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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended September 30, 2026

or

☐ **Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

for the transition period from to

Commission File No. 0-22818

THE HAIN CELESTIAL GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware	**22-3240619**
(State or other jurisdiction of incorporation)	(I.R.S. Employer Identification No.)

221 River Street, Hoboken, NJ 07030
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (516) 587-5000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, par value $.01 per share	HAIN	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒		
Non-accelerated filer	☐	Smaller reporting company	☒	Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

As of November 3, 2026, there were 91,583,582 shares outstanding of the registrant's Common Stock, par value $.01 per share.

THE HAIN CELESTIAL GROUP, INC.

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Forward-Looking Statements

This Quarterly Report on Form 10-Q for the quarter ended September 30, 2026 (the "Form 10-Q") contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such statements involve risks, uncertainties and assumptions. If the risks or uncertainties ever materialize or the assumptions prove incorrect, the results of The Hain Celestial Group, Inc. (collectively with its subsidiaries, the "Company," "Hain Celestial," "we," "us" or "our") may differ materially from those expressed or implied by such forward-looking statements. The words "believe," "expect," "anticipate," "may," "should," "plan," "intend," "potential," "will" and similar expressions are intended to identify such forward-looking statements. Forward-looking statements include, among other things, statements relating to: our indebtedness; our future performance, results of operations and financial condition; our strategic initiatives and business strategy, including the pending sale of our International business; our supply chain, including the impact of tariffs and the availability and pricing of raw materials; our brand portfolio; pricing actions and product performance; inflation rates; and current or future macroeconomic trends.

Risks and uncertainties that may cause actual results to differ materially from forward-looking statements include: compliance with our credit agreement and our ability to refinance and/or extend the maturity of our existing debt; our ability to execute our business strategy; our ability to complete the pending sale of our International business and manage the challenges and uncertainty facing our remaining business following the sale; challenges and uncertainty resulting from the impact of competition; changes to consumer preferences; our ability to manage our supply chain effectively; input cost inflation, including as a result of tariffs; reliance on independent contract manufacturers; disruption of operations at our manufacturing facilities; customer concentration; reliance on independent distributors; risks associated with operating internationally; risks associated with outsourcing arrangements; risks associated with geopolitical conflicts or events; our reliance on independent certification for a number of our products; our ability to attract and retain highly skilled people; risks related to tax matters; foreign currency exchange risk; general economic conditions; impairments in the carrying value of goodwill or other intangible assets; the reputation of our Company and our brands; our ability to use and protect trademarks; cybersecurity incidents; disruptions to information technology systems; pending and future litigation, including litigation relating to Earth's Best® baby food products; potential liability if our products cause illness or physical harm; the highly regulated environment in which we operate; compliance with data privacy laws; the adequacy of our insurance coverage; climate impacts; liabilities, claims or regulatory change with respect to environmental matters; the potential cessation of our common stock's listing on The Nasdaq Stock Market LLC ("Nasdaq"); and other risks and matters described in our most recent Annual Report on Form 10-K and other reports that we file in the future.

We undertake no obligation to update forward-looking statements to reflect actual results or changes in assumptions or circumstances, except as required by applicable law.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS
THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (UNAUDITED)
SEPTEMBER 30, 2026 AND JUNE 30, 2026
(In thousands, except par values)

	September 30, 2026	June 30, 2026
ASSETS		
Current assets:		
Cash and cash equivalents	$ 63,015	$ 58,078
Accounts receivable, less allowance of $1,325 and $3,373, respectively	127,056	121,022
Inventories	166,736	149,275
Prepaid expenses and other current assets	84,024	82,017
Assets held for sale	2,546	5,882
Total current assets	443,377	416,274
Property, plant and equipment, net	180,474	184,665
Goodwill	246,098	246,079
Trademarks and other intangible assets, net	168,487	173,520
Operating lease right-of-use assets, net	47,739	49,057
Other assets	21,152	20,788
Total assets	$ 1,107,327	$ 1,090,383
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 127,791	$ 125,497
Accrued expenses and other current liabilities	145,263	143,560
Current portion of long-term debt	585,934	557,552
Liabilities related to assets held for sale	—	4,153
Total current liabilities	858,988	830,762
Long-term debt, less current portion	271	292
Deferred income taxes	33,932	32,930
Operating lease liabilities, noncurrent portion	42,901	44,409
Other noncurrent liabilities	27,643	27,195
Total liabilities	963,735	935,588
Commitments and contingencies (Note 17)		
Stockholders' equity:		
Preferred stock - $.01 par value, authorized 5,000 shares; issued and outstanding: none	—	—
Common stock - $.01 par value, authorized 150,000 shares; issued: 113,469 and 113,469 shares, respectively; outstanding: 91,003 and 91,003 shares, respectively	1,135	1,135
Additional paid-in capital	1,244,736	1,243,863
Retained deficit	(269,548)	(258,245)
Accumulated other comprehensive loss	(102,236)	(101,463)
	874,087	885,290
Less: Treasury stock, at cost, 22,466 and 22,466 shares, respectively	(730,495)	(730,495)
Total stockholders' equity	143,592	154,795
Total liabilities and stockholders' equity	$ 1,107,327	$ 1,090,383

See notes to consolidated financial statements.

THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2026 AND 2025
(In thousands, except per share amounts)

	Three Months Ended September 30,	
	2026	**2025**
Net sales	$ 260,274	$ 367,883
Cost of sales	203,614	299,805
Gross profit	56,660	68,078
Selling, general and administrative expenses	61,873	65,512
Amortization of acquired intangible assets	5,097	1,212
Productivity and transformation costs	4,666	8,219
Operating loss	(14,976)	(6,865)
Interest and other financing expense, net	12,302	15,499
Other income, net	(16,876)	(656)
Loss before income taxes and equity in net loss of equity-method investees	(10,402)	(21,708)
Provision (benefit) for income taxes	877	(1,256)
Equity in net loss of equity-method investees	24	173
Net loss	$ (11,303)	$ (20,625)
Net loss per common share:		
Basic	$ (0.12)	$ (0.23)
Diluted	$ (0.12)	$ (0.23)
Shares used in the calculation of net loss per common share:		
Basic	91,002	90,309
Diluted	91,002	90,309

See notes to consolidated financial statements.

THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS (UNAUDITED)
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2026 AND 2025
(In thousands)

	Three Months Ended					
	September 30, 2026			September 30, 2025		
	Pretax amount	Tax benefit (expense)	After tax amount	Pretax amount	Tax benefit (expense)	After tax amount
Net loss			$ (11,303)			$ (20,625)
Other comprehensive loss:						
Foreign currency translation adjustments before reclassifications	$ (606)	$ -	(606)	$ (10,798)	$ -	(10,798)
Change in deferred losses on cash flow hedging instruments	(694)	163	(531)	(1,008)	230	(778)
Change in deferred (losses) gains on fair value hedging instruments	(32)	8	(24)	52	(14)	38
Change in deferred gains on net investment hedging instruments	522	(134)	388	287	(74)	213
Total other comprehensive loss	$ (810)	$ 37	$ (773)	$ (11,467)	$ 142	$ (11,325)
Total comprehensive loss			$ (12,076)			$ (31,950)

See notes to consolidated financial statements.

THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (UNAUDITED)
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2026
(In thousands, except par values)

	Common Stock		Additional Paid-in Capital	Retained Deficit	Treasury Stock		Accumulated Other Comprehensive Loss	Total
	Shares	Amount at $.01			Shares	Amount		
Balance at June 30, 2026	113,469	$ 1,135	$ 1,243,863	$ (258,245)	22,466	$ (730,495)	$ (101,463)	$ 154,795
Net loss				(11,303)				(11,303)
Other comprehensive loss							(773)	(773)
Stock-based compensation expense			873					873
Balance at September 30, 2026	113,469	$ 1,135	$ 1,244,736	$ (269,548)	22,466	$ (730,495)	$ (102,236)	$ 143,592

See notes to consolidated financial statements.

THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (UNAUDITED)
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2025
(In thousands, except par values)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Loss	Total
	Shares	Amount at $.01			Shares	Amount		
Balance at June 30, 2025	112,491	$ 1,125	$ 1,238,402	$ 46,678	22,207	$ (730,147)	$ (81,053)	$ 475,005
Net loss				(20,625)				(20,625)
Other comprehensive loss							(11,325)	(11,325)
Issuance of common stock pursuant to stock-based compensation plans	93	1						1
Employee shares withheld for taxes					33	(70)		(70)
Stock-based compensation expense			2,003					2,003
Balance at September 30, 2025	112,584	$ 1,126	$ 1,240,405	$ 26,053	22,240	$ (730,217)	$ (92,378)	$ 444,989

See notes to consolidated financial statements.

THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2026 AND 2025
(In thousands)

	Three Months Ended September 30,	
	2026	**2025**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (11,303)	$ (20,625)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	13,296	15,411
Deferred income taxes	622	160
Equity in net loss of equity-method investees	24	173
Stock-based compensation, net	873	2,003
Gain on sale of assets	—	(886)
Gain on remeasurement of assets reclassified to held and used	(14,769)	—
Other non-cash items, net	313	232
(Decrease) increase in cash attributable to changes in operating assets and liabilities:		
Accounts receivable	(6,545)	(15,707)
Inventories	(5,268)	16,210
Other current assets	(2,430)	(4,103)
Other assets and liabilities	2,406	(2,858)
Accounts payable and accrued expenses	3,864	1,510
Net cash used in operating activities	(18,917)	(8,480)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property, plant and equipment	(3,918)	(5,227)
Proceeds from sale of assets	—	13
Net cash used in investing activities	(3,918)	(5,214)
CASH FLOWS FROM FINANCING ACTIVITIES		
Borrowings under bank revolving credit facility	55,000	68,000
Repayments under bank revolving credit facility	(25,000)	(54,500)
Repayments under term loan	(1,875)	(1,875)
Payments of other debt, net	(13)	(2,511)
Employee shares withheld for taxes	—	(70)
Net cash provided by financing activities	28,112	9,044
Effect of exchange rate changes on cash	(340)	(1,819)
Net increase (decrease) in cash and cash equivalents	4,937	(6,469)
Cash and cash equivalents at beginning of period	58,078	54,355
Cash and cash equivalents at end of period	$ 63,015	$ 47,886

See notes to consolidated financial statements.

THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
(Amounts in thousands, except par values and per share data)

1. BUSINESS

The Hain Celestial Group, Inc., a Delaware corporation (collectively with its subsidiaries, the "Company," or "Hain Celestial," "we," "us" or "our"), was founded in 1993. Hain Celestial is a leading global health and wellness company whose purpose is to inspire healthier living for people, communities and the planet through better-for-you brands. For more than 30 years, Hain Celestial has intentionally focused on delivering nutrition and well-being that positively impacts today and tomorrow. Headquartered in Hoboken, N.J., Hain Celestial's products across beverages, yogurt, baby/kids and meal preparation are marketed and sold around the world. The Company operates under two reportable segments: North America and International.

The Company's leading brands include Celestial Seasonings® teas, The Greek Gods® yogurt, Earth's Best® Organic and Ella's Kitchen® baby and kids foods, Joya® and Natumi® plant-based beverages, Hartley's® jelly, as well as Cully & Sully®, Yorkshire Provender®, and New Covent Garden® soups, among others.

Strategic Review

During the fourth quarter of fiscal year 2025, we announced that our Board of Directors was conducting a comprehensive review of the Company's portfolio with the assistance of our independent financial advisor.

North American Snacks Transaction

As part of this review, on February 27, 2026, the Company completed the sale (the "North American Snacks Transaction") of its North American Snacks business, including Garden Veggie Snacks™, Terra® chips and Garden of Eatin'® snacks as well as certain private label products (the "North American Snacks Business") and received $111,200 in cash, reflecting the total purchase price of $115,000 less the holdback of an estimate for a customary inventory adjustment, which was finalized following the closing. The Company used the net proceeds of $101,100 from the North American Snacks Transaction to reduce the Company's indebtedness.

International Business Transaction

As an additional step in the strategic review, on September 12, 2026, the Company entered into a Share Purchase Agreement (the "Purchase Agreement") with entities (the "Purchasers") affiliated with global private equity firm AURELIUS pursuant to which, subject to the terms and conditions set forth therein, the Purchasers have agreed to acquire from the Company (the "International Business Transaction") the entities that operate Hain Celestial's International business in the United Kingdom, Ireland and Europe, including Ella's Kitchen® baby and kids foods, Joya® and Natumi® plant-based beverages, Hartley's® jelly, as well as Cully & Sully®, Yorkshire Provender®, and New Covent Garden® soups (collectively, the "International Business").

The gross sale price for the International Business Transaction is £233,000, plus an additional locked box ticker amount expected to be approximately £5,500 (depending on the date on which closing occurs) to compensate the Company for profits of the International Business during a specified period, for an estimated aggregate gross sale price of £238,500, or approximately $319,500. The aggregate net cash proceeds to be realized, after transaction expenses and taxes and including cash to be distributed from the International Business prior to closing, are expected to be between £225,100 and £228,800, or between approximately $301,600 and $306,500. Upon closing of the International Business Transaction, the Company would use the net proceeds to reduce the Company's indebtedness. The foregoing U.S. Dollar figures are based on current foreign exchange rates and are subject to change based on foreign exchange rates in effect at the time the International Business Transaction closes.

Consummation of the International Business Transaction is subject to the following closing conditions: (1) customary regulatory approvals from certain regulatory authorities, and (2) the Company and its lenders entering into an amendment of the Company's credit agreement by October 12, 2026. The final required regulatory approvals were obtained in early November 2026, and the regulatory approvals closing condition has therefore been satisfied. The credit agreement closing condition was not satisfied; however, the Company has been engaged in discussions with AURELIUS and continues to pursue a path forward for completing the International Business Transaction.

The Company determined that not all criteria were met to be able to classify the International Business as held for sale as of September 30, 2026, since the Company has not resolved the credit agreement amendment closing condition.

2. BASIS OF PRESENTATION

The Company's unaudited consolidated financial statements include the accounts of the Company and its wholly-owned and majority-owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation. Investments in affiliated companies in which the Company exerts significant influence, but which it does not control, are accounted for under the equity method of accounting. As such, consolidated net loss includes the Company's equity in the current earnings or losses of such companies.

The Company's unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP") for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by U.S. GAAP and should be read in conjunction with the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2026 (the "Form 10-K"). The amounts as of and for the periods ended June 30, 2026 are derived from the Company's audited annual financial statements. The unaudited consolidated financial statements reflect all normal recurring adjustments which, in management's opinion, are necessary for a fair presentation for interim periods. Operating results for the three months ended September 30, 2026 are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2027. Please refer to the Notes to the Consolidated Financial Statements as of June 30, 2026 and for the fiscal year then ended included in the Form 10-K for information not included in these condensed notes.

All dollar amounts in the unaudited consolidated financial statements, notes and tables have been rounded to the nearest thousands, except par values and per share amounts, unless otherwise indicated.

Going Concern and Management's Plan

As of September 30, 2026, the Company had $586,075 of debt obligations under its Credit Agreement (as defined in Note 10, *Debt and Borrowings*) maturing on December 22, 2026, consisting of $441,000 of loans outstanding under the Revolver and $145,075 of Term Loans (each as defined in Note 10, *Debt and Borrowings*). As of September 30, 2026, the Company had cash of $63,015. See Note 10, *Debt and Borrowings*.

The pending International Business Transaction, if completed, would generate aggregate net cash proceeds of approximately $301,600 to $306,500, which would still leave the Company with significant outstanding debt obligations even if such proceeds are used to pay down loans under the Credit Agreement. In light of the closing conditions referenced in Note 1, *Business*, it is also possible that the transaction does not occur. The Company continues to engage with its lenders regarding its capital structure and continues to evaluate and pursue all available paths.

The Company and its Board of Directors are focused on addressing the upcoming maturity of the Credit Agreement and maximizing the value of the Company's businesses for the benefit of all stakeholders. In support of these efforts, the Company continues to simplify the organization and align its cost structure with the scale of the North American business that would remain following the pending International Business Transaction, if completed.

Under Accounting Standards Codification ("ASC") 205-40, *Presentation of Financial Statements - Going Concern*, there is substantial doubt about the Company's ability to continue as a going concern for at least one year following the date of issuance of these financial statements due to the uncertainty regarding the Company's ability to refinance or repay its debt due on December 22, 2026 because no such refinancing, retirement or extension has occurred prior to the issuance of the financial statements. Any failure to repay in full the Credit Agreement at or prior to maturity could have a material adverse effect on the Company's business and financial condition, including being forced to seek relief under federal bankruptcy laws or to pursue a restructuring, wind-down, or liquidation, and holders of the Company's common stock could experience a significant or complete loss of their investment.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, and no adjustments have been made to the financial statements to reflect the possibility of the Company's inability to meet its debt obligations or continue as a going concern.

Significant Accounting Policies

The Company's significant accounting policies are described in Note 2, *Summary of Significant Accounting Policies and Practices*, in the Notes to the Consolidated Financial Statements in the Form 10-K. Included herein are certain updates to those policies.

Transfer of Financial Assets

The Company accounts for transfers of financial assets, such as non-recourse accounts receivable financing arrangements, when the Company has surrendered control over the related assets. Determining whether control has transferred requires an evaluation of relevant legal considerations, an assessment of the nature and extent of the Company's continuing involvement with the assets transferred and any other relevant considerations. The Company has non-recourse financing arrangements in which eligible receivables are sold to third-party buyers in exchange for cash. The Company transferred accounts receivable in their entirety to the buyers and satisfied all of the conditions to report the transfer of financial assets in their entirety as a sale. The principal amount of receivables sold under these arrangements was $42,295 and $73,689 during the three months ended September 30, 2026 and 2025, respectively. The incremental cost of financing receivables under these arrangements is included in selling, general and administrative expenses on the Company's consolidated statements of operations. The proceeds from the sale of receivables are included in cash used in operating activities on the consolidated statements of cash flows.

Recently Adopted Accounting Pronouncements

In July 2025, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2025-05, *Financial Instruments — Credit Losses (Topic 326) — Measurement of Credit Losses for Accounts Receivable and Contract Assets*, which will provide a practical expedient in developing reasonable and supportable forecasts as part of estimating expected credit losses: all entities may elect a practical expedient that assumes that current conditions as of the balance sheet date do not change for the remaining life of the asset. The amendments are effective for fiscal years beginning after December 15, 2025 and for interim periods within fiscal years beginning after December 15, 2025. The Company adopted this ASU effective July 1, 2026 on a prospective basis and the adoption did not have a significant impact on the financial statements.

Recently Issued Accounting Pronouncements Not Yet Adopted

In September 2026, the FASB issued ASU 2026-03, *Fair Value Measurement (Topic 820): Investment Companies with Equity Securities Subject to Contractual Sale Restrictions*. ASU 2026-03 guidance provides an exception to certain fair value measurement requirements for investment companies within the scope of Accounting Standards Codification ("ASC") 946 by requiring contractual sale restrictions to be considered when measuring the fair value of equity securities and by requiring related disclosures. The amendments are effective for annual reporting periods beginning after December 15, 2027, including interim periods within those annual reporting periods, with early adoption permitted. The Company has concluded that ASU 2026-03 is not applicable to its condensed consolidated financial statements.

In May 2026, the FASB issued ASU 2026-02, *Environmental Credits and Environmental Credit Obligations* to clarify the accounting treatment and reporting standards of environmental credits and environmental credit obligations. ASU 2026-02 is effective for annual reporting periods beginning after December 15, 2027 and interim reporting periods within those annual reporting periods. Early adoption is permitted as of the beginning of an annual reporting period and should be applied on a retrospective basis. The Company is currently evaluating the provisions of the amendments and the effect on its future consolidated financial statements and related disclosures.

In December 2025, the FASB issued ASU 2025-12, *Codification Improvements* to address suggestions received from stakeholders on the ASC and to make other incremental improvements to U.S. GAAP. The update represents changes that clarify, correct errors in or make other minor improvements to a broad range of topics that is intended to make it easier to understand and apply, including ASC 260, *Earnings Per Share*, ASC 325, *Investments – Other*, and ASC 958, *Not-for-Profit Entities*. The guidance is effective for fiscal years beginning after December 15, 2026, including interim periods within those fiscal years, with early adoption permitted. Entities are required to apply the amendments to ASC 260 retrospectively. All other amendments may be applied prospectively or retrospectively. The Company is currently evaluating the provisions of the amendments and the effect on its future consolidated financial statements.

In December 2025, the FASB issued ASU 2025-11, *Interim Reporting (Topic 270): Narrow-Scope Improvements*. ASU 2025-11 clarifies and improves existing interim reporting guidance by consolidating disclosure requirements within Topic 270 and introducing a disclosure principle requiring entities to disclose events and changes occurring after the most recent annual reporting period that are expected to have a material effect on the entity's financial condition or results of operations. The ASU does not

introduce significant changes to recognition or measurement guidance. The amendments are effective for interim reporting periods within annual reporting periods beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the provisions of the amendments and the effect on its future consolidated financial statements.

On November 25, 2025, the FASB issued ASU 2025-09, *Derivatives and Hedging (Topic 815): Hedge Accounting Improvements*. ASU 2025-09 clarifies the application of previous hedge accounting guidance and addresses emerging issues identified by stakeholders, including those related to reference rate reform. The main amendments relate to cash flow hedging, but some of the amendments affect certain fair value and net investment hedges. The amendments are effective for fiscal years beginning after December 15, 2026, and interim reporting periods, with early adoption permitted. The Company is currently evaluating the provisions of the amendments and the effect on its future consolidated financial statements.

In September 2025, the FASB issued ASU 2025-07, *Derivatives and Hedging and Revenue from Contracts with Customers, Derivatives and Hedging (Topic 815) and Revenue from Contracts with Customers (Topic 606)*. The guidance refines the scope of Topic 815 to clarify which contracts are subject to derivative accounting. The guidance also provides clarification under Topic 606 for share-based payments from a customer in a revenue contract. The amendments are effective for fiscal years beginning after December 15, 2026, and interim reporting periods, with early adoption permitted. The Company is currently evaluating the provisions of the amendments and the effect on its future consolidated financial statements.

In September 2025, the FASB issued ASU 2025-06, *Intangibles — Goodwill and Other — Internal-Use Software (Subtopic 350-40) — Targeted Improvements to the Accounting for Internal-Use Software*, which modernizes the guidance in ASC 350-40, Intangibles — Goodwill and Other — Internal-Use Software, to better align with current software development practices, including agile methodologies. The amendments are effective for fiscal years beginning after December 15, 2027 and interim reporting periods within those annual reporting periods. The Company is currently evaluating the provisions of the amendments and the effect on its future consolidated financial statements.

In November 2024, the FASB issued ASU 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*. The amendments address investor requests for more detailed expense information and require additional disaggregated disclosures in the notes to financial statements for certain categories of expenses that are included on the face of the income statement. The amendments are effective, as clarified by ASU 2025-01, for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the provisions of the amendments and the effect on its future consolidated financial statements.

3. LOSS PER SHARE

The following table sets forth the computation of basic and diluted net loss per share on the consolidated statements of operations:

	Three Months Ended September 30,	
	2026	**2025**
Numerator:		
Net loss	$ (11,303)	$ (20,625)
Denominator:		
Basic and diluted weighted average shares outstanding	91,002	90,309
Basic and diluted net loss per common share	$ (0.12)	$ (0.23)

Due to the Company's net loss in each of the three months ended September 30, 2026 and September 30, 2025, all common stock equivalents such as stock options, unvested restricted share units and performance share units have been excluded from the computation of diluted net loss per share. The effect of the stock options and unvested restricted share units would have been anti-dilutive to the computations. The performance share units were contingently issuable based on market conditions or performance goals and such conditions or goals had not been achieved during the respective periods.

4. ASSETS AND LIABILITIES HELD FOR SALE

During the three months ended September 30, 2026, the Company reclassified the current assets and current liabilities of its personal care ("PC") business from held for sale to held and used, following a change in the Company's plan from selling the PC business to winding down the business. As a result of the change in plan, the PC business no longer met the criteria for classification as held for sale. Upon reclassification to held and used, the Company recognized a $14,769 gain related to the release of the allowance on assets previously classified as held for sale and the remeasurement of certain PC business assets. The gain was recognized in other income, net, in the consolidated statements of operations.

As of September 30, 2026, the remaining asset classified as held for sale consisted of property, plant and equipment, net, with a carrying value of $2,546 related to the Yves Veggie Cuisine® plant-based business in Canada ("Yves") which is part of the North America reportable segment. The former Yves facility in Delta, Canada was sold during the second quarter of fiscal 2027 and received net proceeds of CAD $13,056 (approximately $9,197 based on the September 30, 2026 closing exchange rate).

	September 30, 2026	June 30, 2026
ASSETS		
Inventories	$ —	$ 23,602
Property, plant and equipment, net	2,546	3,493
Goodwill	—	10,852
Other noncurrent assets	—	85
Operating lease right-of-use assets, net	—	5,483
Allowance for reduction of assets held for sale	—	(37,633)
Assets held for sale	$ 2,546	$ 5,882
LIABILITIES		
Accounts payable	$ —	$ 4,153
Liabilities held for sale	$ —	$ 4,153

5. DISPOSITION

North American Snacks Business

On February 27, 2026, the Company completed the sale of its North American Snacks Business for $111,200 in cash, reflecting the total purchase price of $115,000 less the holdback of an estimate for a customary inventory adjustment. During the fiscal year ended June 30, 2026, the Company deconsolidated the net assets of the North American Snacks Business, primarily consisting of $57,082, $55,952, and $29,415 of goodwill, property, plant and equipment, and inventory, respectively, and recognized a pretax loss on sale of $50,764, which was recorded in other expense, net. The sale of the North American Snacks Business did not meet the criteria requiring the presentation of the business as a discontinued operation in accordance with U.S. GAAP and is considered a disposition of a significant business as the Company continues to maintain its snacks business within the International reportable segment.

6. INVENTORIES

Inventories consisted of the following:

	September 30, 2026	June 30, 2026
Finished goods	$ 117,286	$ 104,861
Raw materials, work-in-progress, and packaging	49,450	44,414
	$ 166,736	$ 149,275

7. PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment, net consisted of the following:

	September 30, 2026	June 30, 2026
Land	$ 11,110	$ 11,116
Buildings and improvements	58,418	57,325
Machinery and equipment	272,027	263,769
Computer hardware and software	43,142	42,433
Furniture and fixtures	20,757	20,771
Leasehold improvements	14,715	14,477
Construction in progress	5,109	7,976
	425,278	417,867
Less: Accumulated depreciation	244,804	233,202
	$ 180,474	$ 184,665

Depreciation expense for the three months ended September 30, 2026 and 2025 was $6,586 and $11,444, respectively.

8. LEASES

The Company leases office space, warehouse and distribution facilities, manufacturing equipment and vehicles primarily in North America and Western Europe. The Company determines if an arrangement is or contains a lease at inception. Right of use assets related to finance leases are included in property, plant and equipment, net on the consolidated balance sheets. Lease liabilities for finance leases are included in the current and non-current portions of long-term debt on the consolidated balance sheets. The current portion of the operating lease liabilities is included in accrued expenses and other current liabilities on the consolidated balance sheets. The Company does not have any related party leases, and sublease transactions are de minimis.

The components of lease expenses for the three months ended September 30, 2026 and 2025 were as follows:

	Three Months Ended	
	September 30, 2026	September 30, 2025
Operating lease expenses	$ 4,653	$ 3,481
Finance lease expenses	32	66
Variable lease expenses	56	25
Short-term lease expenses	149	311
Total lease expenses	$ 4,890	$ 3,883

9. GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill

The following table provides the changes in the carrying value of goodwill by reportable segment:

	North America	International	Total
Balance as of June 30, 2026[(1)]	$ 216,744	$ 29,335	$ 246,079
Translation	—	19	19
Balance as of September 30, 2026	$ 216,744	$ 29,354	$ 246,098

[(1)] The total carrying value of goodwill is reflected net of $756,378 of accumulated impairment charges, of which $403,874 is related to the North America reportable segment and $352,504 is related to the International reportable segment.

As of September 30, 2026, the Company performed an assessment of factors to determine whether it was more likely than not that the fair value of its reporting units was less than its carrying amount, including goodwill. The Company concluded that there were no events or circumstances that warranted an interim quantitative impairment test for goodwill during the three months ended September 30, 2026. As of September 30, 2026, goodwill associated with the U.S. and Ella's Kitchen U.K. reporting units

had a carrying value of $216,744 and $29,354, respectively. The goodwill related to the U.S. reporting unit is at risk of potential impairment if the fair value of the reporting unit, and its associated assets, decrease in value due to the amount and timing of expected future cash flows, decreased customer demand for products, an inability to execute management's business strategies, or general market conditions, such as economic downturns, and changes in interest rates, including discount rates. Future cash flow estimates are, by their nature, subjective, and actual results may differ materially from the Company's estimates. If the Company's ongoing cash flow projections are not met or if market factors utilized in the impairment test deteriorate, including an unfavorable change in the terminal growth rate or the weighted-average cost of capital, the Company may have to record additional impairment charges in future periods.

Other Intangible Assets

The following table includes the gross carrying amount and accumulated amortization, where applicable, for intangible assets, excluding goodwill:

	September 30, 2026	June 30, 2026
Amortized intangible assets:		
Trademarks, tradenames and other intangibles[1]	$ 308,768	$ 308,753
Less: Accumulated amortization	(140,281)	(135,233)
Net trademarks, tradenames and other intangible assets	$ 168,487	$ 173,520

[1] The gross carrying value of other intangible assets is reflected net of accumulated non-cash impairment charges of $320,931 as of each of September 30, 2026 and June 30, 2026.

There were no events or circumstances that warranted an interim impairment test for definite-lived intangible assets during the three months ended September 30, 2026 or 2025.

Amortized intangible assets, which are deemed to have a finite life, primarily consist of customer relationships, trademarks and tradenames and are amortized over their estimated useful lives of 7 to 25 years. The weighted average remaining amortization period of amortized intangible assets is 9.05 years.

Amortization expense included in the consolidated statements of operations is as follows:

	Three Months Ended September 30,	
	2026	2025
Amortization of acquired intangibles	$ 5,097	$ 1,212

10. DEBT AND BORROWINGS

Debt and borrowings consisted of the following:

	September 30, 2026	June 30, 2026
Revolving credit facility	$ 441,000	$ 411,000
Term loans	145,075	146,950
Less: Unamortized issuance costs	(228)	(476)
Finance lease obligations	358	370
	586,205	557,844
Current debt and finance lease obligations[1]	(585,934)	(557,552)
Long-term debt, less current portion	$ 271	$ 292

[1] Includes $87 (June 30, 2026: $78) of finance lease obligations.

Credit Agreement

On December 22, 2021, the Company entered into a Fourth Amended and Restated Credit Agreement (as subsequently amended, the "Credit Agreement"). The Credit Agreement originally provided for senior secured financing of $1,100,000 in the aggregate, consisting of (1) $300,000 in aggregate principal amount of term loans (the "Term Loans") and (2) an $800,000 senior secured revolving credit facility (which includes borrowing capacity available for letters of credit, and was originally comprised of a

$440,000 U.S. revolving credit facility and $360,000 global revolving credit facility) (the "Revolver"). Both the Revolver and the Term Loans mature on December 22, 2026. The Company's obligations under the Credit Agreement are guaranteed by certain existing and future domestic subsidiaries of the Company and are secured by liens on assets of the Company and its material domestic subsidiaries, including the equity interest in each of their direct subsidiaries and intellectual property, subject to agreed-upon exceptions. The Credit Agreement includes financial covenants that require compliance with a consolidated secured leverage ratio, a consolidated leverage ratio and a consolidated interest coverage ratio.

On August 22, 2023, the Company entered into a Second Amendment (the "Second Amendment") to the Credit Agreement. Pursuant to the Second Amendment, the Company's maximum consolidated secured leverage ratio was amended to be 5.00:1.00 until September 30, 2023, 5.25:1.00 until December 31, 2023, 5.00:1.00 until December 31, 2024, and 4.25:1.00 thereafter. The Company's maximum consolidated leverage ratio remained 6.00:1.00 and its minimum interest coverage ratio remained at 2.75:1.00.

On May 5, 2025, the Company entered into a Third Amendment (the "Third Amendment") to the Credit Agreement. Pursuant to the Third Amendment, the Company's maximum consolidated secured leverage ratio was amended to be 4.75:1.00 for the quarter ending June 30, 2025 through (and including) the quarter ending March 31, 2026, 4.50:1.00 for the quarter ending June 30, 2026, and 4.25:1.00 for the quarter ending September 30, 2026 and thereafter. The Third Amendment also reduced the size of the Revolver from $800,000 to $700,000 in the aggregate, with the U.S. revolving credit facility reduced from $440,000 to $385,000 and the global revolving credit facility reduced from $360,000 to $315,000.

On September 11, 2025, the Company entered into a Fourth Amendment (the "Fourth Amendment") to the Credit Agreement. Pursuant to the Fourth Amendment, (x) the Company's maximum consolidated secured leverage ratio was amended to be 5.00:1.00 for the quarter ending June 30, 2025 and 5.50:1.00 for the quarter ending September 30, 2025 and thereafter, (y) the Company's minimum consolidated interest coverage ratio was amended to be 2.00:1.00 for the quarter ending September 30, 2025 and thereafter and (z) a covenant was added requiring the Company to maintain a minimum Consolidated EBITDA (as such term is defined in the Credit Agreement as amended by the Fourth Amendment) of (i) $17,000 for the quarter ending September 30, 2025 and (ii) $52,000 for the cumulative two quarters ending September 30, 2025 and on December 31, 2025. The aforementioned financial covenants use financial measures that are defined under the Credit Agreement and not pursuant to U.S. GAAP. The Fourth Amendment also reduced the size of the Revolver from $700,000 to $600,000 in the aggregate, with the U.S. revolving credit facility reduced from $385,000 to $330,000 and the global revolving credit facility reduced from $315,000 to $270,000.

From the date of the Second Amendment until the date of the Third Amendment, loans under the Credit Agreement bore interest at (a) the Secured Overnight Financing Rate ("Term SOFR") plus a credit spread adjustment of 0.10% plus 2.5% per annum or (b) the Base Rate (as defined in the Credit Agreement) plus 1.5% per annum. Commencing on the date of the Third Amendment, loans under the Credit Agreement bore interest at (a) Term SOFR plus 3.00% per annum or (b) the Base Rate plus 2.00% per annum. Commencing on the date of the Fourth Amendment, loans under the Credit Agreement bear interest at (a) Term SOFR plus 4.00% per annum or (b) the Base Rate plus 3.00% per annum.

Excluding the impact of hedges, the weighted average interest rate on outstanding borrowings under the Credit Agreement at September 30, 2026 was 7.97%. The Company uses interest rate swaps to hedge a portion of the interest rate risk related to its outstanding variable rate debt. As of September 30, 2026, the notional amount of the interest rate swaps was $400,000 with fixed rate payments of 7.12%. Including the impact of hedges, the weighted average interest rate on outstanding borrowings under the Credit Agreement at September 30, 2026 was 7.50%. Additionally, the Credit Agreement contains a commitment fee of 0.25% per annum on the amount unused under the Credit Agreement.

As of September 30, 2026, there were $441,000 of loans outstanding under the Revolver, $145,075 of outstanding Term Loans, and $3,056 of letters of credit outstanding under the Credit Agreement. As of September 30, 2026 and June 30, 2026, $155,944 and $185,901, respectively, was available under the Credit Agreement, subject to compliance with the financial covenants. As of September 30, 2026, the Company was in compliance with all associated covenants.

Credit Agreement Issuance Costs

In connection with the Fourth Amendment to its Credit Agreement during the first quarter of fiscal year 2026, the Company incurred debt issuance costs of approximately $2,846, of which $2,529 was deferred. Of the total deferred costs, $1,996 were associated with the Revolver and are being amortized on a straight-line basis within Other assets on our Consolidated Balance Sheets, and $533 are being amortized on a straight-line basis, which approximates the effective interest method, as an adjustment to the carrying amount of the Term Loans as a component of Interest and other financing expense, net over the term of the Credit Agreement. Further, the Fourth Amendment decreased the borrowing capacity of the Revolver, resulting in write-off of $604 of previously capitalized deferred costs. During the fiscal year ended June 30, 2026, in connection with the $101,100 repayment of the Term Loans, $542 of previously capitalized deferred costs were written off.

Interest paid during the three months ended September 30, 2026 and September 30, 2025 was $10,339 and $13,602, respectively.

11. INCOME TAXES

In general, the Company uses an estimated annual effective tax rate, which is based on expected annual income and statutory tax rates in the various jurisdictions in which the Company operates, to determine its quarterly provision for income taxes. However, to the extent that application of the estimated annual effective tax rate is not representative of the quarterly portion of actual tax expense expected to be recorded for the year in a jurisdiction, the Company determines the provision for income taxes based on actual year-to-date income (loss), which has been the case for certain jurisdictions for the quarter ended September 30, 2026. Certain significant or unusual items are separately recognized in the quarter in which they occur and can be a source of variability on the effective tax rates from quarter to quarter. The Company's effective tax rate may change from period-to-period based on recurring and non-recurring factors including the geographical mix of earnings, enacted tax legislation, state and local income taxes and tax audit settlements.

The effective income tax rate was an expense of 8.4% and a benefit of 5.8% for the three months ended September 30, 2026 and 2025, respectively. The income tax expense for the three months ended September 30, 2026 reflected foreign tax expense in certain jurisdictions and an increase in the valuation allowance for both federal and state income taxes. The income tax benefit for the three months ended September 30, 2025 reflected foreign tax benefit in certain jurisdictions and an increase in the valuation allowance for both federal and state income taxes.

Many countries where the Company operates have adopted a global minimum corporate income tax as introduced by the Organization for Economic Cooperation and Development ("OECD"). This new minimum tax was not significant for the quarter ended September 30, 2026.

12. ACCUMULATED OTHER COMPREHENSIVE LOSS

The following table presents the changes in accumulated other comprehensive loss ("AOCL"):

	Foreign Currency Translation Adjustment, Net	Deferred Gains (Losses) on Cash Flow Hedging Instruments, Net	Deferred Gains (Losses) on Fair Value Hedging Instruments, Net	Deferred Gains (Losses) on Net Investment Hedging Instruments, Net	Total
Balance at June 30, 2025	$ (75,749)	$ 2,583	$ 184	$ (8,071)	$ (81,053)
Other comprehensive (loss) income before reclassifications	(10,798)	320	142	575	(9,761)
Amounts reclassified into income	—	(1,098)	(104)	(362)	(1,564)
Net change in accumulated other comprehensive (loss) income for the three months ended September 30, 2025[1]	(10,798)	(778)	38	213	(11,325)
Balance at September 30, 2025	$ (86,547)	$ 1,805	$ 222	$ (7,858)	$ (92,378)
Balance at June 30, 2026	$ (96,977)	$ 1,182	$ 170	$ (5,838)	$ (101,463)
Other comprehensive loss before reclassifications	—	(505)	(209)	(362)	(1,076)
Amounts reclassified into (income) expense	(606)	(26)	185	750	303
Net change in accumulated other comprehensive (loss) income for the three months ended September 30, 2026[1]	(606)	(531)	(24)	388	(773)
Balance at September 30, 2026	$ (97,583)	$ 651	$ 146	$ (5,450)	$ (102,236)

[1] See Note 15, Derivatives and Hedging Activities, for the amounts reclassified into income for deferred gains on hedging instruments recorded in the consolidated statements of operations during the three months ended September 30, 2026 and 2025.

13. STOCK-BASED COMPENSATION AND INCENTIVE PERFORMANCE PLANS

The Company maintains a shareholder-approved plan, The Hain Celestial Group, Inc. 2022 Long Term Incentive and Stock Award Plan (as amended, the "2022 Plan"), which was approved at the Company's 2022 Annual Meeting of Shareholders held on November 17, 2022, and further amended at the Company's 2024 Annual Meeting of Shareholders held on October 31, 2024 and 2025 Annual Meeting of Shareholders held on October 30, 2025. The 2022 Plan permits the Company to continue making equity-based and other incentive awards in a manner intended to properly incentivize its employees, directors, consultants and other service providers by aligning their interests with the interests of the Company's shareholders. The 2022 Plan is administered by the Compensation Committee of the Company's Board of Directors. The Company also historically granted shares under its Amended and Restated 2002 Long-Term Incentive and Stock Award Plan and its 2019 Equity Inducement Award Program. The Company's long-term incentive program ("LTIP") is described in Note 14, *Stock-Based Compensation and Incentive Performance Plans*, in the Notes to the Consolidated Financial Statements in the Form 10-K.

Beginning in the second quarter of fiscal 2025, a form of awards was granted to employees that can be settled in cash or stock, at the Company's discretion. These awards are accounted for as liability-based equity awards since the Company has the ability and intent to settle such awards in cash.

Compensation cost and related income tax benefit (expense) recognized in the consolidated statements of operations for stock-based compensation plans were as follows:

	Three Months Ended September 30,	
	2026	2025
Selling, general and administrative expense		
Stock-based awards	$ 873	$ 2,003
Cash-settled awards	202	106
Total selling, general and administrative expense	1,075	2,109
Related income tax benefit (expense)	$ 121	$ (16)

Stock-Based Award Activity

Stock-based awards are generally issued in the form of restricted share units ("RSUs"), which are service-based awards, and performance share units ("PSUs") that are subject to the achievement of minimum market conditions or performance goals. RSU awards to employees generally provide for vesting in equal annual installments over a period of three years, with different vesting periods in certain cases. RSU awards to non-employee directors generally provide for a vesting period of one year. For PSU awards, the following share figures are stated at target levels, and the awards outstanding as of September 30, 2026 generally provide for vesting at 0% to 100% or 150% or 200% of the target level. Awards of PSUs and RSUs are issued at no cost to the recipient. A summary of all stock-based award activity for the three months ended September 30, 2026 is as follows:

	Number of Shares and Units	Weighted Average Grant Date Fair Value (per share)
Non-vested RSUs and PSUs outstanding at June 30, 2026	5,932	$ 2.18
Granted	—	$ —
Vested	—	$ —
Forfeited	(273)	$ 3.47
Non-vested RSUs and PSUs outstanding at September 30, 2026	5,659	$ 2.12

The fair value of RSUs granted and of shares vested, and the tax benefit recognized from restricted shares vesting was as follows:

	Three Months Ended September 30,	
	2026	2025
Fair value of shares vested	$ —	$ 158
Tax benefit recognized from restricted shares vesting	$ —	$ 22

No PSUs were granted or vested during the three months ended September 30, 2026. At September 30, 2026, there was $3,960 of unrecognized stock-based compensation expense related to non-vested restricted stock awards, which is expected to be recognized over a weighted average period of 1.38 years and 1.66 years, for PSUs and RSUs, respectively.

Cash-Settled Award Activity

The Company grants cash-settled awards that are either service-based or subject to the achievement of minimum market conditions or performance goals. Service-based cash awards generally provide for vesting in equal annual installments over a period of three years, with different vesting periods in certain cases. For cash awards tied to minimum market conditions or performance goals, award amounts are stated at target levels with vesting at 0% or 100% or 150% of the target level depending on conditions or performance. Cash-based awards are issued at no cost to the recipient.

The fair value of these cash-settled awards is measured at each reporting period until the awards are settled. The performance-based cash-settled award liability at September 30, 2026 was recorded ratably based on the Company's projected achievement at the end of the measurement period. The cash incentive award liability was $1,040 at September 30, 2026, all of which is classified as a liability and reported in accrued expenses and other current liabilities.

For the three months ended September 30, 2026, the Company recognized a forfeiture adjustment of $465.

At September 30, 2026, there was $2,045 of unrecognized cash-based compensation expense related to non-vested awards, which is expected to be recognized over a weighted average period of 1.91 years.

14. FAIR VALUE MEASUREMENTS

The Company's financial assets and liabilities measured at fair value are required to be grouped in one of three levels. The levels prioritize the inputs used to measure the fair value of the assets or liabilities. These levels are:

- Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2 – Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability; and
- Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

The following table presents assets and liabilities measured at fair value on a recurring basis as of September 30, 2026:

	Total	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets:				
Derivative financial instruments	$ 884	$ —	$ 884	$ —
Liabilities:				
Derivative financial instruments	$ 13,169	$ —	$ 13,169	$ —

The following table presents assets and liabilities measured at fair value on a recurring basis as of June 30, 2026:

	Total	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets:				
Derivative financial instruments	$ 1,527	$ —	$ 1,527	$ —
Liabilities:				
Derivative financial instruments	$ 13,764	$ —	$ 13,764	$ —

There were no transfers of financial instruments between the three levels of fair value hierarchy during the three months ended September 30, 2026 and 2025.

Derivative Instruments

The Company uses interest rate swaps to manage interest rate risk and cross-currency swaps and foreign currency exchange contracts to manage exposure to currency fluctuations. These instruments are valued using techniques like discounted cash flow ("DCF") analysis, which considers the contractual terms and market-based inputs such as interest rate curves and implied volatilities. The fair values of interest rate swaps are determined by netting the discounted future fixed and variable cash flows. The variable cash flows are based on expected future interest rates.

Credit valuation adjustments are made to reflect the nonperformance risk of both the Company and its counterparties. Most inputs used to value derivatives fall within Level 2 of the fair value hierarchy, but credit valuation adjustments use Level 3 inputs, such as current credit spreads. The impact of these adjustments was not significant to the overall valuation, so all derivatives as of September 30, 2026 and June 30, 2026 were classified as Level 2.

Nonrecurring Fair Value Measurements

The Company measures certain non-financial assets, such as goodwill, definite lived intangible assets, and long-lived assets (property and equipment, and right-of-use lease assets), at fair value on a nonrecurring basis. These assets are initially measured at fair value at the time of acquisition or purchase, with adjustments only for foreign currency translation. Periodically, these assets are tested for impairment by comparing their carrying values to their estimated fair values. If an asset is impaired, the Company recognizes an impairment expense equal to the excess of the carrying value over the estimated fair value.

Fair value measurements for reporting units are estimated using a blended analysis of the DCF income approach and Guideline Public Company Method market approach, which involve significant management judgment and Level 3 inputs, such as economic conditions and customer demand. These measurements are performed at least annually for impairment testing. The Company bases its fair value estimates on reasonable assumptions but acknowledges their unpredictability and inherent uncertainty.

15. DERIVATIVES AND HEDGING ACTIVITIES

Risk Management Objective of Using Derivatives

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company manages its exposures to a wide variety of business and operational risks. The Company manages economic risks, including interest rate, liquidity, and credit risk, primarily by managing the amount, sources and duration of its assets and liabilities and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company's derivative financial instruments are used to manage differences in the amount, timing, and duration of the Company's known or expected cash receipts and its known or expected cash payments principally related to the Company's receivables and borrowings.

Certain of the Company's foreign operations expose the Company to fluctuations of foreign exchange rates. These fluctuations may impact the value of the Company's cash receipts and payments in terms of the Company's functional currency. The Company enters into derivative financial instruments to protect the value or fix the amount of certain assets and liabilities in terms of its functional currency, the U.S. Dollar. Accordingly, the Company uses derivative financial instruments to manage and mitigate such risks. The Company does not use derivatives for speculative or trading purposes.

Cash Flow Hedges of Interest Rate Risk

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. During the three months ended September 30, 2026 and 2025, such derivatives were used to hedge the variable cash flows associated with existing variable rate debt.

For derivatives designated and that qualify as cash flow hedges of interest rate risk, the gain or loss on the derivative is recorded in AOCL and subsequently reclassified into interest expense in the same period during which the hedged transaction affects earnings. Amounts reported in AOCL related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable rate debt. During the next 12 months, the Company estimates that an additional $885 will be reclassified as a decrease to interest expense.

As of September 30, 2026, the Company had the following outstanding interest rate derivatives that were designated as cash flow hedges of interest rate risk:

Interest Rate Derivative	Number of Instruments		Notional Amount
Interest rate swap	4	$	400,000

Cash Flow Hedges of Foreign Exchange Risk

The Company is exposed to fluctuations in various foreign currencies against its functional currency, the U.S. Dollar. The Company, at times, uses forward contracts to manage its exposure to fluctuations in the GBP-EUR exchange rates. The Company designates these derivatives as cash flow hedges of foreign exchange risks.

For derivatives designated and that qualify as cash flow hedges of foreign exchange risk, the gain or loss on the derivative is recorded in AOCL and subsequently reclassified in the same period during which the hedged transaction affects earnings within

the same income statement line item as the earnings effect of the hedged transaction. During the next 12 months, the Company estimates that an additional $72 related to the foreign currency forward contracts will be reclassified to cost of sales.

As of September 30, 2026, the Company had the following outstanding foreign currency derivatives that were used to hedge its foreign exchange risks:

Foreign Currency Derivative	Number of Instruments	Notional Sold		Notional Purchased	
Foreign currency forward contract	21	£	25,950	€	22,497

Net Investment Hedges

The Company is exposed to fluctuations in foreign exchange rates on investments it holds in its European foreign entities and their exposure to the Euro. The Company uses fixed-to-fixed cross-currency swaps to hedge its exposure to changes in the foreign exchange rate on its foreign investment in Western Europe. Currency forward agreements involve fixing the USD-EUR exchange rate for delivery of a specified amount of foreign currency on a specified date. The currency forward agreements are typically cash settled in U.S. Dollars for their fair value at or close to their settlement date. Cross-currency swaps involve the receipt of functional-currency-fixed-rate amounts from a counterparty in exchange for the Company making foreign-currency-fixed-rate payments over the life of the agreement.

For derivatives designated as net investment hedges, the gain or loss on the derivative is reported in AOCL as part of the cumulative translation adjustment. Amounts are reclassified out of AOCL into earnings when the hedged net investment is either sold or substantially liquidated.

As of September 30, 2026, the Company had the following outstanding foreign currency derivatives that were used to hedge its net investments in foreign operations:

Foreign Currency Derivative	Number of Instruments	Notional Sold		Notional Purchased	
Cross-currency swap	4	€	100,300	$	103,312

Fair Value Hedges

The Company is exposed to changes in the fair value of certain of its foreign denominated intercompany loans due to changes in foreign exchange spot rates. The Company uses fixed-to-fixed cross-currency swaps to hedge its exposure to changes in foreign exchange rates affecting gains and losses on intercompany loan principal and interest. Cross-currency swaps involve the receipt of functional-currency-fixed-rate amounts from a counterparty in exchange for the Company making foreign-currency-fixed-rate payments over the life of the agreement.

For derivatives designated and that qualify as fair value hedges, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in interest and other financing expense, net.

Gains and losses on the derivative representing hedge components excluded from the assessment of effectiveness are recognized over the life of the hedge on a systematic and rational basis, as documented at hedge inception in accordance with the Company's accounting policy election. The earnings recognition of excluded components is presented in the same income statement line item as the earnings effect of the hedged transaction.

As of September 30, 2026, the Company had the following outstanding foreign currency derivatives that were used to hedge changes in fair value attributable to foreign exchange risk:

Foreign Currency Derivative	Number of Instruments	Notional Sold	Notional Purchased
Cross-currency swap	1	€ 24,700	$ 25,453

As of September 30, 2026 and June 30, 2026, the following amounts were recorded on the consolidated balance sheets related to cumulative basis adjustment for fair value hedges:

	Carrying Amount of the Hedged Asset		Cumulative Amount of Fair Value Hedge Adjustment Included in the Carrying Amount of the Hedged Asset	
	September 30, 2026	June 30, 2026	September 30, 2026	June 30, 2026
Intercompany loan receivable	$ 28,023	$ 28,193	$ (170)	$ (789)

Designated Hedges

The following table presents the fair value of the Company's derivative financial instruments as well as their classification on the consolidated balance sheet as of September 30, 2026:

	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments:				
Interest rate swaps	Prepaid expenses and other current assets	$ 884	Accrued expenses and other current liabilities	$ —
Cross-currency swaps	Prepaid expenses and other current assets	—	Accrued expenses and other current liabilities	12,986
Cross-currency swaps	Other noncurrent assets	—	Other noncurrent liabilities	183
Total derivatives designated as hedging instruments		$ 884		$ 13,169

The following table presents the fair value of the Company's derivative financial instruments as well as their classification on the consolidated balance sheet as of June 30, 2026:

	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments:				
Interest rate swaps	Prepaid expenses and other current assets	$ 1,527	Accrued expenses and other current liabilities	$ —
Cross-currency swaps	Prepaid expenses and other current assets	—	Accrued expenses and other current liabilities	13,637
Foreign currency forward contracts	Prepaid expenses and other current assets	—	Accrued expenses and other current liabilities	127
Total derivatives designated as hedging instruments		$ 1,527		$ 13,764

The following table presents the pre-tax effect of the Company's cash flow hedges, net investment hedges, and fair value hedges on AOCL for the three months ended September 30, 2026 and 2025:

	Amount of Gain (Loss) Recognized in AOCL on Derivatives	
	Three Months Ended September 30,	
	2026	2025
Derivatives in cash flow hedging relationships:		
Interest rate swaps	$ 43	$ 430
Foreign currency forward contracts	(56)	—
Derivatives in net investment hedging relationships:		
Cross-currency swaps	1,006	771
Derivatives in fair value hedging relationships:		
Cross-currency swaps	249	190
	$ 1,242	$ 1,391

The following table presents the pre-tax effect of the Company's cash flow hedges, net investment hedges, and fair value hedges on the consolidated statements of operations, recorded in interest and other financing expense, net, for the three months ended September 30, 2026 and 2025:

	Amount of Gain (Loss) Reclassified from AOCL into Income (Expense)	
	Three Months Ended September 30,	
	2026	2025
Derivatives in cash flow hedging relationships:		
Interest and other financing expense, net:		
Interest rate swaps	$ 685	$ 1,340
Cost of sales:		
Foreign currency forward contracts	(4)	98
Derivatives in net investment hedging relationships:		
Cross-currency swaps	484	484
Derivatives in fair value hedging relationships:		
Cross-currency swaps[(1)]	281	138
	$ 1,446	$ 2,060

(1) Net of amount that is excluded from effectiveness testing. The amount of gain, excluded from effectiveness testing, reclassified from AOCL into income was $111 as of each of September 30, 2026 and September 30, 2025.

16. RESTRUCTURING PROGRAM

During the first quarter of fiscal year 2024, the Company began a multi-year restructuring program (the "Restructuring Program") and incurred charges related to contract terminations, asset write-downs, employee-related costs, and other transformation-related expenses.

For the three months ended September 30, 2026, expenses associated with the Restructuring Program in the amount of $4,666 and $2,896, were recorded in productivity and transformation costs and cost of sales, respectively, on the consolidated statements of operations. For the three months ended September 30, 2025, expenses associated with the Restructuring Program in the amount of $8,219 and $5,283, were recorded in productivity and transformation costs and cost of sales, respectively, on the consolidated statements of operations. The table below sets forth expenses associated with the Restructuring Program for the three-month periods ended September 30, 2026 and September 30, 2025 by reportable segments and Corporate and Other.

	2026	2025
North America	$ 5,841	$ 9,406
Corporate and Other	1,618	3,328
International	103	768
	$ 7,562	$ 13,502

The following table displays the activities and liability balances relating to the Restructuring Program for the three-month period ended September 30, 2026. The Company expects to pay the remaining accrued restructuring costs during the next 12 months.

	Balance at June 30, 2026	Charges	Amounts Paid	Non-cash settlements/ Adjustments	Balance at September 30, 2026
Employee-related costs	$ 2,679	$ 2,222	$ (1,346)	$ —	$ 3,555
Contract termination costs	544	1,723	—	188	2,455
Other transformation-related expenses[1]	394	3,617	(1,535)	(2,184)	292
	$ 3,617	$ 7,562	$ (2,881)	$ (1,996)	$ 6,302

[1] *Other transformation-related expenses primarily include consultancy charges related to reorganization of global functions and related personnel resource requirements, and rationalizing sourcing and supply chain processes.*

Cumulative pretax charges associated with the Restructuring Program are expected to be $135,000 - $145,000. The Restructuring Program is expected to conclude by the end of fiscal year 2028. See Note 1, *Description of the Business and Basis of Presentation*, under the heading "Strategic Review—International Business Transaction", in the Notes to the Consolidated Financial Statements included in Part I, Item 1 of this Form 10-Q.

17. COMMITMENTS AND CONTINGENCIES

Securities Class Actions Filed in Federal Court

The Company and certain of its former officers (collectively, the "Defendants") are defendants in a consolidated class action complaint in the Eastern District of New York under the caption In re The Hain Celestial Group, Inc. Securities Litigation (the "Consolidated Securities Action"). A Corrected Consolidated Amended Complaint was filed in the summer of 2017, which asserted violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 based on allegedly materially false or misleading statements and omissions in public statements, press releases and SEC filings regarding the Company's business, prospects, financial results and internal controls.

After Defendants' initial motion to dismiss was granted without prejudice to replead in October 2017, the Co-Lead Plaintiffs filed a Second Amended Consolidated Class Action Complaint on May 6, 2019 (the "Second Amended Complaint"), which made allegations similar to those in the previous complaint. After several years of motion practice and related court orders, on September 29, 2023, the District Court granted Defendants' Motion to Dismiss the Second Amended Complaint. Co-Lead Plaintiffs filed a notice of appeal on October 26, 2023, appealing the District Court's decision dismissing the Second Amended Complaint to the Second Circuit, and the appeal was fully briefed as of June 3, 2024. On September 29, 2025, the Second Circuit reversed and remanded the matter for further proceedings. The Company answered the Second Amended Complaint on January

27, 2026. On June 25, 2026, the parties entered into a formal Stipulation and Agreement of Settlement to settle the Consolidated Securities Action for $35,000, funded solely by insurance with no part of the settlement amount to be funded by the Company or any individual defendant. The Stipulation expressly provides that Defendants make no admission of liability or wrongdoing and that each Defendant denies all wrongdoing. On July 13, 2026, the Court granted preliminary approval of the settlement, and on October 28, 2026, the Court granted final approval of the settlement. During fiscal year 2026, the Company recorded an insurance receivable of $35,000 within prepaid expenses and other current assets and a corresponding liability of $35,000 within accrued expenses and other current liabilities in the consolidated balance sheet. In accordance with the aforementioned settlement and payment by the insurance carriers, the insurance receivable and corresponding liability are expected to be offset and settled in the second quarter of fiscal 2027.

Additional Stockholder Class Action and Derivative Complaints Filed in Federal Court

The former Board of Directors and certain former officers of the Company are defendants in a consolidated action, originally filed in 2017 in the Eastern District of New York, under the caption In re The Hain Celestial Group, Inc. Stockholder Class and Derivative Litigation (the "Consolidated Stockholder Class and Derivative Action"). The plaintiffs allege that the Company's former directors and certain former officers made materially false and misleading statements in press releases and SEC filings regarding the Company's business, prospects and financial results and that the Company violated its by-laws and Delaware law by failing to hold its 2016 Annual Stockholders Meeting and claim breach of fiduciary duty, unjust enrichment and corporate waste.

After several years of motion practice and related court orders in the related Consolidated Securities Action, on July 24, 2020, the plaintiffs made a stockholder litigation demand on the Board containing overlapping factual allegations to those set forth in the Consolidated Stockholder Class and Derivative Action. On November 3, 2020, Plaintiffs were informed that the Board had finished investigating and resolved, among other things, that the demand should be rejected. In light of developments in the Consolidated Securities Action referenced above that remanded that case for further proceedings, the parties submitted a joint status report on December 29, 2021 requesting that the District Court continue the temporary stay pending the District Court's reconsideration of the Defendants' motion to dismiss the Second Amended Complaint in the Consolidated Securities Action. Following the Second Circuit's reversal and remand on September 29, 2025, the Parties filed a status update on November 14, 2025 and an initial proposed scheduling order on February 6, 2026. On April 22, 2026, the Court granted Plaintiffs' motion for an extension of time to file their amended complaint and ordered that Plaintiffs file their Amended Complaint by April 30, 2026. On April 30, 2026, Plaintiffs filed a Motion for Leave to File the Verified Consolidated Second Amended Shareholder Derivative Complaint under seal, together with the Amended Complaint itself. On May 1, 2026, the Court granted the motion to file under seal. Defendants served a motion to dismiss the Amended Complaint on July 17, 2026. Plaintiffs' opposition is due November 20, 2026, and Defendants' reply is due December 18, 2026. Discovery is stayed pending resolution of the motion to dismiss.

Baby Food Class Action Litigation

Since February 2021, the Company has been named in numerous consumer class actions alleging that the Company's Earth's Best® baby food products (the "Products") contain unsafe and undisclosed levels of various naturally occurring heavy metals, namely lead, arsenic, cadmium and mercury. Those actions were transferred and consolidated as a single lawsuit in the U.S. District Court for the Eastern District of New York captioned In re Hain Celestial Heavy Metals Baby Food Litigation, Case No. 2:21-cv-678 (the "Consolidated Proceeding"). In the Consolidated Proceeding, the plaintiffs generally allege that the Company violated various state consumer protection laws and assert other state and common law warranty and unjust enrichment claims related to the alleged failure to disclose the presence of these metals, arguing that consumers would have either not purchased the Products or would have paid less for them had the Company made adequate disclosures. The Company filed a motion to dismiss the Consolidated Class Action Complaint. Following oral argument on August 1, 2024, the Court issued an order on December 27, 2024 in which it granted the Company's motion to dismiss with respect to Plaintiffs' claims arising out of the alleged presence of lead, cadmium, mercury, or other substances, as well as any claims challenging the use of the "USDA Organic" seal on the Products' labeling, and denied the Company's motion to dismiss with respect to Plaintiffs' claims arising out of the alleged presence of arsenic in the Products.

The Company filed its answer to the Consolidated Class Action Complaint on January 23, 2025. In September 2026, the parties finalized a private, non-class settlement of the Consolidated Proceeding and filed a stipulation to dismiss the Consolidated

Proceeding with prejudice. The Court issued an order dismissing the Consolidated Proceeding on September 29, 2026. One consumer class action is pending in New York Supreme Court, Nassau County, which the court has stayed in deference to the Consolidated Proceeding. The Company denies the allegations in these lawsuits and contends that its baby foods are safe and properly labeled.

The claims raised in these lawsuits were brought in the wake of a highly publicized report issued by the U.S. House of Representatives Subcommittee on Economic and Consumer Policy on Oversight and Reform, dated February 4, 2021 (the "House Report"), addressing the presence of heavy metals in baby foods made by certain manufacturers, including the Company. Since the publication of the House Report, the Company has also received information requests with respect to the advertising and quality of its baby foods from certain governmental authorities, as such authorities investigate the claims made in the House Report. The Company is fully cooperating with these requests and has provided documents and other requested information.

The Company has been named in one civil government enforcement action, State of New Mexico ex rel. Balderas v. Nurture, Inc., et al., which was filed by the New Mexico Attorney General against the Company and several other manufacturers based on the alleged presence of heavy metals in their baby food products. The Company and several other manufacturers moved to dismiss the New Mexico Attorney General's lawsuit, and the Court denied that motion. The Company filed its answer to the New Mexico Attorney General's amended complaint on April 23, 2022, and discovery is ongoing. The Company denies the New Mexico Attorney General's allegations and maintains that its baby foods are safe, properly labeled, and compliant with New Mexico law.

In addition to the consumer class actions discussed above, the Company is currently named in numerous lawsuits in state and federal courts alleging some form of personal injury from the ingestion of the Company's Products, purportedly due to unsafe and undisclosed levels of various naturally occurring heavy metals. These lawsuits generally allege injuries related to neurological development disorders such as autism and attention deficit hyperactivity disorder.

Baby Food Multidistrict Litigation

On January 4, 2024, plaintiffs in federal cases across the country filed a Motion to Transfer Actions for Coordinated or Consolidated Pretrial Proceedings. On April 11, 2024, the United States Judicial Panel on Multidistrict Litigation granted plaintiffs' motion and transferred the cases to the Northern District of California for coordinated or consolidated pretrial proceedings. On April 15, 2024, the court issued an order staying all outstanding discovery proceedings and pending motions and vacating all previously scheduled hearing dates. There are approximately 200 federal cases filed against the Company pending in the multi-district litigation ("MDL"). Plaintiffs filed their Master Complaint on July 15, 2024. On December 18, 2024, Defendants filed motions to dismiss the Master Complaint, which the Court granted in part and denied in part. The MDL first proceeded with general causation discovery. Expert discovery has closed and the parties' Rule 702 motions have been fully briefed. The Court held Rule 702 hearings during the week of December 8, 2025 and on February 27, 2026, the Court issued an order excluding Plaintiffs' general causation experts. On May 1, 2026, Defendants filed a motion for summary judgment. On August 13, 2026, the Court held argument on Defendants' Motion for Summary Judgment. On October 14, 2026, the Court granted summary judgment in approximately 373 cases (which include about 150 Plaintiffs with claims against Hain) that were filed before November 21, 2025. The claims for which summary judgment has been granted are now ripe for appeal.

Watkins v. Plum PBC, et al.

Plaintiffs originally filed this case on February 1, 2022 in the Orleans Civil District Court in Orleans Parish, Louisiana. Defendants removed the case to the Eastern District of Louisiana on March 4, 2022. On May 10, 2024, the case was transferred to the federal MDL. On August 19, 2026, the MDL court remanded the case back to Orleans Civil District Court in Orleans Parish, Louisiana. On September 17, 2026, Defendants again removed the case to the Eastern District of Louisiana. On October 12, 2026, Plaintiffs filed a motion to remand. On October 20, 2026, Defendants filed an Opposition to Plaintiffs' motion to remand.

Baby Food California State Court Cases

There are currently fifteen personal injury cases against the Company pending in California State Superior Courts relating to the same allegations regarding trace levels of heavy metals in the Products. These cases are now (or will be) included in Judicial Council Coordinated Proceedings ("JCCP"). In June 2024, the cases were assigned a trial coordination judge. All but two of the cases are currently stayed.

In Landon R. v. The Hain Celestial Group, Inc., et al., No. 23STCV24844, the Court granted defendants' Motion to Exclude Plaintiff's Exposure Expert and Defendants' Motion for Summary Judgment on December 3, 2025. The Court entered judgment in defendants' favor on January 2, 2026. Plaintiff filed a Notice of Appeal on March 2, 2026.

On September 30, 2025, the Court lifted the discovery and pleading stay in two additional cases: Kaleb R. v. Hain Celestial Group, Inc. et al. (No. 23STCV30542) and Samuel R. v. Hain Celestial Group, Inc. et al. (No. 23CV057126). Discovery is ongoing in both cases.

Palmquist v. The Hain Celestial Group

During a jury trial in February 2023 in the baby food-related matter Palmquist v. The Hain Celestial Group, Inc., the court granted the Company's motion for a directed verdict, finding no liability for the Company. The Court entered Final Judgment in the Company's favor on March 3, 2023.

Plaintiffs appealed in the Fifth Circuit, and on May 28, 2024, the Fifth Circuit reversed the district court's order denying Plaintiff's motion to remand the case and vacated the final judgment of the district court. The Company filed a Petition for En Banc Reconsideration, which the Fifth Circuit denied.

The Company successfully petitioned the United States Supreme Court for a writ of certiorari, and the Court heard oral argument on November 4, 2025. On February 24, 2026, the Court issued an opinion affirming the Fifth Circuit's decision to vacate the judgment in favor of Hain and remand the proceedings to state court to be re-tried.

The case is now pending in the District Court of Brazoria County, Texas. Discovery is ongoing. The case has been set for trial starting on March 29, 2027.

Court of Common Pleas of Philadelphia County

There are currently four pending personal injury cases relating to alleged heavy metals in baby food against the Company in the Court of Common Pleas of Philadelphia County.

Florida State Court

There are currently eight pending personal injury cases relating to alleged heavy metals in baby food against the Company in the Circuit Court of the Eleventh Judicial Circuit in and for Miami-Dade County, Florida. Defendants have responded to the complaints in six of the eight cases, moving to dismiss on several substantive and jurisdictional grounds. On October 1, 2026, Plaintiffs filed motions to consolidate related actions for pretrial purposes. On October 5, 2026, Defendants filed motions to bifurcate and advance discovery of general causation and to hold an evidentiary hearing on the admissibility of Plaintiffs' general causation expert testimony.

Other

In addition to the matters described above, the Company is and may be a defendant in lawsuits from time to time in the normal course of business.

With respect to all litigation and related matters, the Company records a liability when the Company believes it is probable that a liability has been incurred and the amount can be reasonably estimated. As of the end of the period covered by this report, the Company has not recorded a liability for any of the matters disclosed in this note, except for the above-noted liability and offsetting insurance receivable in connection with the settlement of the Consolidated Securities Action, which is to be funded solely by insurance. It is possible that some matters could require the Company to pay damages, incur other costs or establish accruals in amounts that could not be reasonably estimated as of the end of the period covered by this report.

18. SEGMENT INFORMATION

The Company's organizational structure consists of two geographic based reportable segments: North America and International, which are also the operating segments. This structure is in line with how the Company's Chief Operating Decision Maker ("CODM") assesses the Company's performance and allocates resources. The President and Chief Executive Officer is the CODM of the Company. The Company's measure of segment profitability is Adjusted EBITDA and the CODM also uses net sales in order to analyze segment results, trends and allocate resources. On a monthly basis, the CODM reviews how actual results compare to forecasts and prior periods when making decisions regarding strategic initiatives and capital investments to segments.

Segment Adjusted EBITDA excludes: net interest expense, income taxes, depreciation and amortization, equity in net loss of equity-method investees, stock-based compensation, net, unrealized currency (gains) losses, certain litigation and related costs, plant closure related costs, net, productivity and transformation costs, costs associated with acquisitions, divestitures and other transactions, gain on sale of assets, gain on remeasurement of assets reclassified to held and used, and other adjustments. In addition, Segment Adjusted EBITDA does not include Corporate and Other expenses related to the Company's centralized administrative functions, which do not specifically relate to a reportable segment. Such Corporate and Other expenses are comprised mainly of compensation and related expenses of certain of the Company's senior executive officers and other employees who perform duties related to the entire enterprise, litigation expense and expenses for certain professional fees, facilities, and other items which benefit the Company as a whole.

The following tables set forth financial information about each of the Company's reportable segment's revenue, significant segment expenses and measure of segment profit or loss for the three months ended September 30, 2026 and 2025. Information about total assets by segment is not disclosed because such information is not reported to or used by the Company's CODM for purposes of assessing segment performance or allocating resources. Transactions between reportable segments were insignificant for all periods presented.

	Three Months Ended September 30,	
	2026	2025
Net Sales:		
North America	$ 110,815	$ 203,920
International	149,459	163,963
	260,274	367,883
Cost of sales, adjusted to exclude restructuring activities:		
North America	(73,730)	(157,716)
International	(127,258)	(138,299)
	(200,988)	(296,015)
Marketing expense:		
North America	(7,395)	(6,924)
International	(3,140)	(3,978)
	(10,535)	(10,902)
Other selling, general and administrative expenses, adjusted to exclude restructuring activities and depreciation and amortization:		
North America	(16,790)	(24,843)
International	(19,084)	(16,000)
	(35,874)	(40,843)
Depreciation and amortization and other adjustments:		
North America	4,414	2,572
International	8,982	6,869
	13,396	9,441
Segment Adjusted EBITDA:		
North America	17,314	17,009
International	8,959	12,555
Total Reportable Segments Adjusted EBITDA	26,273	29,564
Corporate and Other	(8,691)	(9,832)
	17,582	19,732
Depreciation and amortization	(13,296)	(15,411)
Equity in net loss of equity-method investees	(24)	(173)
Interest expense, net	(10,856)	(13,142)
(Provision) benefit for income taxes	(877)	1,256
Stock-based compensation, net	(873)	(2,003)
Unrealized currency gains (losses)	267	(265)
Certain litigation expenses, net[(a)]	(2,014)	(827)
Restructuring activities		
Productivity and transformation costs	(4,666)	(8,219)
Plant closure related costs, net	(2,896)	(286)
Acquisitions, divestitures and other		
Transaction and integration costs, net	(8,419)	(2,173)
Gain on sale of assets	—	886
Gain on remeasurement of assets reclassified to held and used	14,769	—
Net loss	$ (11,303)	$ (20,625)

[(a)] Expenses and items relating to securities class action, baby food litigation and SEC investigation.

The Company's net sales by product category are as follows:

	Three Months Ended September 30,	
	2026	2025
Meal Preparation	$ 134,139	$ 159,622
Beverages	58,147	59,574
Baby & Kids	52,552	55,792
Personal Care	8,734	12,880
Snacks	6,702	80,015
	$ 260,274	$ 367,883

The Company's net sales by geographic region, which are generally based on the location of the Company's subsidiaries, are as follows:

	Three Months Ended September 30,	
	2026	2025
United Kingdom	$ 105,340	$ 117,896
United States	103,840	178,155
Western Europe	44,119	46,066
Canada	6,975	25,766
	$ 260,274	$ 367,883

There has been no material change to the Company's total assets by segment from the amount disclosed in the Form 10-K for the fiscal year ended June 30, 2026.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Consolidated Financial Statements and the related Notes thereto for the period ended September 30, 2026 contained in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the fiscal year ended June 30, 2026. Forward-looking statements in this Form 10-Q are qualified by the cautionary statement included in this Form 10-Q under the heading "Forward-Looking Statements" in the introduction of this Form 10-Q.

Overview

The Hain Celestial Group, Inc., a Delaware corporation (collectively with its subsidiaries, the "Company," "Hain Celestial," "we," "us" or "our"), was founded in 1993. Hain Celestial is a leading global health and wellness company whose purpose is to inspire healthier living for people, communities and the planet through better-for-you brands. For more than 30 years, Hain Celestial has intentionally focused on delivering nutrition and well-being that positively impacts today and tomorrow. Headquartered in Hoboken, N.J., Hain Celestial's products across beverages, yogurt, baby/kids and meal preparation are marketed and sold in over 70 countries around the world. The Company operates under two reportable segments: North America and International.

The Company's leading brands include Celestial Seasonings® teas, The Greek Gods® yogurt, Earth's Best® Organic and Ella's Kitchen® baby and kids foods, Joya® and Natumi® plant-based beverages, Hartley's® jelly, as well as Cully & Sully®, Yorkshire Provender®, and New Covent Garden® soups, among others.

Strategic Review

During the fourth quarter of fiscal year 2025, we announced that our Board of Directors was conducting a comprehensive review of the Company's portfolio with the assistance of our independent financial advisor.

North American Snacks Transaction

As part of this review, on February 27, 2026, the Company completed the sale (the "North American Snacks Transaction") of its North American Snacks business, including Garden Veggie Snacks™, Terra® chips and Garden of Eatin'® snacks as well as certain private label products (the "North American Snacks Business") and received $111.2 million in cash, reflecting the total purchase price of $115.0 million less the holdback of an estimate for a customary inventory adjustment, which was finalized following the closing. The Company used the net proceeds of $101.1 million from the North American Snacks Transaction to reduce the Company's indebtedness.

International Business Transaction

As an additional step in the strategic review, on September 12, 2026, the Company entered into a Share Purchase Agreement (the "Purchase Agreement") with entities (the "Purchasers") affiliated with global private equity firm AURELIUS pursuant to which, subject to the terms and conditions set forth therein, the Purchasers have agreed to acquire from the Company (the "International Business Transaction") the entities that operate Hain Celestial's International business in the United Kingdom, Ireland and Europe, including Ella's Kitchen® baby and kids foods, Joya® and Natumi® plant-based beverages, Hartley's® jelly, as well as Cully & Sully®, Yorkshire Provender®, and New Covent Garden® soups.

The aggregate net cash proceeds to be realized, after transaction expenses and taxes and including cash to be distributed from the International Business prior to closing, are expected to be between £225.1 million and £228.8 million, or between approximately $301.6 million and $306.5 million. Upon closing of the International Business Transaction, the Company would use the net proceeds to reduce the Company's indebtedness. The foregoing U.S. Dollar figures are based on current foreign exchange rates and are subject to change based on foreign exchange rates in effect at the time the International Business Transaction closes.

Consummation of the International Business Transaction is subject to the following closing conditions: (1) customary regulatory approvals from certain regulatory authorities, and (2) the Company and its lenders entering into an amendment of the Company's credit agreement by October 12, 2026. The final required regulatory approvals were obtained in early November 2026, and the regulatory approvals closing condition has therefore been satisfied. The credit agreement closing condition was not satisfied;

however, the Company has been engaged in discussions with AURELIUS and continues to pursue a path forward for completing the International Business Transaction.

The Company determined that not all criteria were met to be able to classify the International Business as held for sale as of September 30, 2026, since the Company has not resolved the credit agreement amendment closing condition.

Restructuring Program

During the first quarter of fiscal year 2024, the Company began a multi-year restructuring program (the "Restructuring Program") to improve profitability and support future growth. Cumulative pretax charges associated with the Restructuring Program are expected to be $135.0 million - $145.0 million. The Restructuring Program is expected to conclude by fiscal year 2028. See Note 1, *Description of the Business and Basis of Presentation*, under the heading "Strategic Review—International Business Transaction" in the Notes to the Consolidated Financial Statements included in Part I, Item 1 of this Form 10-Q.

For the three months ended September 30, 2026, we incurred charges totaling $7.6 million associated with actions under the restructuring program, including employee-related costs, contract termination costs, and other transformation-related expenses, compared to $13.5 million in the prior year period. To date, we incurred $120.9 million of restructuring charges, of these charges, $37.3 million were non-cash.

Global Economic Environment

Macroeconomic and geopolitical conditions remain uncertain, reflecting inflation volatility, changes in interest rates and fiscal and monetary policies, global supply chain challenges, evolving trade restrictions and tariffs, and ongoing geopolitical tensions, including the conflict involving Iran. These conditions may continue to affect energy and commodity markets, input and transportation costs, supply chain efficiency, and consumer spending patterns. The Company has not experienced a material disruption to its operations as a result of these developments; however, prolonged or escalating pressures could adversely affect demand trends, liquidity, and operating results. The Company continues to monitor these developments and take appropriate actions to mitigate potential impacts on its business.

Comparison of Three Months Ended September 30, 2026 to Three Months Ended September 30, 2025

Consolidated Results

The following table compares our results of operations, including as a percentage of net sales, on a consolidated basis, for the three months ended September 30, 2026 and 2025 (dollars in thousands, other than per share amounts and percentages, which may not add due to rounding):

	Three Months Ended				Change in	
	September 30, 2026		September 30, 2025		Dollars	Percentage
Net sales	$ 260,274	100.0%	$ 367,883	100.0%	$ (107,609)	(29.3)%
Cost of sales	203,614	78.2%	299,805	81.5%	(96,191)	(32.1)%
Gross profit	56,660	21.8%	68,078	18.5%	(11,418)	(16.8)%
Selling, general and administrative expenses	61,873	23.8%	65,512	17.8%	(3,639)	(5.6)%
Amortization of acquired intangible assets	5,097	2.0%	1,212	0.3%	3,885	320.5%
Productivity and transformation costs	4,666	1.8%	8,219	2.2%	(3,553)	(43.2)%
Operating loss	(14,976)	(5.8)%	(6,865)	(1.9)%	(8,111)	118.2%
Interest and other financing expense, net	12,302	4.7%	15,499	4.2%	(3,197)	(20.6)%
Other income, net	(16,876)	(6.5)%	(656)	(0.2)%	(16,220)	**
Loss before income taxes and equity in net loss of equity-method investees	(10,402)	(4.0)%	(21,708)	(5.9)%	11,306	(52.1)%
Provision (benefit) for income taxes	877	0.3%	(1,256)	(0.3)%	2,133	*
Equity in net loss of equity-method investees	24	0.0%	173	0.0%	(149)	(86.1)%
Net loss	$ (11,303)	(4.3)%	$ (20,625)	(5.6)%	$ 9,322	(45.2)%
Adjusted EBITDA	$ 17,582	6.8%	$ 19,732	5.4%	$ (2,150)	(10.9)%
Diluted net loss per common share	$ (0.12)		$ (0.23)		$ 0.10	(45.6)%

** Percentage is not meaningful due to one or more numbers being negative.*
*** Percentage is not meaningful due to significantly lower number or nil value in the comparative period.*

Net Sales

Net sales for the three months ended September 30, 2026 were $260.3 million, a decrease of $107.6 million, or 29.3%, including an impact of $88.8 million, or 22.3%, related to held for sale businesses, discontinued brands and exited product categories and a favorable impact of $1.1 million, or 0.3%, from foreign exchange, as compared to the prior year quarter. Organic net sales, defined as net sales adjusted to exclude the impact of foreign exchange, acquisitions, divestitures, discontinued brands and exited product categories, decreased $17.8 million, or 6.7%, from the prior year quarter. The decrease in organic net sales was comprised of a 6.9% decrease in volume/mix, partially offset by a 0.6% increase in pricing. The decrease in net sales was primarily due to decline in the North America reportable segment driven by the disposition of the North American Snacks business in the prior fiscal year. The decline in organic net sales was due to declines in both the North America and International reportable segments. Further details of changes in net sales by segment are provided below in the *Segment Results* section.

Gross Profit

Gross profit for the three months ended September 30, 2026 was $56.7 million, a decrease of $11.4 million, or 16.8%, as compared to the prior year quarter. Gross profit margin for the three months ended September 30, 2026 was 21.8% compared with 18.5% in the prior year quarter. The increase in gross profit margin was primarily due to the North America segment driven by the North American Snacks Transaction, partially offset by lower volume/mix. The decrease in gross profit was driven by both the North America and International reportable segments. The decrease in gross profit for the North America reportable segment was mainly due to lower sales volume, including the impact of the North American Snacks Transaction and cost inflation, partially offset by productivity savings and pricing. The decrease in gross profit for the International reportable segment was driven by lower volume/mix and cost inflation, partially offset by productivity savings.

Selling, General and Administrative Expenses

Selling, general and administrative expenses were $61.9 million for the three months ended September 30, 2026, a decrease of $3.6 million, or 5.6%, from $65.5 million for the prior year quarter. The decrease was driven by lower employee-related and non-people costs as the Company continued to implement overhead reduction actions.

Amortization of Acquired Intangible Assets

Amortization of acquired intangibles was $5.1 million for the three months ended September 30, 2026, an increase of $3.9 million from $1.2 million in the prior year quarter. The increase was due to change the estimated useful life of the Company's remaining intangible assets from indefinite to definite in the fourth quarter of fiscal year 2026.

Productivity and Transformation Costs

Productivity and transformation costs were $4.7 million for the three months ended September 30, 2026, a decrease of $3.6 million, or 43.2%, from $8.2 million in the prior year quarter. The decrease was primarily due to lower costs incurred in connection with the Restructuring Program.

Operating Loss

Operating loss for the three months ended September 30, 2026 was $15.0 million compared to $6.9 million in the prior year quarter as a result of the items described above.

Interest and Other Financing Expense, Net

Interest and other financing expense, net totaled $12.3 million for the three months ended September 30, 2026, a decrease of $3.2 million, or 20.6%, from $15.5 million in the prior year quarter. The higher prior period amount was due to higher financing fees related to the amendment of our credit agreement. See Note 10, *Debt and Borrowings*, in the Notes to the Consolidated Financial Statements included in Part I, Item 1 of this Form 10-Q.

Other Income, Net

Other income, net totaled $16.9 million for the three months ended September 30, 2026, compared to $0.7 million in the prior year quarter. The change primarily reflected the recognition of a $14.8 million gain associated with the remeasurement of certain personal care ("PC") business assets upon reclassification from held for sale to held and used. See Note 4, *Assets and Liabilities Held for Sale* included in Part I, Item 1 of this Form 10-Q.

Loss Before Income Taxes and Equity in Net Loss of Equity-Method Investees

Loss before income taxes and equity in net loss of our equity-method investees for the three months ended September 30, 2026 was $10.4 million compared to $21.7 million in the prior year quarter. The decrease in the loss before income taxes and equity in net loss of our equity-method investees was due to the items discussed above.

Provision (Benefit) for Income Taxes

The provision (benefit) for income taxes includes federal, foreign, state and local income taxes. Our income tax expense was $0.9 million for the three months ended September 30, 2026 compared to a benefit of $1.3 million in the prior year quarter.

The effective income tax rate was an expense of 8.4% and a benefit of 5.8% for the three months ended September 30, 2026 and 2025, respectively. The income tax expense for the three months ended September 30, 2026 reflected foreign tax expense in certain jurisdictions and an increase in the valuation allowance for both federal and state income taxes. The income tax benefit for the three months ended September 30, 2025 reflected foreign tax benefit in certain jurisdictions and an increase in the valuation allowance for both federal and state income taxes.

Equity in Net Loss of Equity-Method Investees

Equity in net loss from our equity-method investments for the three months ended September 30, 2026 decreased to nil compared to $0.2 in the prior year quarter.

Net Loss

Net loss for the three months ended September 30, 2026, was $11.3 million, or $0.12 per diluted share, compared to $20.6 million, or $0.23 per diluted share, in the prior year quarter. The decrease in net loss was attributable to the factors noted above.

Adjusted EBITDA

Adjusted EBITDA was $17.6 million and $19.7 million for the three months ended September 30, 2026 and 2025, respectively, as a result of the factors discussed above. See *Reconciliation of Non-U.S. GAAP Financial Measures to U.S. GAAP Measures* following the discussion of our results of operations for definitions and a reconciliation of our net loss to Adjusted EBITDA.

Segment Results

The following table provides a summary of net sales and Adjusted EBITDA by reportable segment for the three months ended September 30, 2026 and 2025:

(Dollars in thousands)	North America	International	Corporate and Other	Consolidated
Net sales				
Three months ended 9/30/26	$ 110,815	$ 149,459	$ —	$ 260,274
Three months ended 9/30/25	203,920	163,963	—	367,883
$ change	$ (93,105)	$ (14,504)	n/a	$ (107,609)
% change	(45.7)%	(8.8)%	n/a	(29.3)%
Adjusted EBITDA				
Three months ended 9/30/26	$ 17,314	$ 8,959	$ (8,691)	$ 17,582
Three months ended 9/30/25	17,009	12,555	(9,832)	19,732
$ change	$ 305	$ (3,596)	$ 1,141	$ (2,150)
% change	1.8%	(28.6)%	11.6%	(10.9)%
Adjusted EBITDA margin				
Three months ended 9/30/26	15.6%	6.0%	n/a	6.8%
Three months ended 9/30/25	8.3%	7.7%	n/a	5.4%

See the *Reconciliation of Non-U.S. GAAP Financial Measures to U.S. GAAP Measures* following the discussion of our results of operations and Note 18, *Segment Information*, in the Notes to the Consolidated Financial Statements included in Part I, Item 1 of this Form 10-Q for a reconciliation of segment Adjusted EBITDA.

North America

Our net sales in the North America reportable segment for the three months ended September 30, 2026 were $110.8 million, a decrease of $93.1 million, or 45.7%, primarily due to impact of $87.2 million, or 40.0%, related to divestitures, held for sale businesses, discontinued brands and exited product categories, as compared to the prior year quarter. Organic net sales decreased $5.8 million, or 5.7%, to $97.0 million from $102.9 million in the prior year quarter.

The decrease in net sales primarily reflected lower net sales in the snacks category, reflecting the disposition of the North American Snacks business in the third quarter of fiscal year 2026 and, to a lesser extent, declines in the meal preparation, baby & kids, and personal care categories.

The decrease in organic net sales was primarily due to lower sales in the baby & kids, beverages, and meal preparation categories. The decrease in the baby & kids and meal preparation categories was driven by volume softness and distribution losses in purees and culinary oils and spreads, respectively. The decline in the beverages category was primarily driven by volume softness.

Adjusted EBITDA for the three months ended September 30, 2026 was $17.3 million, an increase of $0.3 million, or 1.8%, from Adjusted EBITDA of $17.0 million in the prior year quarter. The slight increase was primarily driven by reduction in SG&A expenses, productivity savings, and pricing, offset by impact of lower volume/mix. Adjusted EBITDA margin was 15.6%, a 730-basis point increase from the prior year period.

International

Our net sales in the International reportable segment for the three months ended September 30, 2026 were $149.5 million, a decrease of $14.5 million, or 8.8%, including an impact of $1.6 million or 0.8% related to divestitures, discontinued brands and exited product categories, and an unfavorable impact of $1.0 million or 0.6% related to foreign exchange, as compared to the prior year quarter. Organic net sales decreased $11.9 million or 7.4% to $149.9 million from $161.9 million the prior year quarter.

The decrease in both net sales and organic net sales was primarily driven by lower sale in the meal preparation category, partially offset by growth in the baby & kids and beverages categories. The decrease in the meal preparation category was primarily driven by declines in spreads and drizzles and weak soup performance across brands. The growth in the baby & kids category is primarily driven by snacks on account of effective promotional events, whereas growth in the beverages category is driven by private label non-dairy beverages.

Adjusted EBITDA for the three months ended September 30, 2026 was $9.0 million, a decrease of $3.6 million, or 28.6%, from Adjusted EBITDA of $12.6 million in the prior year quarter. The decrease was primarily driven by a decrease in gross profit associated with lower volume/mix and cost inflation, partially offset by productivity savings. Adjusted EBITDA margin was 6.0%, a 170-basis point decrease from the prior year period.

Corporate and Other

The change in Corporate and Other adjusted EBITDA primarily reflected a reduction in compensation-related expenses. Refer to Note 18, *Segment Information*, in the Notes to the Consolidated Financial Statements included in Part I, Item 1 of this Form 10-Q.

Liquidity and Capital Resources

We finance our operations and growth primarily with the cash flows we generate from our operations and from borrowings available to us under our Credit Agreement (as defined below). We believe that our cash flows from operations and borrowing capacity under our Credit Agreement will be adequate to meet anticipated operating and other expenditures through its maturity date. However, the Credit Agreement matures in December 2026, and the Company continues to engage with its lenders regarding its capital structure and continues to evaluate and pursue all available paths. There can be no assurance that these efforts will be successful or completed on acceptable terms, or at all. Any default by us under the credit agreement, including our failure to repay in full the Credit Agreement at or prior to maturity, could have a material adverse effect on our business and financial condition, including being forced to seek relief under federal bankruptcy laws or to pursue a restructuring, wind-down, or liquidation, and holders of our common stock could experience a significant or complete loss of their investment. Please refer to the risk factor "Any default under our credit agreement or inability to refinance our indebtedness could have significant consequences" set forth in Part I, Item 1A, "Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended June 30, 2026, and Note 10, *Debt and Borrowings*, in the Notes to the Consolidated Financial Statements included in Part I, Item 1 of this Form 10-Q.

As we approach the December 2026 maturity date of our Credit Agreement, we are experiencing increasing cash outlay requirements resulting from vendors and other counterparties seeking revised payment terms. The impact of these increasing cash outlay requirements could have a material adverse effect on our business and financial condition.

Credit Agreement

On December 22, 2021, the Company entered into a Fourth Amended and Restated Credit Agreement (as subsequently amended, the "Credit Agreement"). The Credit Agreement originally provided for senior secured financing of $1,100.0 million in the aggregate, consisting of (1) $300.0 million in aggregate principal amount of term loans (the "Term Loans") and (2) an $800.0 million senior secured revolving credit facility (which includes borrowing capacity available for letters of credit, and was originally comprised of a $440.0 million U.S. revolving credit facility and $360.0 million global revolving credit facility) (the "Revolver"). Both the Revolver and the Term Loans mature on December 22, 2026. The Company's obligations under the Credit Agreement are guaranteed by certain existing and future domestic subsidiaries of the Company and are secured by liens on assets of the Company and its material domestic subsidiaries, including the equity interest in each of their direct subsidiaries and intellectual property, subject to agreed-upon exceptions. The Credit Agreement includes financial covenants that require compliance with a consolidated secured leverage ratio, a consolidated leverage ratio and a consolidated interest coverage ratio.

On August 22, 2023, the Company entered into a Second Amendment (the "Second Amendment") to the Credit Agreement. Pursuant to the Second Amendment, the Company's maximum consolidated secured leverage ratio was amended to be 5.00:1.00 until September 30, 2023, 5.25:1.00 until December 31, 2023, 5.00:1.00 until December 31, 2024, and 4.25:1.00 thereafter. The Company's maximum consolidated leverage ratio remained at 6.00:1.00, and its minimum consolidated interest coverage ratio remained at 2.75:1.00.

On May 5, 2025, the Company entered into a Third Amendment (the "Third Amendment") to the Credit Agreement. Pursuant to the Third Amendment, the Company's maximum consolidated secured leverage ratio was amended to be 4.75:1.00 for the quarter ending June 30, 2025 through (and including) the quarter ending March 31, 2026, 4.50:1.00 for the quarter ending June 30, 2026, and 4.25:1.00 for the quarter ending September 30, 2026 and thereafter. The Third Amendment also reduced the size of the Revolver from $800.0 million to $700.0 million in the aggregate, with the U.S. revolving credit facility reduced from $440.0 million to $385.0 million and the global revolving credit facility reduced from $360.0 million to $315.0 million.

On September 11, 2025, the Company entered into a Fourth Amendment (the "Fourth Amendment") to the Credit Agreement. Pursuant to the Fourth Amendment, (x) the Company's maximum consolidated secured leverage ratio was amended to be 5.00:1.00 for the quarter ending June 30, 2025 and 5.50:1.00 for the quarter ending September 30, 2025 and thereafter, (y) the Company's minimum consolidated interest coverage ratio was amended to be 2.00:1.00 for the quarter ending September 30, 2025 and thereafter and (z) a covenant was added requiring the Company to maintain a minimum Consolidated EBITDA (as such term is defined in the Credit Agreement as amended by the Fourth Amendment) of (i) $17.0 million for the quarter ending September 30, 2025 and (ii) $52.0 million for the cumulative two quarters ending September 30, 2025 and on December 31, 2025. The aforementioned financial covenants use financial measures that are defined under the Credit Agreement and not pursuant to generally accepted accounting principles in the U.S. ("GAAP"). The Fourth Amendment also reduced the size of the

Revolver from $700.0 million to $600.0 million in the aggregate, with the U.S. revolving credit facility reduced from $385.0 million to $330.0 million and the global revolving credit facility reduced from $315.0 million to $270.0 million.

As of September 30, 2026, the Company's consolidated secured leverage ratio, consolidated leverage ratio and consolidated interest coverage ratio were 5.33:1.00, 5.33:1.00 and 2.23:1.00, respectively, and the Company was in compliance with all associated covenants. The aforementioned financial covenants are being reported as calculated under the Credit Agreement and not pursuant to GAAP. Please refer to the Credit Agreement and amendments filed as exhibits to our periodic reports for further information related to the calculation thereof. For risks related to our indebtedness and compliance with these covenants, please refer to the risk factor "Any default under our credit agreement or inability to refinance our indebtedness could have significant consequences." set forth in Part I, Item 1A, "Risk Factors".

From the date of the Second Amendment until the date of the Third Amendment, loans under the Credit Agreement bore interest at (a) the Secured Overnight Financing Rate ("Term SOFR") plus a credit spread adjustment of 0.10% plus 2.5% per annum or (b) the Base Rate (as defined in the Credit Agreement) plus 1.5% per annum. Commencing on the date of the Third Amendment, loans under the Credit Agreement bore interest at (a) Term SOFR plus 3.00% per annum or (b) the Base Rate plus 2.00% per annum. Commencing on the date of the Fourth Amendment, loans under the Credit Agreement bear interest at (a) Term SOFR plus 4.00% per annum or (b) the Base Rate plus 3.00% per annum.

Excluding the impact of hedges, the weighted average interest rate on outstanding borrowings under the Credit Agreement at September 30, 2026 was 7.97%. The Company uses interest rate swaps to hedge a portion of the interest rate risk related to its outstanding variable rate debt. As of September 30, 2026, the notional amount of the interest rate swaps was $400,000 with fixed rate payments of 7.12%. Including the impact of hedges, the weighted average interest rate on outstanding borrowings under the Credit Agreement at September 30, 2026 was 7.50%. Additionally, the Credit Agreement contains a commitment fee of 0.25% per annum on the amount unused under the Credit Agreement.

As of September 30, 2026, there were $441.0 million of loans outstanding under the Revolver, $145.1 million of outstanding Term Loans, and $3.1 million of letters of credit outstanding under the Credit Agreement. As of September 30, 2026 and June 30, 2026, $155.9 million and $185.9 million, respectively, was available under the Credit Agreement, subject to compliance with the financial covenants. As of September 30, 2026, the Company was in compliance with all associated covenants.

Cash and Cash Equivalents

Our cash and cash equivalents balance increased by $4.9 million at September 30, 2026 to $63.0 million as compared to $58.1 million at June 30, 2026. Our working capital was negative $415.6 million at September 30, 2026, an increase of $1.1 million from negative $414.5 million at the end of fiscal 2026. Additionally, our total debt balance, net of unamortized issuance costs, at September 30, 2026 increased by $28.4 million to $586.2 million as compared to $557.8 million at June 30, 2026 as a result of an increase in net borrowings during the period.

Our cash balances are held in the U.S., U.K., Canada, Western Europe, the Middle East and India. As of September 30, 2026, substantially all cash was held outside of the U.S. and there are no material restrictions on repatriation.

We maintain our cash and cash equivalents primarily in money market funds or their equivalent. Accordingly, we do not believe that our investments have significant exposure to interest rate risk.

Cash (Used in) Provided by Operating, Investing and Financing Activities

(Dollars in thousands)	Three Months Ended September 30, 2026	2025	Change in Dollars
Cash flows (used in) provided by:			
Operating activities	$ (18,917)	$ (8,480)	$ (10,437)
Investing activities	(3,918)	(5,214)	1,296
Financing activities	28,112	9,044	19,068
Effect of exchange rate changes on cash	(340)	(1,819)	1,479
Net increase (decrease) in cash and cash equivalents	$ 4,937	$ (6,469)	$ 11,406

Cash used in operating activities was $18.9 million for the three months ended September 30, 2026, an increase of $10.4 million from cash used in operating activities of $8.5 million in the prior year period. This increase in cash used in operating activities versus the prior year resulted from an increase of $7.4 million in net loss adjusted for non-cash charges and higher working capital utilization of $3.0 million in the three months ended September 30, 2026. Working capital changes, versus the prior year period was primarily due to higher inventory balance utilization of 21.5 million, partially offset by the following: (i) increase in accounts receivable recovery in the amount of $9.2 million, (ii) an increase in other assets and liabilities recovery of $5.3 million, (iii) a reduced outflow associated with accounts payable and accrued expenses in the amount of $2.4 million, (iv) an increase in other current assets recovery of $1.7 million.

Cash used in investing activities was $4.0 million for the three months ended September 30, 2026, a decrease of $1.3 million from cash used in investing activities of $5.2 million in the prior year period. The net change was primarily due to lower capital expenditures in the current period due to phasing of capital projects.

Cash provided by financing activities was $28.1 million for the three months ended September 30, 2026, an increase of $19.1 million compared to $9.0 million in the prior year period. The increase in cash provided by financing activities was primarily due to an increase in borrowings during the three months ended September 30, 2026.

Free Cash Flow

Our free cash flow was negative $22.8 million for the three months ended September 30, 2026, an increase in negative free cash flow of $9.1 million from negative free cash flow of $13.7 million in the three months ended September 30, 2025. The period-over-period change resulted primarily from an increase in cash flows used in operations of $10.4 million driven by the reasons explained above, partially offset by lower capital expenditures of $1.3 million. See Reconciliation of Non-U.S. GAAP Financial Measures to U.S. GAAP Measures following the discussion of our results of operations for definitions and a reconciliation from our net cash used in operating activities to free cash flow.

Share Repurchase Program

In January 2022, the Company's Board of Directors authorized the repurchase of up to $200.0 million of the Company's issued and outstanding common stock. Repurchases may be made from time to time in the open market, pursuant to pre-set trading plans, in private transactions or otherwise. The current 2022 authorization does not have a stated expiration date. The extent to which the Company repurchases its shares and the timing of such repurchases will depend upon market conditions and other corporate considerations. During the three months ended September 30, 2026, the Company did not repurchase any shares under the repurchase program. As of September 30, 2026, the Company had $173.5 million of remaining authorization under the share repurchase program.

Reconciliation of Non-U.S. GAAP Financial Measures to U.S. GAAP Measures

We have included in this report measures of financial performance that are not defined by U.S. GAAP. We believe that these measures provide useful information to investors and include these measures in other communications to investors.

For each of these non-U.S. GAAP financial measures, we are providing below a reconciliation of the differences between the non-U.S. GAAP measure and the most directly comparable U.S. GAAP measure, an explanation of why our management and Board of Directors believe the non-U.S. GAAP measure provides useful information to investors and any additional purposes for which our management and Board of Directors use the non-U.S. GAAP measures. These non-U.S. GAAP measures should be viewed in addition to, and not in lieu of, the comparable U.S. GAAP measures.

Organic Net Sales

As noted above, we define organic net sales as net sales excluding the impact of acquisitions, divestitures, held for sale businesses, discontinued brands, exited product categories and foreign exchange. To adjust organic net sales for the impact of acquisitions, the net sales of an acquired business are excluded from fiscal quarters constituting or falling within the current period and prior period where the applicable fiscal quarter in the prior period did not include the acquired business for the entire quarter. To adjust organic net sales for the impact of divestitures, held for sale businesses, discontinued brands and exited product categories, the

net sales of a divested business, held for sale business, discontinued brand or exited product category are excluded from all periods. To adjust organic net sales for the impact of foreign exchange, current period net sales for entities reporting in currencies other than the U.S. dollar are translated into U.S. dollars at the average monthly exchange rates in effect during the corresponding period of the prior fiscal year, rather than at the actual average monthly exchange rate in effect during the current period of the current fiscal year.

A reconciliation between reported net sales and organic net sales is as follows:

(Dollars in thousands)	North America	International	Hain Consolidated
Net sales - Three months ended September 30, 2026	$ 110,815	$ 149,459	$ 260,274
Less: Impact of divestitures, discontinued brands and exited product categories	13,832	511	14,343
Less: Impact of foreign currency exchange	(66)	(999)	(1,065)
Organic net sales - Three months ended September 30, 2026	$ 97,049	$ 149,947	$ 246,996
Net sales - Three months ended September 30, 2025	$ 203,920	$ 163,963	$ 367,883
Less: Impact of divestitures, discontinued brands and exited product categories	101,026	2,103	103,129
Organic net sales - Three months ended September 30, 2025	$ 102,894	$ 161,860	$ 264,754
Net sales decline	(45.7)%	(8.8)%	(29.3)%
Less: Impact of divestitures, held for sale businesses, discontinued brands and exited product categories	(40.0)%	(0.8)%	(22.3)%
Less: Impact of foreign currency exchange	(0.0)%	(0.6)%	(0.3)%
Organic net sales decline	(5.7)%	(7.4)%	(6.7)%

Adjusted EBITDA

The Company defines Adjusted EBITDA as net loss before net interest expense, income taxes, depreciation and amortization, equity in net loss of equity-method investees, stock-based compensation, net, unrealized currency (gains) losses, certain litigation expenses, net, plant closure related costs, net, productivity and transformation costs, costs associated with acquisitions, divestitures and other transactions, gain on sale of assets, gain on remeasurement of assets reclassified to held and used, and other adjustments. The Company's management believes that this presentation provides useful information to management, analysts and investors regarding certain additional financial and business trends relating to its results of operations and financial condition. In addition, management uses this measure for reviewing the financial results of the Company and as a component of performance-based executive compensation. Adjusted EBITDA is a non-U.S. GAAP measure and may not be comparable to similarly titled measures reported by other companies.

We do not consider Adjusted EBITDA in isolation or as an alternative to financial measures determined in accordance with U.S. GAAP. The principal limitation of Adjusted EBITDA is that it excludes certain expenses and income that are required by U.S. GAAP to be recorded in our consolidated financial statements. In addition, Adjusted EBITDA is subject to inherent limitations as this metric reflects the exercise of judgment by management about which expenses and income are excluded or included in determining Adjusted EBITDA. In order to compensate for these limitations, management presents Adjusted EBITDA in connection with U.S. GAAP results.

A reconciliation of net loss to Adjusted EBITDA is as follows:

(Dollars in thousands)	Three Months Ended September 30, 2026	2025
Net loss	$ (11,303)	$ (20,625)
Depreciation and amortization	13,296	15,411
Equity in net loss of equity-method investees	24	173
Interest expense, net	10,856	13,142
Provision (benefit) for income taxes	877	(1,256)
Stock-based compensation, net	873	2,003
Unrealized currency (gains) losses	(267)	265
Certain litigation expenses, net[(a)]	2,014	827
Restructuring activities		
Productivity and transformation costs	4,666	8,219
Plant closure related costs, net	2,896	286
Acquisitions, divestitures and other		
Transaction and integration costs, net	8,419	2,173
Gain on sale of assets	-	(886)
Gain on remeasurement of assets reclassified to held and used	(14,769)	-
Adjusted EBITDA	$ 17,582	$ 19,732

[(a)] *Expenses and items relating to securities class action and baby food litigation and SEC investigation.*

Free Cash Flow

In our internal evaluations, we use the non-GAAP financial measure "Free Cash Flow." The difference between Free Cash Flow and cash flows provided by or used in operating activities, which is the most comparable U.S. GAAP financial measure, is that Free Cash Flow reflects the impact of purchases of property, plant and equipment ("capital expenditure"). Since capital expenditure is essential to maintaining our operational capabilities, we believe that it is a recurring and necessary use of cash. As such, we believe investors should also consider capital expenditure when evaluating our cash flows provided by or used in operating activities. We view Free Cash Flow as an important measure because it is one factor in evaluating the amount of cash available for discretionary investments. We do not consider Free Cash Flow in isolation or as an alternative to financial measures determined in accordance with U.S. GAAP. A reconciliation from cash flows provided by operating activities to Free Cash Flow is as follows:

A reconciliation from cash flows used in operating activities to Free Cash Flow is as follows:

(Dollars in thousands)	Three Months Ended September 30, 2026	2025
Net cash used in operating activities	$ (18,917)	$ (8,480)
Purchases of property, plant and equipment	(3,918)	(5,227)
Free Cash Flow	$ (22,835)	$ (13,707)

Critical Accounting Estimates

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States. The accounting principles we use require us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and amounts of income and expenses during the reporting periods presented. We believe in the quality and reasonableness of our critical accounting policies; however, materially different amounts may be reported under different conditions or using assumptions different from those that we have applied. The accounting policies that have been identified as critical to our business operations and to understanding the results of our operations pertain to variable consideration, valuation of long-lived assets, goodwill and intangible assets, stock-based compensation and valuation allowances for deferred tax assets. The application of each of these critical accounting policies and estimates is discussed in Part II, Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, of our Annual Report on Form 10-K for the fiscal year ended June 30, 2026, from which there have been no material changes. We are providing the below update regarding goodwill.

Goodwill

In each quarter subsequent to our annual impairment assessment, we review events that occur or circumstances that change, including the macroeconomic environment, our business performance and our market capitalization, to determine if a quantitative impairment assessment is necessary. If assumptions are not achieved or market conditions decline, potential impairment charges could result. Impairments to goodwill and other intangible assets may be caused by factors outside our control, such as increasing competitive pricing pressures, changes in discount rates based on changes in cost of capital (i.e., as a result of changes in interest rates or other conditions), lower than expected sales and profit growth rates, changes in industry EBITDA multiples, the inability to quickly replace lost co-manufacturing business, or the bankruptcy of a significant customer, among others.

As of September 30, 2026, goodwill associated with the U.S. and Ella's Kitchen UK reporting units had a carrying value of $216.7 million and $29.3 million, respectively. The goodwill related to the U.S. reporting unit is at risk of potential impairment if the fair value of these reporting unit, and its associated assets, decrease in value due to the amount and timing of expected future cash flows, decreased customer demand for products, an inability to execute management's business strategies, or general market conditions, such as economic downturns, and changes in interest rates, including discount rates. Future cash flow estimates are, by their nature, subjective, and actual results may differ materially from the Company's estimates. If the Company's ongoing cash flow projections are not met or if market factors utilized in the impairment test deteriorate, including an unfavorable change in the terminal growth rate or the weighted-average cost of capital, the Company may have to record additional impairment charges in future periods. We monitor our reporting unit at risk of impairment for interim impairment indicators.

As of September 30, 2026, we considered our market capitalization and our net book value and performed a market capitalization reconciliation with the expectation that the market capitalization should reconcile within a reasonable range to the sum of the fair values of the Company's individual reporting units. Upon performing the market capitalization reconciliation, we noted a reasonable reconciliation between the sum of the reporting unit fair values and the Company's market capitalization once adjusted for the impact of corporate costs not allocated to the reporting units. Refer to the critical accounting policies and estimates section included in Part II, Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, of our Annual Report on Form 10-K for the fiscal year ended June 30, 2026.

Recent Accounting Pronouncements

Refer to Note 2, *Basis of Presentation*, in the Notes to the Consolidated Financial Statements included in Part I, Item 1 of this Form 10-Q.

Seasonality

Certain of our product lines have seasonal fluctuations. Hot tea and soup sales are stronger in colder months. As such, our results of operations and our cash flows for any particular quarter are not indicative of the results we expect for the full year, and our historical seasonality may not be indicative of future quarterly results of operations. Historically, net sales and diluted earnings per share in the first fiscal quarter have typically been the lowest of our four quarters.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no significant changes in market risk from those addressed in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2026, during the three months ended September 30, 2026. See the information set forth in Part II, Item 7A, Quantitative and Qualitative Disclosures About Market Risk, of the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2026.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), with the assistance of other members of management, have performed an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on this evaluation, our CEO and CFO have concluded that as of September 30, 2026, the Company's disclosure controls and procedures were effective in ensuring that information required to be disclosed in reports that we file or submit under the Exchange Act is (1) recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and (2) accumulated and communicated to management, including the chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal controls over financial reporting that occurred during the three months ended September 30, 2026 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

The information called for by this item is incorporated herein by reference to Note 17, *Commitments and Contingencies*, in the Notes to the Consolidated Financial Statements included in Part I, Item 1 of this Form 10-Q.

Item 1A. Risk Factors

There have been no material changes from the discussion of the material factors contained in the section entitled "Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2026, filed with the SEC on September 14, 2026.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

During the three months ended September 30, 2026, there were no shares repurchased under share repurchase programs approved by the Board of Directors.

During the three months ended September 30, 2026, there were no shares withheld by the Company to satisfy tax withholding obligations in connection with shares issued under stock-based compensation plans.

Item 5. Other Information

Rule 10b5-1 Trading Arrangements and Non-Rule 10b5-1 Trading Arrangements

During the three months ended September 30, 2026, none of the Company's directors or officers (as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended), adopted, terminated or modified a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K of the Securities Act of 1933, as amended).

Item 6. Exhibits

Exhibit Number	Description
2.1	Asset Purchase Agreement dated as of January 30, 2026 by and between The Hain Celestial Group, Inc. and Snackruptors Inc. (incorporated by reference to Exhibit 2.1 of Hain's Current Report on Form 8-K filed with the SEC on February 2, 2026).*
2.2	Share Purchase Agreement, dated September 12, 2026, among The Hain Celestial Group, Inc., Ella's Kitchen Group Limited, The Hain Daniels Group Limited, Hain Celestial Europe B.V., and HCGI U.S. Finance Co., LLC, as the Sellers, and Aurelius V AcquiCo Twenty Four Limited and AURELIUS V GER AcquiCo Six GmbH, as the Purchasers (incorporated by reference to Exhibit 2.1 of Hain's Current Report on Form 8-K filed with the SEC on September 14, 2026).*
3.1	Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2021, filed with the SEC on August 26, 2021).
3.2	The Hain Celestial Group, Inc. Amended and Restated By-Laws (incorporated by reference to Exhibit 3.2 of the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2024, filed with the SEC on February 10, 2025).
4.1	Specimen of common stock certificate (incorporated by reference to Exhibit 4.1 of Amendment No. 1 to the Company's Registration Statement on Form S-4 filed with the SEC on April 24, 2000).
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended.
32.1	Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The registrant agrees to furnish supplementally to the SEC a copy of any omitted schedule or exhibit upon request by the SEC. Certain portions of this exhibit have been redacted pursuant to Item 601(b)(10)(iv) of Regulation S-K. The registrant agrees to furnish supplementally an unredacted copy of the exhibit to the SEC upon its request.

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by us in these agreements or other documents were made

solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE HAIN CELESTIAL GROUP, INC.
(Registrant)

Date: November 9, 2026

/s/ Alison E. Lewis
Alison E. Lewis,
President and Chief Executive Officer
(Principal Executive Officer)

Date: November 9, 2026

/s/ Lee A. Boyce
Lee A. Boyce,
Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 31.1

CERTIFICATION

I, Alison E. Lewis, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Hain Celestial Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 9, 2026

/s/ Alison E. Lewis
Alison E. Lewis
President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, Lee A. Boyce, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Hain Celestial Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 9, 2026

/s/ Lee A. Boyce
Lee A. Boyce
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION FURNISHED
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

I, Alison E. Lewis, President and Chief Executive Officer of The Hain Celestial Group, Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to my knowledge:

- The Quarterly Report on Form 10-Q of the Company for the quarter ended September 30, 2026 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
- The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 9, 2026

/s/ Alison E. Lewis
Alison E. Lewis
President and Chief Executive Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff on request.

EXHIBIT 32.2

CERTIFICATION FURNISHED
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

I, Lee A. Boyce, Executive Vice President and Chief Financial Officer of The Hain Celestial Group, Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to my knowledge:

- The Quarterly Report on Form 10-Q of the Company for the quarter ended September 30, 2026 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
- The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 9, 2026

/s/ Lee A. Boyce
Lee A. Boyce
Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff on request.