

# **THE HAIN CELESTIAL GROUP, INC. STRATEGY COMMITTEE CHARTER**

## **Organization**

The Board of Directors of The Hain Celestial Group, Inc. (the “*Company*”) has designated a Strategy Committee (the “*Committee*”) to be comprised of three or more Directors who will be appointed by and may be removed by the Board of Directors in its discretion. The members of the Committee will include the Company’s Chief Executive Officer, if he or she is then also a member of the Board of Directors. A Chairman of the Committee shall be appointed by the Board of Directors.

The Committee shall report regularly to the Board of Directors.

## **Purpose**

The purpose of the Committee is to (1) evaluate strategic alternatives for the Company and make recommendations to the Board of Directors regarding such alternatives, and (2) provide input to the Company’s management in their development of the Company’s long-term corporate strategy and make recommendations to the Board of Directors regarding such strategy.

## **Meetings**

The Committee shall meet as often as it deems necessary or appropriate to carry out its responsibilities. Meetings of the Committee shall be called by the Chairman of the Committee or a majority of the members of the Committee.

## **Authorities and Responsibilities**

The Committee shall:

- 1) Evaluate and make recommendations to the Board of Directors regarding strategic alternatives for the Company, including evaluation of:
  - a. the Company’s overall strategy with respect to mergers, acquisitions, and dispositions based on a review of the Company’s portfolio of businesses, brands, and operations;
  - b. any potential strategic transactions identified by the Board of Directors, the Committee or management from time to time, including dispositions of or exit from existing brands or lines of business, acquisitions of businesses, entry into new lines of business, business expansions, and joint ventures;
  - c. restructurings or productivity initiatives with respect to mergers, acquisitions and dispositions; and

- d. the Company's overall capital allocation strategy, including the use of proceeds from dispositions of assets.
- 2) Assist management in the development of the Company's strategy, including reviewing and discussing with management the strategic direction and initiatives of the Company and any risks associated with the Company's strategy.
- 3) Review with management the process for development, approval and modification of the Company's strategy and strategic plan.
- 4) Assist management with identifying key issues, options and external developments impacting the Company's strategy. Meet with management periodically to monitor the Company's progress against its strategic goals.
- 5) Ensure the Board of Directors is regularly apprised of the Company's progress with respect to specific strategic alternatives and implementation of any approved strategy.

### **Additional Authorities and Responsibilities**

The Committee shall have reasonable access to members of management, and management shall furnish to the Committee such financial information, projections and other information, support and cooperation as the Committee reasonably requests to assist it in performing its duties. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of, and terminate, any consultant, legal counsel, or other advisers as the Committee believes necessary to assist it in performing its duties.

This Strategy Committee Charter does not delegate to the Committee the authority to approve or authorize any corporate transaction that requires the approval of the Board of Directors. To the extent any corporate transaction requires the approval or authorization of the Board of Directors under the Company's Certificate of Incorporation or By-Laws or under the Delaware General Corporation Law, then such authority remains with the Board of Directors unless otherwise specifically delegated by the Board of Directors.

The Committee shall perform such other activities as the Committee or the Board of Directors may from time to time deem necessary or appropriate.

### **Effectiveness**

This Strategy Committee Charter amends and restates the existing rules, procedures and practices of the Committee and becomes effective as of October 9, 2019.