



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

November 15, 2021

LAKE SUCCESS, N.Y., Nov. 15, 2021 /PRNewswire/ -- The Hain Celestial Group, Inc. (Nasdaq: HAIN) ("Hain Celestial," "Hain" or the "Company"), today announced the closing of an underwritten secondary offering, pursuant to which certain affiliates of Engaged Capital, LLC (the "Selling Stockholders") that had existing ownership interests in Hain sold 12,379,504 shares of Hain common stock. The shares were offered at a price to the public of \$45.50 per share. The Selling Stockholders received all of the net proceeds from the offering. Hain did not sell any shares of common stock in the offering.



Concurrently with the completion of the offering, the Company repurchased directly from the Selling Stockholders 1,700,000 shares of common stock. The price per share paid by the Company equaled the price at which the underwriter purchased the shares from the Selling Shareholders in the offering, net of underwriting discounts and commissions, which was \$45.00 per share. The Company funded the share repurchase with borrowings under its revolving credit facility.

Morgan Stanley acted 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 continue to hold 1,900,792 shares of Hain common stock following the closing of the offering and the repurchase. Glenn W. Welling, the Founder and Chief Investment Officer of Engaged Capital, continues to serve as a director of the Company after the offering.

Mark L. Schiller, Hain Celestial's President and Chief Executive Officer, stated, "We would like to thank Glenn and Engaged Capital for their input and collaboration over the past several years, and we are delighted that our relationship with Engaged Capital and Glenn's contributions as a director will continue. We remain focused on our Hain 3.0 plan to build a global healthy food and beverage company with industry-leading top line growth as we continue to create shareholder value."

The offering was made pursuant to an effective shelf registration statement (including a prospectus) and a prospectus supplement relating to the offering filed by Hain with the Securities and Exchange Commission ("SEC"). You may obtain a copy of the 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. Copies of the prospectus supplement for this offering may also be obtained 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.

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.

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