



## Hain Celestial Announces Secondary Offering of Common Stock by Selling Stockholders and Concurrent Share Repurchase

November 10, 2021

LAKE SUCCESS, N.Y., Nov. 10, 2021 /PRNewswire/ -- The Hain Celestial Group, Inc. (Nasdaq: HAIN) ("Hain Celestial," "Hain" or the "Company"), today announced that certain affiliates of Engaged Capital, LLC (the "Selling Stockholders") that have existing ownership interests in Hain, intend, subject to market conditions, to offer 12,379,504 shares of Hain common stock in an underwritten secondary offering. The Selling Stockholders will receive all of the net proceeds from the offering. Hain is not offering any shares of common stock in the offering.



Subject to the completion of the offering, the Company intends to concurrently repurchase directly from the Selling Stockholders 1,700,000 shares of common stock. The price per share to be paid by the Company will equal the price at which the underwriter will purchase the shares from the Selling Shareholders in the offering, net of underwriting discounts and commissions. The Company intends to fund the share repurchase with borrowings under its revolving credit facility. The closing of the share repurchase will be conditioned upon the closing of the offering and therefore there can be no assurance that the share repurchase will be completed. The offering is not conditioned upon the completion of the share repurchase.

Morgan Stanley is acting as the sole underwriter for the offering.

The Selling Stockholders are co-investment funds managed by Engaged Capital, LLC ("Engaged Capital") that are mandatorily winding down pursuant to their terms. Engaged Capital and its affiliates will continue to hold 1,900,792 shares of Hain common stock following the transactions announced today. Glenn W. Welling, the Founder and Chief Investment Officer of Engaged Capital, will continue to serve as a director of the Company after the offering.

The offering is being made pursuant to an effective shelf registration statement (including a prospectus) and a preliminary prospectus supplement relating to the offering to be filed by Hain with the Securities and Exchange Commission ("SEC") to which this communication relates. Before you invest, you should read the prospectus included in that registration statement, the preliminary prospectus supplement and the other documents Hain has filed with the SEC and incorporated by reference into that registration statement for more complete information about Hain, its common stock and the offering. You may obtain a copy of the preliminary prospectus supplement, the prospectus included in the registration statement and the documents incorporated by reference therein, when available, for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Copies of the preliminary prospectus supplement for this offering may also be obtained, when available, by contacting Morgan Stanley & Co. LLC, Attention: Prospectus Department, 180 Varick Street, 2nd Floor, New York, New York 10014.


This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. The offering of the common stock will be made only by means of the prospectus and related prospectus supplement.

**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 Celestial Seasonings®, Clarks™, Cully & Sully®, Earth's Best®, Ella's Kitchen®, Frank Cooper's®, Gale's®, Garden of Eatin'®, Hain Pure Foods®, Hartley's®, Health Valley®, Imagine®, Joya®, Lima®, Linda McCartney's® (under license), MaraNatha®, Natumi®, New Covent Garden Soup Co.®, Robertson's®, Rose's® (under license), Sensible Portions®, Spectrum®, Sun-Pat®, Terra®, The Greek Gods®, Yorkshire Provender® and Yves Veggie Cuisine®. The Company's personal care products are marketed under the Alba Botanica®, Avalon Organics®, JASON®, Live Clean® and Queen Helene® brands.

**Safe Harbor Statement**

Statements in this press release regarding the Company that are not historical facts are "forward-looking statements" that involve risks and uncertainties. Certain of the risks and uncertainties to which the Company is subject are described in the "Risk Factors" and "Forward-Looking Statements" sections of the Company's registration statement on Form S-3, the "Risk Factors" and "Cautionary Note Regarding Forward-Looking Information" sections of its most recent annual report on Form 10-K, its subsequent reports on Forms 10-Q and 8-K and the Company's other applicable filings with the SEC. The Company undertakes no obligation to update the information contained in this press release to reflect subsequently occurring events or circumstances.

 View original content to download multimedia: <https://www.prnewswire.com/news-releases/hain-celestial-announces-secondary-offering-of-common-stock-by-selling-stockholders-and-concurrent-share-repurchase-301421646.html>

SOURCE The Hain Celestial Group, Inc.

Chris Mandeville and Anna Kate Heller, ICR, hain@icrinc.com