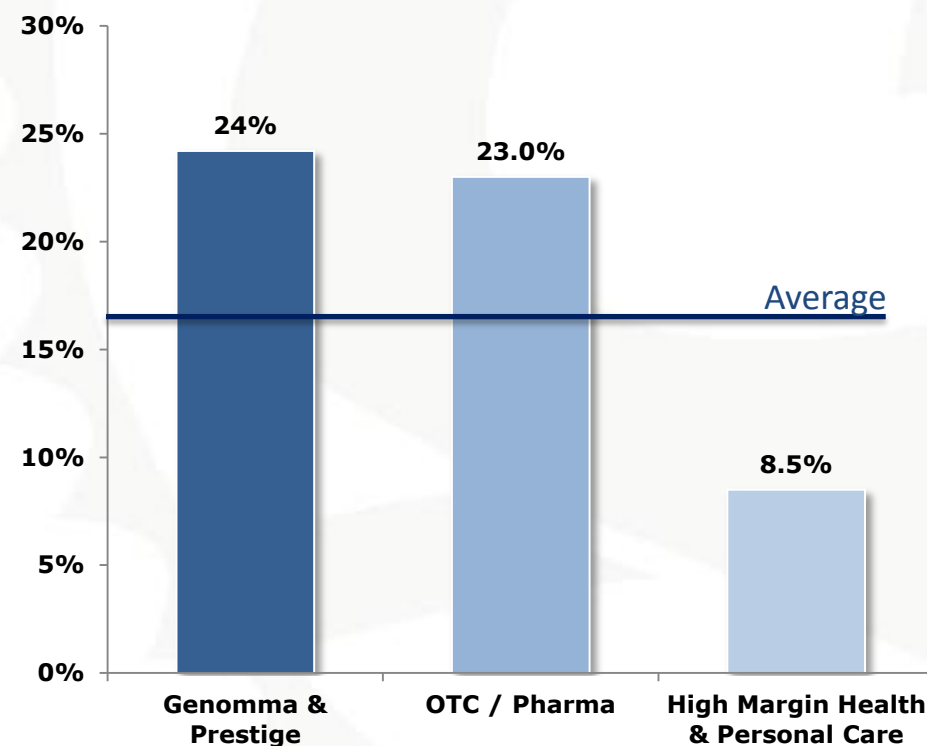
# Peer Group Benchmarking Without Synergies



Revenue Growth 2011-2014e<sup>(1)</sup>



EPS Growth 2011-2014e<sup>(1)</sup>



Source: Consensus estimates

- 1) 2011-2014 CAGR
- 2) OTC / Pharma peer group includes Hypermarchas, Perrigo, Atrium Innovations and Schiff Nutrition
- 3) High Margin Health & Personal Care peer group includes Procter & Gamble, Weight Watchers, Church & Dwight, The Clorox Company, Colgate-Palmolive, Johnson & Johnson and Reckitt Benckiser

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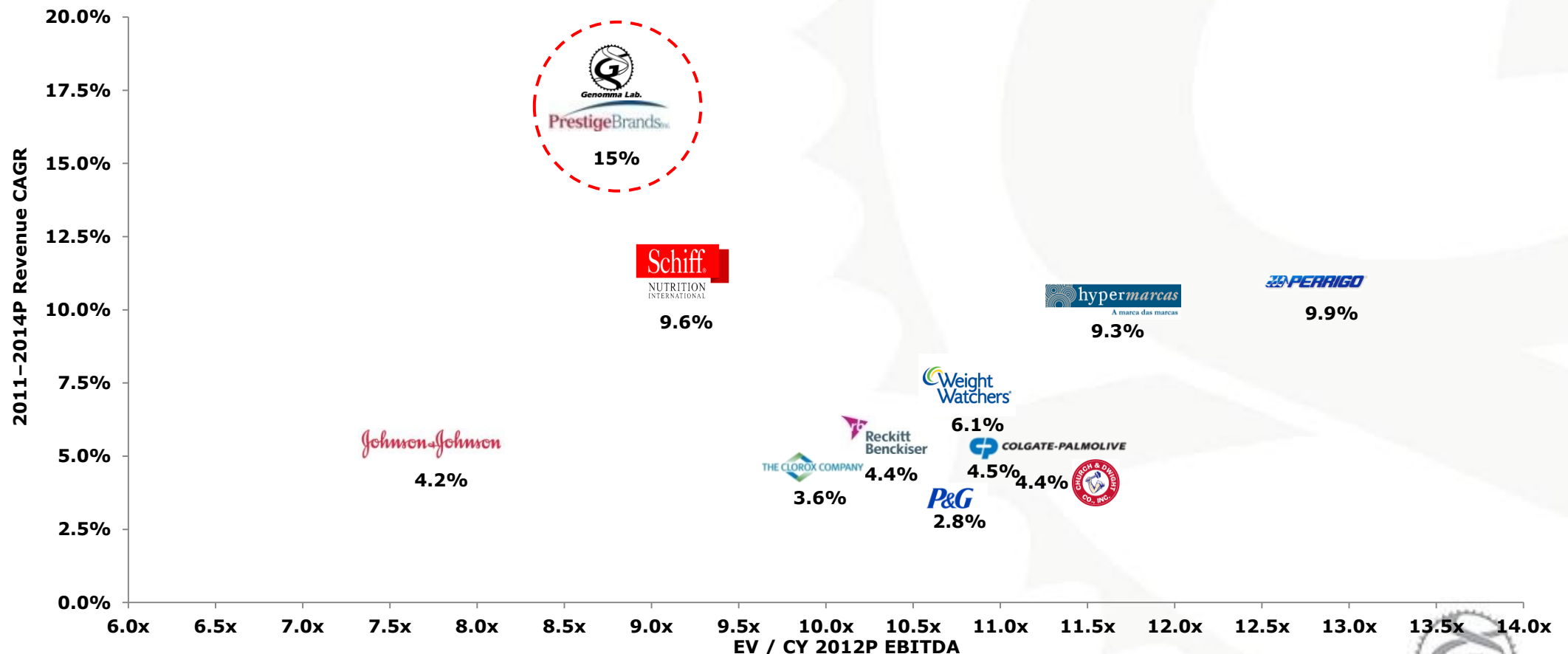


# Peer Group Benchmarking Without Synergies

The current valuation is an attractive investment opportunity



## Revenue CAGR Correlation to EBITDA Multiple



Source: Consensus estimates

Genomma's and Prestige's numbers are based on the Companies' guidance and analysts' estimates, respectively.





A cluster of seven small, colored squares in the top right corner, arranged in a roughly triangular pattern. The colors include purple, blue, red, orange, grey, teal, and light green.

**Prestige**Brands<sup>Inc.</sup>



# Creates Highly Diversified Business with Significant Scale and Market Leading Franchises

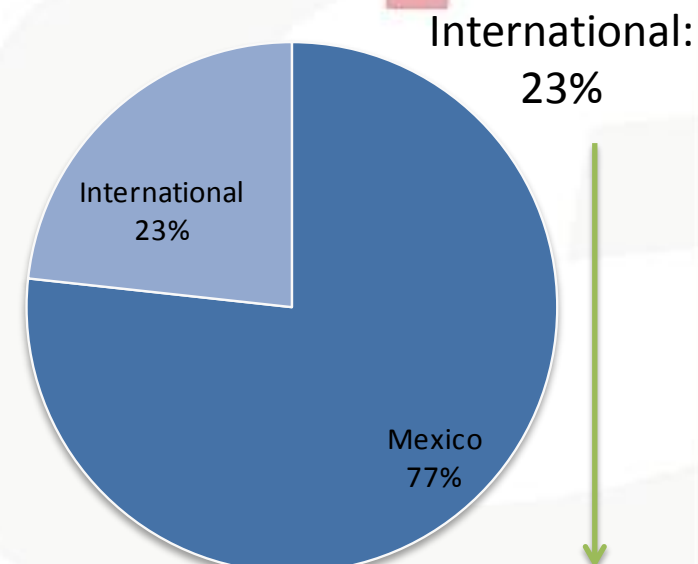
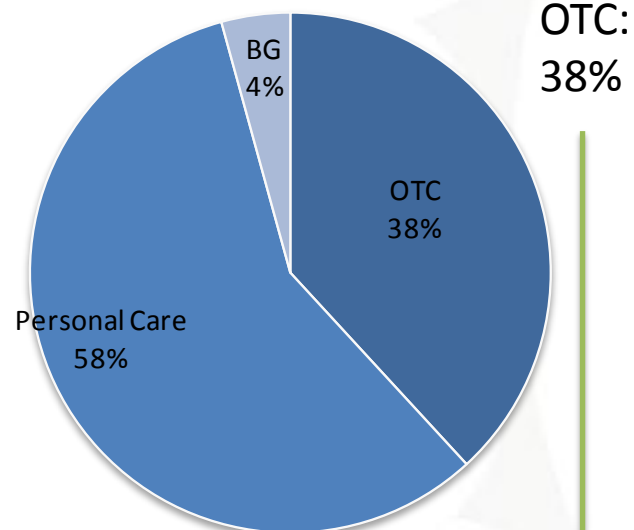
OTC

International

## Genomma

CY 2012 Revenue:  
USD\$773 million

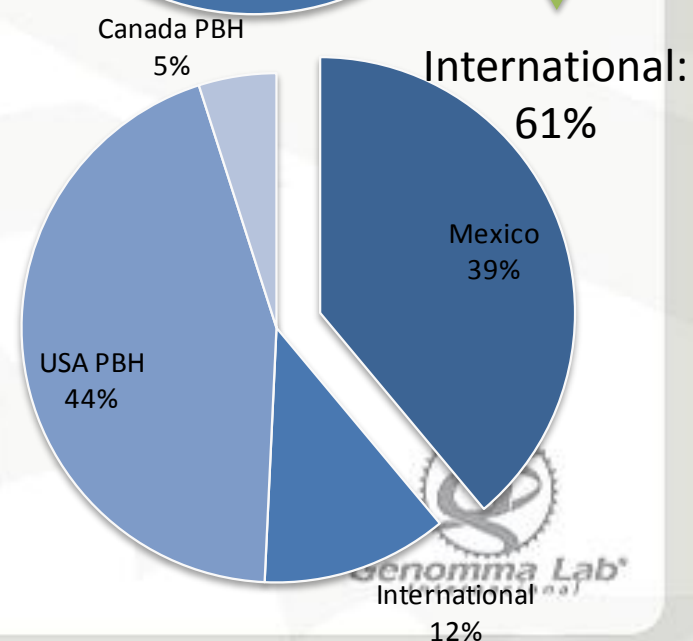
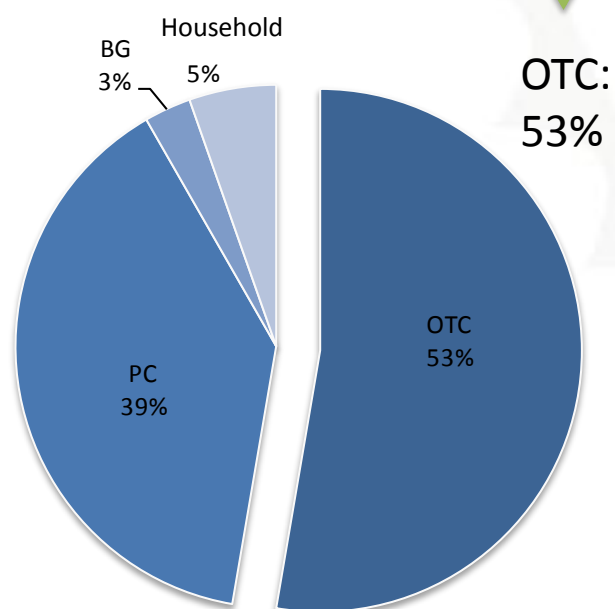
CY 2012 EBITDA:  
USD\$205 million



## Genomma & Prestige

PF 2012 Revenue:  
USD \$1,380 million

PF 2012 EBITDA:  
USD \$423 million



# Growth Potential in the US

+ PC niche brands in the US



+ Mexican Brands



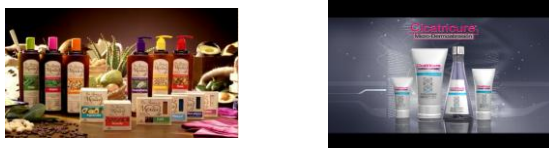
+PBH in LATAM



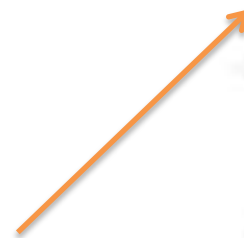
+ Hispanic market



+ Better marketing and spots



+ Organic growth



PrestigeBrands Inc.

US\$603 mm

Organic growth

(PBH sales USD) 2011 proforma in millions of

Expected Growth Opportunities

PC niche brands

Mexican Brands

PBH in LATAM

Hispanic market

Better marketing and spots



PBH under Genomma

US \$603 mm + substantial growth opportunities

# Investment Thesis and Value Proposal



- ✓ Creates value for shareholders
- ✓ Unique business model that complements PBH
- ✓ More solid and diversified brand portfolio
- ✓ Broader international presence in line with the LAB's goals
- ✓ Strengthens the manufacturing network
- ✓ Applies Genomma's marketing capabilities to grow PBH brands



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