



Mexico City, February 21, 2012

**GENOMMA LAB INTERNACIONAL ANNOUNCES
NON-BINDING PROPOSAL TO ACQUIRE PRESTIGE BRANDS HOLDINGS
FOR \$16.60 PER SHARE IN CASH**

Genomma Lab Internacional, S.A.B. de C.V. (“Genomma”) (BMV: LAB.B.) today announced that it has submitted a non-binding proposal to acquire all of the outstanding shares of Prestige Brands Holdings, Inc. (“Prestige”) (NYSE: PBH) common stock for \$16.60 dollars per share in cash. The transaction is valued at approximately \$834 million dollars, not including Prestige’s net debt.

Genomma’s all-cash proposal represents a premium of 23% over Prestige Brand closing stock price on February 17, 2012 and a 47% premium over the three month historical average of Prestige’s share price, both as of February 17, 2012.

Genomma noted that its Board of Directors unanimously supports this proposal. Among other matters, this proposal is subject to confirmatory due diligence and the negotiation of definitive documentation, as well as receipt of customary corporate and regulatory approvals.

Genomma has delivered its proposal to the Chairman and Chief Executive Officer of Prestige. Below is the text of the letter that was sent today to Prestige:

*Prestige Brands Holdings, Inc.
90 North Broadway
Irvington, New York 10533
Attention: Matthew M. Mannelly
Chairman and Chief Executive Officer*

February 21, 2012

Dear Mr. Mannelly:

As I have explained to your advisors, Genomma Lab Internacional, S.A.B. de C.V.’s (“Genomma”) is proposing to acquire all of the outstanding shares of common stock of Prestige Brands Holdings, Inc. (“Prestige”) at a price of \$16.60 dollars per share in cash. Our goal is to work with you to agree to a negotiated transaction. However, due to the unique opportunity presented by our proposal for your shareholders to realize full and immediate value, we have decided to make this proposal known to your shareholders. Consequently, we are making this letter public simultaneously with my sending it to you.



We believe that a combination of Prestige and Genomma presents an exciting opportunity to create significant value for our respective shareholders, employees, business partners and other constituencies. Our offer price of \$16.60 dollars per share in cash represents the highest price that the stock has reached since June 2005, a substantial premium to Prestige Brand unaffected market prices of 23% over Prestige Brands closing stock price on February 17, 2012, and a 47% premium over the three month historical average of Prestige's share price of February 17, 2012.

We believe this is an extremely compelling offer with undeniable strategic and industrial logic, and we are confident that your stockholders will find it extremely attractive. We believe that bringing together our two highly complementary companies would create substantial value. As part of this uniquely compelling combination, Prestige would be well positioned to achieve higher growth than it could on a stand-alone basis.

Genomma is one of the fastest growing pharmaceutical and personal care products companies in the pharmaceutical and personal care products industry, and has an increasing international presence. We are involved in the development, sale and marketing of a wide variety of premium-branded products, many of which are leaders in their respective categories in terms of sales and market share. Genomma's common stock trades on the Mexican Stock Exchange (Bolsa Mexicana de Valores), under the symbol, LAB.B. Given our financial strength and the indications of interest we have received from various prominent international financial institutions to provide financial support, we do not anticipate that financing of the proposed transaction will be an issue. We expect that we will obtain the necessary financing for the proposed transaction in an expeditious manner.

We have a high regard for your operations, management and talented employees, and we are mindful that you and your management team have contributed greatly to Prestige's success. Genomma contemplates continued employment of Prestige's management and employees following the consummation of a transaction.

We are prepared to move quickly with the transaction with you and your advisers. We have already completed extensive analysis and due diligence of Prestige based on publicly available information. We are prepared to proceed expeditiously and, with your cooperation, believe we can be in position to announce a definitive agreement within two to three weeks. During that period we also would complete confirmatory due diligence and finalize our financing commitments. The proposed transaction will be subject to the approval of our shareholders and other customary closing conditions to be set forth in such definitive agreement. We believe that, with your cooperation, we will be able to expeditiously consummate the proposed transaction.

Our proposal has been approved unanimously by the Genomma board of directors. I want to emphasize to you and your board of directors our seriousness regarding this



proposal and our commitment to a combination of Prestige and Genomma. We are convinced that this proposal is compelling for Prestige and its shareholders and provides a unique opportunity for Prestige's shareholders to realize full and immediate value for their shares. We also firmly believe that, given our approach to acquisitions, this transaction would be in the best interests of your employees and customers in which you operate.

Our strong preference is to work with you to negotiate a mutually acceptable transaction and avoid unnecessary costs. If you are willing to fully engage with us, we and our advisors are ready to meet with your representatives at any time to discuss this proposal and to answer any questions you have. We believe that time is of the essence and are prepared to move forward expeditiously by committing all necessary resources to complete a transaction promptly. We look forward to hearing from you as soon as possible.

Best Regards,

*Rodrigo Herrera Aspra
CEO and Chairman of the Board of Directors, Genomma Lab Internacional, S.A.B. de C.V.*

Conference Call

Management of Genomma will hold a conference call to discuss this strategic opportunity today,

About Genomma

Genomma is one of the fastest growing pharmaceutical and personal care products companies in Latin America. Genomma develops, sells and markets a broad range of premium branded products, many of which are leaders in the categories in which they compete in terms of sales and market share. Genomma has a sound business model through a unique combination of a new product development process, consumer oriented marketing, a broad retail distribution network and a low-cost, highly flexible supply chain operating model.

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.