



The Hain Celestial Group Expands Presence in Frozen and Children's Food Categories

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- Will Acquire Ethnic Gourmet(R) and Rosetto(R) Brands of Frozen Foods from H.J. Heinz; Establishes \$45-50 million Frozen Food Platform - - Signs Agreement with Sesame Workshop to Create Co-Branded Sesame Street-Earth's Best(R) Products -

MELVILLE, N.Y., May 20 /PRNewswire-FirstCall/ -- The Hain Celestial Group (Nasdaq: HAIN), the leading natural and organic food company, announced today significant agreements to expand its presence in frozen foods and children's foods, two of the fastest-growing natural food categories. The Company announced that it will acquire the Ethnic Gourmet brand of natural ethnic frozen meals and the Rosetto brand of frozen Italian products from H.J. Heinz Company (NYSE: HNZ). The acquisition is expected to be accretive in the first fiscal year following closing. Separately, Hain Celestial also said it had reached an agreement with Sesame Workshop to create co-branded natural food products for children, including cereals, snacks, cookies and crackers, under the Earth's Best brand using Sesame Street characters. Terms of both transactions were not disclosed.

Acquisition of Ethnic Gourmet and Rosetto Brands

The Ethnic Gourmet and Rosetto brands had combined annual sales of approximately \$30 million in 2003. Together with Hain Celestial's other frozen brands, such as Rice Dream(R) and Soy Dream(R) frozen desserts, Kineret(R) frozen foods and frozen entrees offered under the Hain(R) brand, the acquisition creates a \$45-50 million presence in the frozen food category, and a platform for further growth in this expanding category. In addition, the Company said that Matthew Cooper has joined Hain Celestial as general manager, frozen foods, with responsibility for the Company's entire frozen food portfolio. Mr. Cooper was previously with H.J. Heinz Co. as Director of Marketing, Growth Channels, where he had responsibility for frozen brands in various channels. Prior to Heinz, Mr. Cooper held positions of increasing responsibility with Kraft Foods and Deloitte & Touche. Mr. Cooper, who has his MBA from the University of Texas at Austin, was an officer in the U. S. Air Force for seven years after receiving his BS from the United States Air Force Academy.

Irwin D. Simon, chairman, president and chief executive officer of Hain Celestial, said, "We are excited to be acquiring these two excellent brands from H.J. Heinz. Ethnic Gourmet and Rosetto will form the foundation for our expanding efforts in the growing frozen foods category. We expect to build further on these successful brands, introducing new natural offerings in the frozen aisle and ensuring that consumers who want frozen natural products that taste good will have an expanded choice of meal options. In particular, we believe there is an excellent opportunity to introduce co-branded low carbohydrate dinners and pastas under CarbFit(R) and Rosetto. We are delighted that Matt Cooper has agreed to join us to lead this effort, as he is an accomplished industry executive who understands how to build profitable growth in this category."

"With Hain Celestial taking ownership of these brands, we will combine our expertise and presence in healthy, natural foods with the excellent brand equity of Ethnic Gourmet and Rosetto, just as we did previously with our successful purchase of Earth's Best(R) baby food from Heinz," continued Mr. Simon.

Heinz began its relationship with Hain Celestial in 1999, when Heinz sold to Hain the Earth's Best(R) organic baby food brand, which is now growing at double-digit rates. At that time, Heinz also purchased a minority stake in Hain, and presently owns 16.7% of Hain's outstanding shares of common stock. Heinz and Hain Celestial will collaborate to develop growth opportunities in fast-growing natural and organic foods and to leverage infrastructure and supply chain capabilities to support that growth.

The completion of the acquisition is subject to customary closing conditions.

Sesame Workshop Relationship

Hain Celestial also today announced a groundbreaking relationship with Sesame Workshop, the nonprofit educational organization behind Sesame Street. The relationship is part of Sesame Workshop's newly launched "Healthy Habits for Life" initiative, a comprehensive, preventive effort to address the problem of childhood obesity using the power of Sesame Street.

Mr. Simon commented, "We are thrilled to work with Sesame Workshop on this important initiative. Helping change the way the world eats is Hain Celestial's core mission, and children's eating habits are absolutely central to helping our kids develop healthy habits for life. We are very excited that our Earth's Best brand of healthy, organic foods will be utilizing some of the most beloved Sesame Street characters to share these important messages."

Gary E. Knell, president and chief executive officer, Sesame Workshop, said, "We are pleased to be working with The Hain Celestial Group to offer parents of preschoolers fun, healthy alternatives to kid food favorites. By encouraging families to adopt healthy eating, we're empowering them to develop positive attitudes about their bodies. Our 'Healthy Habits for Life' initiative will provide multi-media, age-appropriate content for young children. Hain Celestial is helping us positively change the way families live."

About The Hain Celestial Group

The Hain Celestial Group, headquartered in Melville, NY, is a natural, specialty and snack food company. The Company is a leader in 13 of the top 15 natural food categories, with such well-known natural food brands as Celestial Seasonings(R) teas, CarbFit(TM), Walnut Acres(R), Hain Pure Foods(R), Westbrae(R), Westsoy(R), Rice Dream(R), Soy Dream(R), Imagine(R), Arrowhead Mills(R), Health Valley(R), Breadshop's(R), Casbah(R), Garden of Eatin'(R), Terra Chips(R), Yves Veggie Cuisine(R), The Good Dog(R), The Good Slice(R), DeBoles(R), Lima(R), Biomarche(R), Grains

Noirs(R), Natumi(R), Milkfree(R), Earth's Best(R), and Nile Spice(R). The Company's principal specialty product lines include Hollywood(R) cooking oils, Estee(R) sugar-free products, Kineret(R) kosher foods, Boston Better Snacks(R), and Alba Foods(R). The Hain Celestial Group's website can be found at www.hain-celestial.com.

Statements made in this Press Release that are estimates of past or future performance are based on a number of factors, some of which are outside of the Company's control. Statements made in this Press Release relating to the anticipated results of operations of the businesses to be acquired or that otherwise state the intentions, beliefs, expectations or predictions of The Hain Celestial Group and its management for the future are forward-looking statements. It is important to note that actual results could differ materially from those projected in such forward-looking statements as a result of a number of factors, including the risks associated with successful integration of acquired businesses into the Company's existing operations. Information concerning factors that could cause actual results to differ materially from those in forward-looking statements is contained from time to time in filings of The Hain Celestial Group with the U.S. Securities and Exchange Commission. Copies of these filings may be obtained by contacting The Hain Celestial Group or the SEC.

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