



Hain Celestial Announces Previously Disclosed Inducement Grant Under NASDAQ Listing Rule 5635(c)(4)

November 6, 2018

LAKE SUCCESS, N.Y., Nov. 6, 2018 /PRNewswire/ -- The Hain Celestial Group, Inc. (Nasdaq: HAIN) ("Hain Celestial" or the "Company"), a leading organic and natural products company with operations in North America, Europe, Asia and the Middle East providing consumers with A Healthier Way of Life™, today announced that the Board of Directors (the "Board") has made an inducement award to the new President and Chief Executive Officer, Mark L. Schiller, effective November 6, 2018. The approved award was made pursuant to the Company's previously announced agreement with Schiller and is material to his acceptance of employment with the Company, in accordance with NASDAQ Listing Rule 5635(c)(4).



Schiller will receive a one-time inducement award of 1,050,000 performance-vesting restricted stock units that will vest, if at all, subject to and based on the Company's achievement of certain pre-established performance goals with respect to compound annual total shareholder return at the end of a three-year performance period (the "Inducement Award"), subject to an earlier determination date and shorter performance period upon a qualifying termination of Schiller's employment or a change in control. This represents the total long-term incentive opportunity during this multi-year period.

The Inducement Award was granted outside of the Company's current equity compensation plan approved by the Company's shareholders and was approved by the Board in reliance on the employment inducement exception to shareholder approval provided under NASDAQ Listing Rule 5635(c)(4) which requires public announcement of inducement awards. Pursuant to the requirements of that rule, Hain Celestial is issuing this press release. The Inducement Award and Schiller's Employment Agreement are described in more detail in the Company's Form 8-K filed with the Securities and Exchange Commission regarding Schiller's appointment.

About The Hain Celestial Group, Inc.

The Hain Celestial Group (Nasdaq: HAIN), headquartered in Lake Success, NY, is a leading organic and natural products company with operations in North America, Europe, Asia and the Middle East. Hain Celestial participates in many natural categories with well-known brands that include Alba Botanica®, Almond Dream®, Arrowhead Mills®, Avalon Organics®, Bearitos®, Better Bean®, Blueprint®, Casbah®, Celestial Seasonings®, Clarks™, Coconut Dream®, Cully & Sully®, Danival®, DeBoles®, Earth's Best®, Ella's Kitchen®, Empire®Europe's Best®, Farmhouse Fare™, Frank Cooper's®, FreeBird®, Gale's®, Garden of Eatin'®, GG UniqueFiber™, Hain Pure Foods®, Hartley's®, Health Valley®, Imagine®, JÄSÖN®, Johnson's Juice Co.®, Joya®, Kosher Valley®, Lima®, Linda McCartney's® (under license), Live Clean®, MaraNatha®, Mary Berry (under license), Natum®, New Covent Garden Soup Co.®, Orchard House®, Plainville Farms®, Queen Helene®, Rice Dream®, Robertson's®, Rudi's Gluten-Free Bakery®, Rudi's Organic Bakery®, Sensible Portions®, Spectrum Organics®, Soy Dream®, Sun-Pat®, Sunripe®, SunSpire®, Terra®, The Greek

Gods®, Tilda®, Walnut Acres®, WestSoy®, Yorkshire Provender®, Yves Veggie Cuisine® and William's™ Hain Celestial has been providing A Healthier Way of Life™ since 1993. For more information, visit www.hain.com.

Safe Harbor Statement

Certain statements contained in this press release constitute "forward-looking statements" within the meaning of federal securities laws, including the Private Securities Litigation Reform Act of 1995. Forward-looking statements are predictions based on expectations and projections about future events and are not statements of historical fact. You can identify forward-looking statements by the use of forward-looking terminology such as "plan", "continue", "expect", "anticipate", "intend", "predict", "project", "estimate", "likely", "believe", "might", "seek", "may", "will", "remain", "potential", "can", "should", "could", or "future" or the negative of those expressions, or similar words or phrases that are predictions of or indicate future events or trends and that do not relate solely to historical matters. You can also identify forward-looking statements by discussions of results of operations and strategy, including our four-point strategic plan of investing in top brands and capabilities to grow globally, delivering on Project Terra cost savings, continually enhancing leadership across the organization, and brand positioning to create long term value for the Company's stockholders. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, levels of activity, performance or achievements of the Company, or industry results, to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements, and you should not rely on them as predictions of future events. Forward-looking statements depend on assumptions, data or methods that may be incorrect or imprecise and may not be able to be realized. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all). Such factors, include, among others, the Company's beliefs or expectations relating to our ability to execute and realize cost savings initiatives, including, but not limited to, cost reduction initiatives under Project Terra and stock-keeping unit ("SKU") rationalization plans and the other risks detailed from time-to-time in the Company's reports filed with the United States Securities and Exchange Commission, including the Annual Report on Form 10-K for the fiscal year ended June 30, 2018, and our quarterly reports. As a result of the foregoing and other factors, the Company cannot provide any assurance regarding future results, levels of activity and achievements of the Company, and neither the Company nor any person assumes responsibility for the accuracy and completeness of these statements. All forward-looking statements contained herein apply as of the date hereof or as of the date they were made and, except as required by applicable law, the Company disclaims any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions or factors of new methods, future events or other changes.

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