

# THE HAIN CELESTIAL GROUP, INC. COMPENSATION COMMITTEE CHARTER

## Organization

The Board of Directors of The Hain Celestial Group, Inc. (the “*Company*”) shall designate annually, based upon the recommendation of the Corporate Governance and Nominating Committee, a Compensation Committee (the “*Committee*”) comprised of three or more Directors, who may be appointed and removed by the Board of Directors in its discretion. The members of the Committee shall be:

- “independent” as determined in accordance with the rules and regulations of the Nasdaq Stock Market, Inc. (“*Nasdaq*”);
- “Non-Employee Directors,” as defined in Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”);

and shall comply with all other applicable laws, rules, regulations, and requirements. The Committee shall report regularly to the Board of Directors.

A Chairman of the Committee shall be elected annually by the Board of Directors, based upon the recommendation of the Corporate Governance and Nominating Committee.

## Purpose

The purpose of the Committee is to:

- perform the Board of Director’s responsibilities relating to the compensation of the Company’s executive officers;
- prepare the Committee Report on executive compensation required to be included in the Company’s proxy statement or Annual Report on Form 10-K, as applicable; and
- perform the other duties specified in this Charter.

## Meetings

The Committee shall meet as often as it deems necessary or appropriate to carry out its responsibilities and may, in its sole discretion, form and delegate authority to subcommittees (comprised only of Committee members) in furtherance of such responsibilities. Meetings of the Committee shall be called by the Chairman of the Committee, Chairman of the Board of Directors or Chief Executive Officer (the “*CEO*”) of the Company. All such meetings shall be held pursuant to the By-Laws of the

Company with regard to notice and waiver thereof, and minutes of each such meeting shall be reported to the Board of Director's and duly filed in the Company's records.

### **Authorities and Responsibilities**

The Committee shall:

- 1) Review, at least annually, the Company's compensation strategy to ensure that (a) executive officers are rewarded in a manner consistent with such strategy, internal equity considerations, applicable legal and regulatory requirements, such executive officers' contributions to the Company's growth and financial operating performance and, to a large extent, competitive market practices within the Company's industry and (b) the executive compensation strategy supports the Company's objectives and stockholder interests.
- 2) Review and approve, for the CEO and other executive officers, when and if appropriate, compensation arrangements, including but not limited to, employment agreements, severance agreements, consulting agreements and change in control or termination agreements, and amendments to such agreements. The CEO may not be present during voting or deliberations on his or her compensation or any such agreement to which he or she will be a party.
- 3) Adopt, amend or terminate any compensation plan or program for the Company's executive officers, except to the extent that Board or stockholder approval of any such adoption, amendment or termination is required by applicable law or regulation or is otherwise deemed by the Committee to be appropriate.
- 4) Review and approve annual and long-term performance goals applicable to the executive officers and determine the extent to which such performance goals have been attained.
- 5) Evaluate the performance of the Company's executive officers, including the CEO, and review the CEO's evaluation of the Company's other executive officers, in light of these goals and objectives.
- 6) Approve grants of equity to new hires during meetings on a quarterly basis. For all other equity awards, the Committee will make recommendations to the independent members of the Board of Directors for their review and approval.
- 7) Prepare and approve (a) the Committee report, and (b) any other disclosure related to executive compensation required to be included as

part of the Company's annual proxy statement or Annual Report on Form 10-K, as applicable, in accordance with applicable laws, rules and regulations.

- 8) Review and discuss with management of the Company the Compensation Discussion and Analysis (“CD&A”), and based on such discussions, determine whether to recommend to the Board of Directors that the CD&A be included in the Company's annual proxy statement or Annual Report on Form 10-K, as applicable, in accordance with applicable laws, rules and regulations.
- 9) Periodically review and make recommendations to the Board of Directors with respect to non-employee director compensation.
- 10) Review and make recommendations to the Board of Directors with respect to the approval, amendment, and termination of the Company's equity-based incentive plans subject, where required, to stockholder approval, and administer such plans.
- 11) Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.
- 12) Evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
- 13) Periodically review perquisite benefits.
- 14) Monitor compensation trends and solicit independent advice where appropriate.
- 15) Review and discuss the results of the stockholder advisory vote on “say-on-pay,” if any, with respect to the Company's named executive officers.
- 16) While the Corporate Governance and Nominating Committee is responsible for making recommendations to the Board about succession planning, they shall do so in close coordination with the Compensation Committee
- 17) Perform such other activities as the Board of Directors may from time to time deem necessary or appropriate.

### **Additional Authorities and Responsibilities**

Consistent with applicable requirements of the Exchange Act and Nasdaq listing standards, the Committee shall (i) have the authority, in its sole discretion, to retain or obtain the advice of, and terminate, any compensation consultant, legal counsel, or other advisers (“*compensation advisers*”); (ii) be directly responsible for the appointment, determination of compensation and oversight of the work of any compensation advisers retained by the Committee; (iii) subject to any exceptions under Nasdaq listing standards, undertake an analysis of the independence of each compensation adviser under the independence factors specified in the applicable requirements of the Exchange Act and Nasdaq listing standards, with such analysis to occur prior to selection of such compensation adviser and as appropriate thereafter; and (iv) have such additional authority and responsibility as may be required from time to time under the rules and guidelines of the Exchange Act and Nasdaq listing standards. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to the compensation advisers retained by the Committee.

The Committee shall, on an annual basis, review and reassess the adequacy of this Charter and conduct an evaluation of the Committee’s own performance during such past year.

### **Effectiveness**

This Committee Charter amends and restates the Company’s existing Committee Charter and becomes effective as of September 14, 2018.