

NBTY Compensation and Stock Option Committee Charter

Membership

The Compensation and Stock Option Committee (the “Committee”) of the Board of Directors (the “Board”) of NBTY, Inc. (the “Company”) shall consist of at least three directors who the Board determines are “independent” in accordance with New York Stock Exchange (“NYSE”) listing standards, as well as the requirements of any laws or regulations applicable to the Committee or its members. The members of the Committee shall be appointed on an annual basis and may be removed at any time by the Board. The Board shall appoint a Chair of the Committee.

Purpose, Authority and Responsibilities

The Committee shall assist the Board in (i) developing and periodically reviewing compensation policies for the Company, including stock options, restricted stock and similar rewards, consistent with and linked to the Company’s strategies; (ii) evaluating the performance of the Company’s Chief Executive Officer (“CEO”) and determining his compensation annually; (iii) recommending the compensation of the Company’s officers to the Board annually; (iv) reviewing management’s recommendations on executive compensation policies and programs; (v) recommending to the Board the fees of outside directors; (vi) reviewing and approving new Company benefit plans and amendments to existing benefit plans; (vii) approving all equity-based compensation plans; and (viii) reviewing benefit plan administration. In addition, the Committee shall prepare the Committee report required to be included in the Company’s annual proxy statement.

In furtherance of these purposes, the Committee shall have the following authority and responsibilities:

Meetings

1. The Committee shall meet at such times as the Committee shall consider appropriate to fulfill its duties and responsibilities;
2. If it so determines, the Committee may meet separately with members of management, or with outside advisors or firms to discuss any matters that the Committee believes would be appropriate;
3. The Chairman of the Board or any member of the Committee may call meetings of the Committee in accordance with the By-laws of the Company;
4. All independent directors who are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may invite to its meetings any director,

member of management or any other person it deems appropriate in order to carry out its responsibilities;

5. The Committee may also exclude from its meetings or any part of a meeting any persons it deems appropriate;

6. In addition to telephonic meetings authorized by the By-laws of the Company, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing is signed by all Committee members or if all Committee members consent via electronic transmission. Any such consent must be filed with the Secretary of the Company and maintained in the record of the proceedings of the Committee;

7. Written or electronic minutes of each meeting shall be prepared and filed with the records of the Company and shall be available to all directors;

Compensation Policies

8. The Committee shall develop and periodically review the overall compensation strategies for the Company (including, without limitation, stock option and ESOP plans) consistent with, and linked to, the Company's strategies;

CEO Performance and Compensation

9. The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation;

10. The Committee shall annually evaluate the CEO's performance in light of the goals and objectives so established and, considering this evaluation, annually set the salary, the equity based compensation and any other remuneration or executive benefits of the CEO of the Company;

Executive Compensation

11. The Committee shall recommend to the Board the salary, equity based compensation and any other remuneration or executive benefits of each officer;

12. The Committee shall review and approve the performance goals for all performance-based plans in which officers of the Company participate or for any awards under plans in which officers of the Company participate which are conditioned as to vesting or other matters on the attainment of performance goals or objectives;

13. The Committee shall take or cause to be taken such action or shall establish such processes or procedures as the Committee deems necessary or appropriate in order to obtain favorable tax treatment that the Committee deems desirable or as required by law and related to any Company employee benefit plan, compensation arrangement or other award applicable to

officers of the Company, including, without limitation, the making of any reports or filings by the Company with any governmental agency concerning any such matter;

Directors' Compensation

14. The Committee shall periodically review and make recommendations to the Board with respect to the compensation of non-employee directors;

Benefits, Equity-Based and Other Compensation Plans and Programs

15. The Committee shall ensure the appropriate review and approval of all new benefit plans or amendments to existing benefit plans of the Company; in carrying out this responsibility, the Committee may (subject in all cases to the terms of such plans) itself conduct such review and approval, or may delegate such review and approval to other persons or management committees or may refer such approval to the entire Board, in each case in accordance with such rules, guidelines and procedures as the Committee may from time to time establish;

16. The Committee shall ensure the appropriate review and approval of all equity compensation plans or amendments to equity compensation plans of the Company; in carrying out this responsibility, the Committee may (subject in all cases to the terms of such plans and the requirements of the NYSE regarding equity compensation plans) itself conduct such review and approval or may refer such approval to the entire Board, in each case in accordance with such rules, guidelines and procedures as the Committee may from time to time establish; and the Committee may take or cause to be taken such action as it deems appropriate to ensure the Company's management fulfills any requirements for shareholder approval of any equity-based compensation plan or amendment to such plan;

17. The Committee shall take or cause to be taken such action as the Committee deems necessary or advisable so that appropriate processes and procedures exist for the administration, operation and compliance of Company benefit plans, stock plans and compensation plans;

18. The Committee shall provide, as and when it deems appropriate, oversight and/or direction to any management committee or subcommittee or to any employee to whom it has delegated responsibilities and authority, with respect to any and all matters relating to the Company's employee benefit and compensation plans;

19. The Committee shall take or cause to be taken such actions as shall be assigned to the Committee under any Company benefit or stock plan;

Committee Reports

20. The Committee shall ensure the preparation and approval of all reports of the Committee required to be included in the Company's annual proxy statement, pursuant to and in accordance with applicable rules and regulations of the Securities and Exchange Commission ("SEC");

Reporting to the Board; Evaluation of Performance; Other Activities

21. The Committee shall report to the Board the Committee's recommendations and the results of its actions;

22. The Committee shall, at least annually, (i) evaluate its own performance and report to the Board on such evaluation and (ii) review and assess the adequacy of this Charter and recommend to the Board any amendments to this Charter, which amendments shall be subject to Board approval; and

23. The responsibilities and duties enumerated in this Charter shall be the common recurring activities of the Committee in carrying out its purposes. The Committee may assume additional duties or responsibilities, carry out additional functions or adopt additional policies and procedures as may be appropriate to carry out its purposes or in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time. In carrying out these responsibilities and duties, the Committee shall comply with all applicable requirements of the NYSE, the SEC, regulations or law in such manner and under such guidelines as the Committee shall determine from time to time to be most appropriate.

Procedures

A majority of the members of the Committee shall constitute a quorum. The affirmative approval of majority of a quorum shall be sufficient to approve a decision of the Committee. The Chair of the Committee, in consultation with the other Committee members, shall set meeting agendas and report to the Board the result of its meetings.

The Committee may delegate its authority to such subcommittees or to the Chair of the Committee when it deems appropriate.

In fulfilling its responsibilities, the Committee is empowered to investigate any matter relating to its purpose, duties or responsibilities that it deems appropriate and shall have full access to all books, records, facilities and personnel of the Company and may retain special legal, accounting or other advisors, as the Committee may deem appropriate in its sole discretion. The Committee shall have full authority (without the need for any other Board approval) to retain outside legal, accounting or other advisors in carrying out its duties and responsibilities, and sole authority to retain and terminate any compensation consultant to be used to evaluate the compensation of the CEO, the directors or officer compensation. As part of this authority, the Committee shall be authorized to approve the fees payable to such advisors and firms and any other terms of retention, and the Company shall provide the funding determined appropriate by the Committee for any such advisors and firms. Such advisors shall have such access to the books records, facilities and personnel of the Company as the Committee shall consider appropriate.