



Hain Celestial Announces Accretive Strategic Acquisition

April 28, 2014

Acquires Rudi's Organic Bakery, Inc., A Leading Organic and Gluten-Free Company in the United States Expands Branded Grocery Product Offerings with Diversified Line of Bread and Baked Goods

LAKE SUCCESS, N.Y., April 28, 2014 /PRNewswire/ -- The Hain Celestial Group, Inc. (NASDAQ: HAIN), a leading organic and natural products company providing consumers with A Healthier Way of Life™, today announced the acquisition of Rudi's Organic Bakery, Inc. ("Rudi's"), a leading organic and gluten-free company with facilities in Boulder, Colorado. Under the Rudi's Organic Bakery® and Rudi's Gluten-Free Bakery brands, Rudi's offers a range of approximately 60 products including USDA-certified organic breads, buns, bagels, tortillas, wraps and soft pretzels and GFCO-certified natural breads, buns, pizza crusts, tortillas, snack bars and stuffing in the United States and Canada.



In calendar year 2013, Rudi's generated approximately \$60 million in net sales and is expected to be accretive to Hain Celestial's earnings in fiscal year 2015. The purchase price of \$61.3 million consisted of cash and common shares of Hain Celestial. Rudi's was a portfolio company of Charterhouse Equity Partners LLC.

"We are very excited by the strategic acquisition of Rudi's, a leading certified organic bread brand, which expands our participation into 11 of the top 20 natural categories in the United States. At Hain Celestial we look for the latest trends, and consumers are increasing their purchases of whole grains, organic and gluten-free product offerings," said Irwin D. Simon, Founder, President and Chief Executive Officer of Hain Celestial. "As a company committed to driving product innovation, we plan to build upon Rudi's leadership position and see the opportunity to take Rudi's into other categories where the brand does not have products today. We have a proven ability to expand great brands and products into various channels of distribution including the conventional, mass and club channels where we see significant opportunities for increased distribution. We expect to deliver significant synergies through top line sales and bottom line cost efficiencies by effectively leveraging the platform of Hain Celestial US, as we have successfully demonstrated with previous acquisitions."

"I am thrilled for all of the employees of Rudi's that we are joining the Hain Celestial family! They are a leader in organic and natural products, and this will be the perfect home for our brand, an industry icon since 1976," said Jane S. Miller, President and CEO of Rudi's.

"As a company deeply rooted in Boulder since the 1960s, we are pleased to be increasing our presence in the community, and we welcome the Rudi's team to the Hain Celestial family as we seek to drive the next level of growth for the brand," concluded Irwin Simon.

Third Quarter Fiscal Year 2014 Earnings Report

Hain Celestial will host its third quarter fiscal year 2014 earnings conference call on Thursday, May 8, 2014 at 8:30 AM Eastern Daylight Time, which will include remarks on the strategic acquisition of Rudi's. The conference call will be webcast and available under the Investor Relations section of the Company's website at www.hain.com.

The Hain Celestial Group, Inc.

The Hain Celestial Group (NASDAQ: HAIN), headquartered in Lake Success, NY, is a leading organic and natural products company in North America and Europe. Hain Celestial participates in many natural categories with well-known brands that include Celestial Seasonings®, Earth's Best®, Ella's Kitchen®, Terra®, Garden of Eatin'®, Sensible Portions®, Health Valley®, Arrowhead Mills®, MaraNatha®, SunSpire®, DeBoles®, Rudi's Organic Bakery®, Gluten Free Café™, Hain Pure Foods®, Spectrum®, Spectrum Essentials®, Walnut Acres Organic®, Imagine®, Almond Dream®, Rice Dream®, Soy Dream®, WestSoy®, The Greek Gods®, BluePrint®, Yves Veggie Cuisine®, Europe's Best®, Cully & Sully®, New Covent Garden Soup Co.®, Johnson's Juice Co.®, Farmhouse Fare®, Hartley's®, Sun-Pat®, Gale's®, Robertson's®, Frank Cooper's®, Linda McCartney®, Lima®, Danival®, GG UniqueFiber®, Tilda®, Akash Basmati®, Abu Shmagh®, JASON®, Avalon Organics®, Alba Botanica® and Queen Helene®. Hain Celestial has been providing A Healthier Way of Life™ since 1993. For more information, visit www.hain.com.

Safe Harbor Statement

This press release contains forward-looking statements under the Private Securities Litigation Reform Act of 1995. Words such as "plan," "continue," "expect," "expected," "anticipate," "estimate," "believe," "may," "potential," "can," "positioned," "should," "future," "look forward" and similar expressions, or the negative of those expressions, may identify forward-looking statements. These forward-looking statements include the Company's expectations relating to the acquisition of Rudi's and the potential for growth and improvements to the Company's earnings results therefrom. Forward-looking statements involve known and unknown risks and uncertainties, which could cause the Company's actual results to differ materially from those described in the forward-looking statements. These factors include, but are not limited to the Company's ability to achieve its guidance for net sales and earnings per diluted share in fiscal year 2014 given the economic environment in the U.S. and other markets that it sells products as well as economic, political and business conditions generally and their effect on the Company's customers and consumers' product preferences, and the Company's business, financial condition and results of operations; the Company's expectations for its business for fiscal year 2014 and its positioning for the future; changes in estimates or judgments related to the Company's impairment analysis of goodwill and other intangible assets, as well as with respect to the Company's valuation allowances of its deferred tax assets; the Company's ability to implement its business and acquisition strategy; the ability of the Company's joint venture investments, to successfully execute their business plans; the Company's ability to realize sustainable growth generally and from investments in core brands, offering new products and its focus on cost containment, productivity, cash flow and margin enhancement in particular; the Company's ability to effectively integrate its acquisitions; the effects on the Company's results of operations from the impacts of foreign exchange; competition; the success and cost of introducing new products as well as the Company's ability to increase prices on existing products; availability and retention of key personnel; the Company's reliance on third party distributors, manufacturers and suppliers; the Company's ability to maintain existing customers and secure and integrate new customers; the Company's ability to respond to changes and trends in customer and consumer demand, preferences and consumption; international sales and operations; changes in fuel, raw material and commodity costs; changes in, or the failure to comply with, government regulations; the availability of natural and organic ingredients; the loss of one or more of the Company's manufacturing facilities; the ability to use the Company's trademarks; reputational damage; product liability; seasonality; litigation; the Company's reliance on its information technology systems; and the other risks detailed from time-to-time in the Company's reports filed with the Securities and Exchange Commission, including the annual report on Form 10-K for the fiscal year ended June 30, 2013. As a result of the foregoing and other factors, no assurance can be given as to future results, levels of activity and achievements and neither the Company nor any person assumes responsibility for the accuracy and completeness of these statements.

Logo - <http://photos.prnewswire.com/prnh/20130502/NY067431.IMG>

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