

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, 2025

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

(State or other jurisdiction
of incorporation)

22-3240619

(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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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, 2025, there were 90,567,218 shares outstanding of the registrant's Common Stock, par value \$.01 per share.

THE HAIN CELESTIAL GROUP, INC.

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Items 3 and 4 are not applicable

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Forward-Looking Statements

This Quarterly Report on Form 10-Q for the quarter ended September 30, 2025 (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: our beliefs or expectations relating to our future performance, results of operations and financial condition; our strategic initiatives and business strategy, including statements related to our personal care 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: challenges and uncertainty resulting from the impact of competition; changes to consumer preferences; our ability to execute our business strategy; 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; compliance with our credit agreement and our ability to refinance our indebtedness; 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; our ability to manage our financial reporting and internal control systems and processes; compliance with data privacy laws; the adequacy of our insurance coverage; climate impacts; liabilities, claims or regulatory change with respect to environmental matters; and other risks and matters described in our most recent Annual Report on Form 10-K, this Form 10-Q 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, 2025 AND JUNE 30, 2025
(In thousands, except par values)

	September 30,	June 30,
	2025	2025
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 47,886	\$ 54,355
Accounts receivable, less allowance for doubtful accounts of \$1,298 and \$1,337, respectively	170,731	154,440
Inventories	229,498	248,731
Prepaid expenses and other current assets	46,131	43,169
Assets held for sale	28,773	29,603
Total current assets	523,019	530,298
Property, plant and equipment, net	255,992	264,730
Goodwill	498,159	500,961
Trademarks and other intangible assets, net	207,321	210,905
Operating lease right-of-use assets, net	69,993	71,171
Other assets	28,415	25,213
Total assets	\$ 1,582,899	\$ 1,603,278
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 175,667	\$ 188,307
Accrued expenses and other current liabilities	81,321	68,426
Current portion of long-term debt	7,647	7,653
Liabilities related to assets held for sale	12,202	12,987
Total current liabilities	276,837	277,373
Long-term debt, less current portion	708,563	697,168
Deferred income taxes	41,404	40,332
Operating lease liabilities, noncurrent portion	63,798	65,284
Other noncurrent liabilities	47,308	48,116
Total liabilities	1,137,910	1,128,273
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: 112,584 and 112,491 shares, respectively; outstanding: 90,344 and 90,284 shares, respectively	1,126	1,125
Additional paid-in capital	1,240,405	1,238,402
Retained earnings	26,053	46,678
Accumulated other comprehensive loss	(92,378)	(81,053)
	1,175,206	1,205,152
Less: Treasury stock, at cost, 22,240 and 22,207 shares, respectively	(730,217)	(730,147)
Total stockholders' equity	444,989	475,005
Total liabilities and stockholders' equity	\$ 1,582,899	\$ 1,603,278

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, 2025 AND 2024
(In thousands, except per share amounts)

	Three Months Ended September 30,	
	2025	2024
Net sales	\$ 367,883	\$ 394,596
Cost of sales	299,805	312,986
Gross profit	68,078	81,610
Selling, general and administrative expenses	65,512	71,328
Productivity and transformation costs	8,219	5,018
Amortization of acquired intangible assets	1,212	2,180
Long-lived asset impairment	—	31
Operating (loss) income	(6,865)	3,053
Interest and other financing expense, net	15,499	13,746
Other (income) expense, net	(656)	5,292
Loss before income taxes and equity in net loss of equity-method investees	(21,708)	(15,985)
(Benefit) provision for income taxes	(1,256)	3,523
Equity in net loss of equity-method investees	173	155
Net loss	\$ (20,625)	\$ (19,663)
Net loss per common share:		
Basic	\$ (0.23)	\$ (0.22)
Diluted	\$ (0.23)	\$ (0.22)
Shares used in the calculation of net loss per common share:		
Basic	90,309	89,861
Diluted	90,309	89,861

See notes to consolidated financial statements.

THE HAIN CELESTIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (UNAUDITED)
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2025 AND 2024
(In thousands)

	Three Months Ended					
	September 30, 2025			September 30, 2024		
	Pretax amount	Tax benefit (expense)	After tax amount	Pretax amount	Tax benefit (expense)	After tax amount
Net loss			\$ (20,625)			\$ (19,663)
Other comprehensive (loss) income:						
Foreign currency translation adjustments before reclassifications	\$ (10,798)	\$ -	(10,798)	\$ 47,815	\$ -	47,815
Change in deferred losses on cash flow hedging instruments	(1,008)	230	(778)	(9,702)	2,438	(7,264)
Change in deferred gains on fair value hedging instruments	52	(14)	38	151	(38)	113
Change in deferred gains (losses) on net investment hedging instruments	287	(74)	213	(3,777)	949	(2,828)
Total other comprehensive (loss) income	\$ (11,467)	\$ 142	\$ (11,325)	\$ 34,487	\$ 3,349	\$ 37,836
Total comprehensive (loss) income			\$ (31,950)			\$ 18,173

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			2,003		33	(70)		(70)
Stock-based compensation expense								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 STATEMENT OF STOCKHOLDERS' EQUITY (UNAUDITED)
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2024

(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, 2024	111,867	\$ 1,119	\$ 1,230,253	\$ 577,519	22,021	\$ (728,733)	\$ (137,245)	\$ 942,913
Net loss				(19,663)				(19,663)
Other comprehensive income							37,836	37,836
Issuance of common stock pursuant to stock-based compensation plans	97	1						1
Employee shares withheld for taxes					36	(302)		(302)
Stock-based compensation expense			2,876					2,876
Balance at September 30, 2024	111,964	\$ 1,120	\$ 1,233,129	\$ 557,856	22,057	\$ (729,035)	\$ (99,409)	\$ 963,661

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, 2025 AND 2024
(In thousands)

	Three Months Ended September 30,	
	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (20,625)	\$ (19,663)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	15,411	11,427
Deferred income taxes	160	(671)
Equity in net loss of equity-method investees	173	155
Stock-based compensation, net	2,003	2,876
Long-lived asset impairment	—	31
(Gain) loss on sale of assets	(886)	3,934
Other non-cash items, net	232	1,085
(Decrease) increase in cash attributable to changes in operating assets and liabilities:		
Accounts receivable	(15,707)	(3,926)
Inventories	16,210	2,282
Other current assets	(4,103)	(2,471)
Other assets and liabilities	(2,858)	579
Accounts payable and accrued expenses	1,510	(6,425)
Net cash used in operating activities	(8,480)	(10,787)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property, plant and equipment	(5,227)	(5,757)
Proceeds from sale of assets	13	12,066
Net cash (used in) provided by investing activities	(5,214)	6,309
CASH FLOWS FROM FINANCING ACTIVITIES		
Borrowings under bank revolving credit facility	68,000	59,000
Repayments under bank revolving credit facility	(54,500)	(61,000)
Repayments under term loan	(1,875)	(1,875)
Payments of other debt, net	(2,511)	(21)
Employee shares withheld for taxes	(70)	(302)
Net cash provided by (used in) financing activities	9,044	(4,198)
Effect of exchange rate changes on cash	(1,819)	11,222
Net (decrease) increase in cash and cash equivalents	(6,469)	2,546
Cash and cash equivalents at beginning of period	54,355	54,307
Cash and cash equivalents at end of period	\$ 47,886	\$ 56,853

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,” “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 snacks, baby & kids, beverages, 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 Garden Veggie Snacks™, Terra® chips, Garden of Eatin’® snacks, Hartley’s® jelly, Earth’s Best® Organic and Ella’s Kitchen® baby and kids foods, Celestial Seasonings® teas, Joya® and Natumi® plant-based beverages, The Greek Gods® yogurt, Cully & Sully®, Yorkshire Provender®, New Covent Garden® and Imagine® soups, among others.

Strategic Review

We are focused on five actions to win in the marketplace and drive growth: aggressively streamlining our portfolio, accelerating brand renovation and innovation, implementing price increases along with broader revenue growth management, driving productivity and working capital efficiency, and enhancing our digital capabilities, inclusive of ecommerce.

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. The Board is considering a broad range of strategic options to enhance value. Also, in the third quarter of fiscal year 2025, we announced that we were exploring strategic alternatives regarding our personal care business to focus on our portfolio of better-for-you food and beverages.

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, 2025 (the "Form 10-K"). The amounts as of and for the periods ended June 30, 2025 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, 2025 are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2026. Please refer to the Notes to the Consolidated Financial Statements as of June 30, 2025 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.

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 \$73,689 and \$56,959 during the three months ended September 30, 2025 and 2024, 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

There have been no new accounting standards adopted since the filing of the Form 10-K for the fiscal year ended June 30, 2025 that have significance, or potential significance, to the interim condensed consolidated financial statements.

Recently Issued Accounting Pronouncements Not Yet Adopted

In September 2025, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("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 Accounting Standards Codification (“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 July 2025, the FASB issued 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 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 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,	
	2025	2024
Numerator:		
Net loss	\$ (20,625)	\$ (19,663)
Denominator:		
Basic and diluted weighted average shares outstanding	90,309	89,861
Basic and diluted net loss per common share	\$ (0.23)	\$ (0.22)

Due to the Company’s net loss in each of the three months ended September 30, 2025 and September 30, 2024, 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 third quarter of fiscal year 2025, the Company announced that it was exploring strategic alternatives regarding its personal care (“PC”) business to focus on its portfolio of better-for-you food and beverages. The Company determined that its PC business was held for sale and ascribed an aggregate \$11,000 of goodwill from its U.S. and Canada reporting units, which comprise the North America reportable segment, to the PC business. The operating results of the business were not significant. The Company anticipates entering into a definitive agreement to sell these assets within 12 months from when it was initially classified as held for sale.

During the three months ended September 30, 2025, due to changes in the carrying value of the net assets compared to estimated fair value less cost to dispose, the Company recorded a reversal of non-cash charges of \$1,113 to the allowance for reduction of assets held for sale, reducing the balance to \$25,730. The reversal was reflected within other (income) expense, net on the consolidated statements of operations. The following table presents the major classes of assets and liabilities of the PC business classified as held for sale:

	September 30, 2025	June 30, 2025
ASSETS		
Accounts receivable, net	\$ 5,085	\$ 7,121
Inventories	31,227	30,347
Prepaid expenses and other current assets	846	1,112
Property, plant and equipment, net	916	918
Goodwill	11,000	11,164
Other noncurrent assets	50	80
Operating lease right-of-use assets, net	5,379	5,704
Allowance for reduction of assets held for sale	(25,730)	(26,843)
Assets held for sale	<u>\$ 28,773</u>	<u>\$ 29,603</u>
LIABILITIES		
Accounts payable	\$ 5,206	\$ 5,432
Operating lease liabilities	5,441	5,793
Accrued expenses and other current liabilities	1,555	1,762
Liabilities held for sale	<u>\$ 12,202</u>	<u>\$ 12,987</u>

5. DISPOSITION

ParmCrisps[®]

On August 30, 2024, the Company completed the sale of its ParmCrisps[®] business for total cash consideration of \$12,000, subject to customary post-closing adjustments. The divestiture is consistent with the Company’s portfolio simplification process. ParmCrisps[®] was part of the Company’s North America reportable segment. During the three months ended September 30, 2024, the Company deconsolidated the net assets of ParmCrisps[®], primarily consisting of \$7,280, \$6,725, and \$1,282 of goodwill, inventory, and machinery and equipment, respectively, and recognized a pretax loss on sale of \$3,863 recorded in other expense, net.

6. INVENTORIES

Inventories consisted of the following:

	September 30, 2025	June 30, 2025
Finished goods	\$ 164,824	\$ 177,990
Raw materials, work-in-progress, and packaging	64,674	70,741
	<u>\$ 229,498</u>	<u>\$ 248,731</u>

7. PROPERTY, PLANT AND EQUIPMENT, NET

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

	September 30, 2025	June 30, 2025
Land	\$ 11,815	\$ 11,926
Buildings and improvements	61,177	61,788
Machinery and equipment	348,064	347,867
Computer hardware and software	57,262	56,466
Furniture and fixtures	22,387	22,599
Leasehold improvements	38,726	38,680
Construction in progress	11,676	12,692
	<u>551,107</u>	<u>552,018</u>
Less: Accumulated depreciation	295,115	287,288
	<u>\$ 255,992</u>	<u>\$ 264,730</u>

Depreciation expense for the three months ended September 30, 2025 and 2024 was \$11,444 and \$7,910, 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, 2025 and 2024 were as follows:

	Three Months Ended	
	September 30, 2025	September 30, 2024
Operating lease expenses	\$ 3,481	\$ 4,109
Finance lease expenses	66	37
Variable lease expenses	25	173
Short-term lease expenses	311	426
Total lease expenses	<u>\$ 3,883</u>	<u>\$ 4,745</u>

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, 2025 ⁽¹⁾	\$ 312,321	\$ 188,640	\$ 500,961
Translation	—	(2,802)	(2,802)
Balance as of September 30, 2025	<u>\$ 312,321</u>	<u>\$ 185,838</u>	<u>\$ 498,159</u>

⁽¹⁾ The total carrying value of goodwill is reflected net of \$563,159 of accumulated impairment charges, of which \$365,379 is related to the North America reportable segment and \$197,780 is related to the International reportable segment.

As of September 30, 2025, 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, 2025. As of September 30, 2025, goodwill associated with the U.S. and U.K. reporting units had a carrying value of \$312,321 and \$114,021, respectively. The goodwill related to the U.S. and U.K. reporting units are at risk of potential

impairment if the fair value of these reporting units, and their 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, 2025	June 30, 2025
Non-amortized intangible assets:		
Trademarks and tradenames ⁽¹⁾	\$ 177,261	\$ 179,282
Amortized intangible assets:		
Other intangibles ⁽²⁾	157,174	159,162
Less: Accumulated amortization	(127,114)	(127,539)
Net amortized intangible assets	30,060	31,623
Net other intangible assets	\$ 207,321	\$ 210,905

⁽¹⁾ The gross carrying value of trademarks and tradenames is reflected net of accumulated impairment charges of \$275,990 as of each of September 30, 2025 and June 30, 2025.

⁽²⁾ The gross carrying value of other intangible assets is reflected net of accumulated non-cash impairment charges of \$30,326 as of each of September 30, 2025 and June 30, 2025.

There were no events or circumstances that warranted an interim impairment test for indefinite-lived intangible assets during the three months ended September 30, 2025 or 2024.

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 7.9 years.

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

	Three Months Ended September 30,	
	2025	2024
Amortization of acquired intangibles	\$ 1,212	\$ 2,180

10. DEBT AND BORROWINGS

Debt and borrowings consisted of the following:

	September 30, 2025	June 30, 2025
Revolving credit facility	\$ 464,000	\$ 450,500
Term loans	253,675	255,550
Less: Unamortized issuance costs	(2,033)	(1,844)
Other borrowings ⁽¹⁾	568	615
	716,210	704,821
Short-term borrowings and current portion of long-term debt ⁽²⁾	7,647	7,653
Long-term debt, less current portion	\$ 708,563	\$ 697,168

⁽¹⁾ Includes \$568 (June 30, 2025: \$615) of finance lease obligations.

⁽²⁾ Includes \$147 (June 30, 2025: \$153) of short-term finance lease obligations.

Amended and Restated 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. See below for a description of the Third Amendment and Fourth Amendment (each as defined below). Following the Fourth Amendment, the Company’s maximum consolidated secured leverage ratio under the Credit Agreement was 5.00:1.00 for the quarter ended June 30, 2025 and is 5.50:1.00 for the quarter ending September 30, 2025 and thereafter. Pursuant to the Credit Agreement, the Company’s maximum consolidated leverage ratio is 6.00:1.00, and, through June 30, 2025, its minimum interest coverage ratio was 2.50:1.00.

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 plus a credit spread adjustment of 0.10% (“Term SOFR”) plus 2.5% per annum or (b) the Base Rate (as defined in the Credit Agreement) plus 1.5% per annum.

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.

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.

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.

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.

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.

Excluding the impact of hedges, the weighted average interest rate on outstanding borrowings under the Credit Agreement at September 30, 2025 was 7.78%. 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, 2025, 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, 2025 was 7.31%. 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, 2025, there were \$464,000 of loans outstanding under the Revolver, \$253,675 of outstanding Term Loans, and \$2,667 of letters of credit outstanding under the Credit Agreement. As of September 30, 2025 and June 30, 2025, \$133,333 and \$246,725, respectively, was available under the Credit Agreement, subject to compliance with the financial covenants. As of September 30, 2025, 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.

Interest paid during the three months ended September 30, 2025 and September 30, 2024 was \$13,602 and \$12,455, 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, 2025. 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 a benefit of 5.8% and an expense of 22.0% for the three months ended September 30, 2025 and 2024, respectively. 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. The income tax expense for the three months ended September 30, 2024 reflected foreign tax expense in certain jurisdictions and an increase in the valuation allowance for both federal and state income taxes.

On July 4, 2025, new U.S. tax legislation, the One Big Beautiful Bill Act ("OBBBA"), was signed into law. The OBBBA makes permanent key elements of the Tax Cuts and Jobs Act, including 100% bonus depreciation, domestic research cost expensing, and the business interest expense limitation. ASC 740, "Income Taxes", requires the tax effects of changes in tax rates and tax law be recognized in the period in which the legislation is enacted. The Company completed its initial assessment of OBBBA for the quarter ended September 30, 2025. For the provisions effective in fiscal 2026, there was no material impact to the Company's effective tax rate for the quarter ended September 30, 2025. The Company will continue to evaluate the impact of the new legislation on its consolidated financial statements as additional guidance is issued.

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, 2025.

12. ACCUMULATED OTHER COMPREHENSIVE LOSS

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

	Foreign Currency Translation Adjustment, Net	Deferred (Losses) Gains on Cash Flow Hedging Instruments, Net	Deferred (Losses) Gains on Fair Value Hedging Instruments, Net	Deferred (Losses) Gains on Net Investment Hedging Instruments, Net	Total
Balance at June 30, 2024	\$ (147,073)	\$ 9,395	\$ 297	\$ 136	\$ (137,245)
Other comprehensive income (loss) before reclassifications	47,815	(5,515)	(606)	(2,457)	39,237
Amounts reclassified into (income) expense	—	(1,749)	719	(371)	(1,401)
Net change in accumulated other comprehensive income (loss) for the three months ended September 30, 2024 ⁽¹⁾	47,815	(7,264)	113	(2,828)	37,836
Balance at September 30, 2024	<u>\$ (99,258)</u>	<u>\$ 2,131</u>	<u>\$ 410</u>	<u>\$ (2,692)</u>	<u>\$ (99,409)</u>
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	<u>\$ (86,547)</u>	<u>\$ 1,805</u>	<u>\$ 222</u>	<u>\$ (7,858)</u>	<u>\$ (92,378)</u>

⁽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, 2025 and 2024.

13. STOCK-BASED COMPENSATION AND INCENTIVE PERFORMANCE PLANS

The Company maintains a stockholder-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 each of the Company’s 2024 Annual Meeting of Shareholders held on October 31, 2024 and the Company’s 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 stockholders. 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.

In the second quarter of fiscal 2025, a new 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 (expense) benefit recognized in the consolidated statements of operations for stock-based compensation plans were as follows:

	Three Months Ended September 30,	
	2025	2024
Selling, general and administrative expense		
Stock-based awards	\$ 2,003	\$ 2,876
Cash-settled awards	106	—
Total selling, general and administrative expense	2,109	2,876
Related income tax (expense) benefit	\$ (16)	\$ 283

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, 2025 generally provide for vesting at 0% to 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, 2025 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, 2025	2,624	\$ 9.09
Granted	—	\$ —
Vested	(93)	\$ 14.50
Forfeited	(283)	\$ 18.09
Non-vested RSUs and PSUs outstanding at September 30, 2025	2,248	\$ 7.74

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,	
	2025	2024
Fair value of RSUs granted	\$ —	\$ 86
Fair value of shares vested	\$ 158	\$ 823
Tax benefit recognized from restricted shares vesting	\$ 22	\$ 100

No PSUs were granted or vested during the three months ended September 30, 2025. At September 30, 2025, there was \$8,194 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 1.19 years.

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% to 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, 2025 was recorded ratably based on the Company's projected achievement at the end of the measurement period. The cash incentive award liability was \$803 at September 30, 2025, all of which is classified as a liability and reported in accrued expenses and other current liabilities.

During the three months ended September 30, 2025, the estimated fair value of granted cash-settled awards was \$2,610. For the reporting period, the Company recognized a forfeiture adjustment of \$219.

At September 30, 2025, there was \$1,807 of unrecognized cash-based compensation expense related to non-vested awards, which is expected to be recognized over a weighted average period of 2.08 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, 2025:

	Total	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets:				
Derivative financial instruments	\$ 4,659	\$ —	\$ 4,659	\$ —
Liabilities:				
Derivative financial instruments	\$ 19,352	\$ —	\$ 19,352	\$ —

The following table presents assets and liabilities measured at fair value on a recurring basis as of June 30, 2025:

	Total	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets:				
Derivative financial instruments	\$ 5,835	\$ —	\$ 5,835	\$ —
Liabilities:				
Derivative financial instruments	\$ 19,706	\$ —	\$ 19,706	\$ —

There were no transfers of financial instruments between the three levels of fair value hierarchy during the three months ended September 30, 2025 or 2024.

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, 2025 and June 30, 2025 were classified as Level 2.

Nonrecurring Fair Value Measurements

The Company measures certain non-financial assets, such as goodwill, indefinite and 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.

For indefinite-lived intangible assets, fair value is determined using the relief from royalty approach, considering factors like future growth, royalty rates, discount rates, and other variables. Fair value measurements for reporting units where goodwill resides are estimated using a blended analysis of the DCF income approach and the Guideline Public Company Method (“GPCM”) market approach, which involve significant management judgment and Level 3 inputs, such as economic conditions and customer demand. For long-lived assets, the Company compares the fair value of the assets to their carrying value utilizing a valuation technique commensurate with the underlying assets. 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, 2025 and 2024, 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 \$2,221 will be reclassified as a decrease to interest expense.

As of September 30, 2025, 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 no amount relating to the foreign currency forward contracts will be reclassified to interest expense.

As of September 30, 2025, 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	3	£	1,964	€	2,250

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, 2025, 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. During the next 12 months, the Company estimates that an additional \$476 relating to cross currency swaps will be reclassified as a decrease to interest expense.

As of September 30, 2025, 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, 2025 and June 30, 2025, 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, 2025	June 30, 2025	September 30, 2025	June 30, 2025
Intercompany loan receivable	\$ 28,954	\$ 28,982	\$ (27)	\$ 2,517

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, 2025:

	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
<u>Derivatives designated as hedging instruments:</u>				
Interest rate swaps	Prepaid expenses and other current assets	\$ 2,218	Accrued expenses and other current liabilities	\$ —
Interest rate swaps	Other noncurrent assets	103	Other noncurrent liabilities	—
Cross-currency swaps	Prepaid expenses and other current assets	2,338	Accrued expenses and other current liabilities	—
Cross-currency swaps	Other noncurrent assets	—	Other noncurrent liabilities	19,352
Total derivatives designated as hedging instruments		\$ 4,659		\$ 19,352

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, 2025:

	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
<u>Derivatives designated as hedging instruments:</u>				
Interest rate swaps	Prepaid expenses and other current assets	\$ 3,091	Accrued expenses and other current liabilities	\$ —
Interest rate swaps	Other noncurrent assets	140	Other noncurrent liabilities	—
Cross-currency swaps	Prepaid expenses and other current assets	2,335	Accrued expenses and other current liabilities	—
Cross-currency swaps	Other noncurrent assets	—	Other noncurrent liabilities	19,706
Foreign currency forward contracts	Prepaid expenses and other current assets	269	Accrued expenses and other current liabilities	—
Total derivatives designated as hedging instruments		\$ 5,835		\$ 19,706

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, 2025 and 2024:

	Amount of Gain (Loss) Recognized in AOCL on Derivatives	
	Three Months Ended	
	September 30,	
	2025	2024
<u>Derivatives in cash flow hedging relationships:</u>		
Interest rate swaps	\$ 430	\$ (7,366)
<u>Derivatives in net investment hedging relationships:</u>		
Cross-currency swaps	771	(3,282)
<u>Derivatives in fair value hedging relationships:</u>		
Cross-currency swaps	190	(809)
	<u>\$ 1,391</u>	<u>\$ (4,091)</u>

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, 2025 and 2024:

	Amount of Gain (Loss) Reclassified from AOCL into Income (Expense)	
	Three Months Ended September 30,	
	2025	2024
<u>Derivatives in cash flow hedging relationships:</u>		
Interest and other financing expense, net:		
Interest rate swaps	\$ 1,340	\$ 2,336
Cost of sales:		
Foreign currency forward contracts	98	—
<u>Derivatives in net investment hedging relationships:</u>		
Cross-currency swaps	484	495
<u>Derivatives in fair value hedging relationships:</u>		
Cross-currency swaps ⁽¹⁾	138	(960)
	<u>\$ 2,060</u>	<u>\$ 1,871</u>

(1) Net of amount that is excluded from effectiveness testing. The amount of gain, excluded from effectiveness testing, reclassified from AOCL into income for the three months ended September 30, 2025 and 2024 was \$111 and \$123, respectively.

16. TRANSFORMATION PROGRAM

During the first quarter of fiscal year 2024, the Company initiated a multi-year growth, transformation and restructuring program (the "Restructuring Program"). The Restructuring Program is intended to optimize the Company's portfolio, improve underlying profitability and increase its flexibility to invest in targeted growth initiatives, brand building and other capabilities critical to delivering future growth. The savings initiatives are expected to impact the Company's reportable segments and Corporate and Other.

Implementation of the Restructuring Program is expected to be completed by the end of the 2027 fiscal year and is comprised of contract termination costs, asset write-downs, employee-related costs and other transformation-related expenses.

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. For the three months ended September 30, 2024, expenses associated with the Restructuring Program in the amount of \$5,018, \$376, and \$31, were recorded in productivity and transformation costs, cost of sales, and long-lived asset impairment, 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, 2025 and September 30, 2024 by reportable segments and Corporate and Other.

	Three Months Ended September 30, 2025	Three Months Ended September 30, 2024
North America	\$ 9,406	\$ 2,241
Corporate and Other	3,328	1,990
International	768	1,194
	<u>\$ 13,502</u>	<u>\$ 5,425</u>

The following table displays the activities and liability balances relating to the Restructuring Program for the three-month period ended September 30, 2025. The Company expects to pay the remaining accrued restructuring costs during the next 12 months.

	Balance at June 30, 2025	Charges	Amounts Paid	Non-cash settlements/ Adjustments	Balance at September 30, 2025
Employee-related costs ¹	\$ 2,430	\$ 6,085	\$ (2,099)	\$ —	\$ 6,416
Contract termination costs	208	286	(233)	—	261
Asset write-downs ²	—	3,550	—	(3,550)	—
Other transformation-related expenses ³	380	3,581	(1,925)	(239)	1,797
	<u>\$ 3,018</u>	<u>\$ 13,502</u>	<u>\$ (4,257)</u>	<u>\$ (3,789)</u>	<u>\$ 8,474</u>

¹ Employee-related costs include \$833 of severance related to executive officer succession.

² Represents non-cash asset write downs due to accelerated depreciation.

³ 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.

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. Defendants filed a petition for panel rehearing or rehearing en banc on October 27, 2025 and await a decision.

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. The parties have agreed to extend the stay during the pendency of the pending appeal in the Consolidated Securities Action, most

recently through the earlier of September 29, 2025 or 30 days after the Second Circuit issues a decision on plaintiffs' appeal. Following the Second Circuit's reversal and remand on September 29, 2025, the Court further ordered a further status update to be provided on November 14, 2025.

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. 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 100 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 is first

proceeding with general causation discovery. Expert discovery has closed. The parties Rule 702 motions have been fully briefed. The Court will hold Rule 702 hearings during the week of December 8, 2025.

Baby Food California State Court Cases

There are currently ten 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 three of the cases are currently stayed.

In *Landon R. v. The Hain Celestial Group, Inc., et al.*, No. 23STCV24844, discovery has closed. The Court held hearings on the parties’ Sargon and Summary Judgment Motions on August 11-13, 2025. The Court will continue to hold hearings on the parties’ motions in fall 2025. Trial is currently set for March 16, 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 judgement 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 appeal is fully briefed as of September 10, 2025. The Court heard oral argument on November 4, 2025 and the parties await a decision.

The case has been remanded to Texas state court, where it is now pending in the District Court of Brazoria County, Texas. Discovery is ongoing, but the trial has been continued pending a decision at the United States Supreme Court.

With respect to all of the above-described baby food matters, the Company denies that its Products led to any of the alleged injuries and will defend these cases vigorously. That said, as is common in circumstances of this nature, additional lawsuits may be filed against the Company in the future, asserting similar or different legal theories and seeking similar or different types of damages and relief. Such lawsuits may be resolved in a manner adverse to us, and we may incur substantial costs or damages not covered by insurance, which could have a material adverse effect on our financial condition and business.

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. 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 Interim 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 and trends to 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 losses, certain litigation and related costs, plant closure related costs, net, productivity and transformation costs, warehouse and manufacturing consolidation and other costs, net, costs associated with acquisitions, divestitures and other transactions, (gain) loss on sale of assets, long-lived asset impairments 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.

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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, 2025 and 2024. 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.

	<u>Three Months Ended September 30,</u>	
	<u>2025</u>	<u>2024</u>
Net Sales:		
North America	\$ 203,920	\$ 231,140
International	163,963	163,456
	<u>367,883</u>	<u>394,596</u>
Cost of sales, adjusted to exclude restructuring activities:		
North America	(157,716)	(183,527)
International	(138,299)	(129,130)
	<u>(296,015)</u>	<u>(312,657)</u>
Marketing expense:		
North America	(6,924)	(8,645)
International	(3,978)	(4,391)
	<u>(10,902)</u>	<u>(13,036)</u>
Other selling, general and administrative expenses, adjusted to exclude restructuring activities and depreciation and amortization:		
North America	(24,843)	(30,927)
International	(16,000)	(16,424)
	<u>(40,843)</u>	<u>(47,351)</u>
Depreciation and amortization and other adjustments:		
North America	2,572	4,418
International	6,869	6,859
	<u>9,441</u>	<u>11,277</u>
Segment Adjusted EBITDA:		
North America	17,009	12,459
International	12,555	20,370
Total Reportable Segments Adjusted EBITDA	<u>29,564</u>	<u>32,829</u>
Corporate and Other	<u>(9,832)</u>	<u>(10,454)</u>
	19,732	22,375
Depreciation and amortization	(15,411)	(11,427)
Equity in net loss of equity-method investees	(173)	(155)
Interest expense, net	(13,142)	(12,995)
Benefit (provision) for income taxes	1,256	(3,523)
Stock-based compensation, net	(2,003)	(2,876)
Unrealized currency losses	(265)	(1,194)
Certain litigation expenses, net ^(a)	(827)	(827)
Restructuring activities		
Productivity and transformation costs	(8,219)	(5,018)
Plant closure related costs, net	(286)	(376)
Acquisitions, divestitures and other		
Transaction and integration costs, net	(2,173)	318
Gain (loss) on sale of assets	886	(3,934)
Impairment charges		
Long-lived asset impairment	—	(31)
Net loss	<u>\$ (20,625)</u>	<u>\$ (19,663)</u>

^(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,	
	2025	2024
Snacks	\$ 80,015	\$ 99,475
Baby & Kids	55,792	60,768
Beverages	59,574	56,676
Meal Preparation	159,622	159,392
Personal Care	12,880	18,285
	<u>\$ 367,883</u>	<u>\$ 394,596</u>

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,	
	2025	2024
United States	\$ 178,155	\$ 202,773
United Kingdom	117,896	122,406
Western Europe	46,066	41,050
Canada	25,766	28,367
	<u>\$ 367,883</u>	<u>\$ 394,596</u>

There has been no material change to Company's total assets by segment from the amount disclosed in the Form 10-K for the fiscal year ended June 30, 2025.

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, 2025 contained in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the fiscal year ended June 30, 2025. 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”) 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 snacks, baby/kids, beverages 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 Garden Veggie Snacks™, Terra® chips, Garden of Eatin’® snacks, Hartley’s® jelly, Earth’s Best® Organic and Ella’s Kitchen® baby and kid’s foods, Celestial Seasonings® teas, Joya® and Natumi® plant-based beverages, The Greek Gods® yogurt, Cully & Sully®, Yorkshire Provender®, New Covent Garden® and Imagine® soups, among others.

Strategic Review

We are focused on five actions to win in the marketplace and drive growth: aggressively streamlining our portfolio, accelerating brand renovation and innovation, implementing price increases along with broader revenue growth management, driving productivity and working capital efficiency, and enhancing our digital capabilities, inclusive of ecommerce.

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. The Board is considering a broad range of strategic options to enhance value. Also, in the third quarter of fiscal year 2025, we announced that we were exploring strategic alternatives regarding our personal care business to focus on our portfolio of better-for-you food and beverages.

Restructuring Program

During the first quarter of fiscal year 2024, we initiated a multi-year growth, transformation and restructuring program (the “Restructuring Program”) intended to drive shareholder returns. The savings initiatives impact our reportable segments and Corporate and Other. The program is intended to optimize our portfolio, improve underlying profitability and increase our flexibility to invest in targeted growth initiatives, brand building and other capabilities critical to delivering future growth.

Implementation of the Restructuring Program is expected to be completed by the end of the 2027 fiscal year. Cumulative pretax charges associated with the Restructuring Program are expected to be \$100 million - \$110 million comprised of contract termination costs, asset write-downs, employee-related costs and other transformation-related expenses. For the three months ended September 30, 2025, we incurred pretax charges of \$14 million of expenses associated with the Restructuring Program, compared to \$5 million in the prior year period.

As part of the Restructuring Program, the Company completed the sale of three non-core brands and our investment in a joint venture during fiscal 2024 and fiscal 2025. We also announced the exit of the Yves Veggie Cuisine® plant-based business in Canada, which was completed in the second quarter of fiscal 2026. We initiated actions to consolidate our personal care manufacturing footprint and exit our non-strategic joint venture in India, which were substantially completed in the first quarter of fiscal 2025. The Company also initiated actions to: (i) simplify its distribution footprint in the U.S.; (ii) rationalize certain product categories for greater capacity utilization, cost reduction and margin expansion; and (iii) reduce office space. Annualized pretax savings are expected to be \$130 million - \$150 million. The gross savings to date reflect operating model savings, productivity delivery and benefits from revenue growth management initiatives, offset by volume deleveraging and input cost inflation.

Global Economic Environment

Inflation volatility, changing consumer behavior, and geopolitical tensions, particularly the Russia-Ukraine conflict, have driven higher supply chain costs and broader business impacts. Tariffs and potential countermeasures further contribute to industry-wide uncertainty. We continually assess the nature and extent of these potential and evolving impacts on our business, consolidated operational results, liquidity, and capital resources.

Comparison of Three Months Ended September 30, 2025 to Three Months Ended September 30, 2024

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, 2025 and 2024 (dollars in thousands, other than per share amounts and percentages, which may not add due to rounding):

	Three Months Ended				Change in	
	September 30, 2025		September 30, 2024		Dollars	Percentage
Net sales	\$ 367,883	100.0%	\$ 394,596	100.0%	\$ (26,713)	(6.8)%
Cost of sales	299,805	81.5%	312,986	79.3%	(13,181)	(4.2)%
Gross profit	68,078	18.5%	81,610	20.7%	(13,532)	(16.6)%
Selling, general and administrative expenses	65,512	17.8%	71,328	18.1%	(5,816)	(8.2)%
Productivity and transformation costs	8,219	2.2%	5,018	1.3%	3,201	63.8%
Amortization of acquired intangible assets	1,212	0.3%	2,180	0.6%	(968)	(44.4)%
Long-lived asset impairment	—	0.0%	31	0.0%	(31)	(100.0)%
Operating (loss) income	(6,865)	(1.9)%	3,053	0.8%	(9,918)	*
Interest and other financing expense, net	15,499	4.2%	13,746	3.5%	1,753	12.8%
Other (income) expense, net	(656)	(0.2)%	5,292	1.3%	(5,948)	*
Loss before income taxes and equity in net loss of equity-method investees	(21,708)	(5.9)%	(15,985)	(4.1)%	(5,723)	35.8%
(Benefit) provision for income taxes	(1,256)	(0.3)%	3,523	0.9%	(4,779)	*
Equity in net loss of equity-method investees	173	0.0%	155	0.0%	18	11.6%
Net loss	\$ (20,625)	(5.6)%	\$ (19,663)	(5.0)%	\$ (962)	4.9%
Adjusted EBITDA	\$ 19,732	5.4%	\$ 22,375	5.7%	\$ (2,643)	(11.8)%
Diluted net loss per common share	\$ (0.23)		\$ (0.22)		\$ (0.01)	4.4%

* Percentage is not meaningful due to one or more numbers being negative.

Net Sales

Net sales for the three months ended September 30, 2025 were \$367.9 million, a decrease of \$26.7 million, or 6.8%, including an unfavorable impact of \$12.3 million, or 2.7%, related to held for sale businesses, discontinued brands and exited product categories and a favorable impact of \$6.6 million, or 1.7%, 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 \$21.0 million, or 5.8%, from the prior year quarter. The decrease in organic net sales comprised of a 7% decrease in volume/mix, partially offset by a 1% increase in price. The decrease in each of net sales and organic net sales was primarily 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, 2025 was \$68.1 million, a decrease of \$13.5 million, or 16.6%, as compared to the prior year quarter. Gross profit margin for the three months ended September 30, 2025 was 18.5% compared with 20.7% in the prior year quarter.

The decrease in gross profit was driven primarily by the International reportable segment, mainly due to lower volume/mix and cost inflation, partially offset by productivity savings and trade efficiencies. This decline was partially offset by an increase in gross profit in the North America reportable segment, mainly driven by higher margin due to productivity savings, pricing and trade efficiencies, partially offset by lower volume/mix and cost inflation.

Selling, General and Administrative Expenses

Selling, general and administrative expenses were \$65.5 million for the three months ended September 30, 2025, a decrease of \$5.8 million, or 8.2%, from \$71.3 million for the prior year quarter. The decrease was due to lower employee-related and non people cost discipline, as the Company began to implement overhead reduction actions.

Productivity and Transformation Costs

Productivity and transformation costs were \$8.2 million for the three months ended September 30, 2025, an increase of \$3.2 million, or 63.8%, from \$5.0 million in the prior year quarter. The increase was primarily due to higher costs incurred in connection with the Restructuring Program.

Amortization of Acquired Intangible Assets

Amortization of acquired intangibles was \$1.2 million for the three months ended September 30, 2025, a decrease of \$1.0 million from \$2.2 million in the prior year quarter, primarily reflecting reduced amortization expenses due to the impairment of the Personal Care tradenames (Alba Botanica[®], Avalon Organics[®], and JASON[®]) and Live Clean[®] customer relationships recognized in the second quarter of fiscal 2025. See Note 9, *Goodwill and Other Intangible Assets*, in the Notes to the Consolidated Financial Statements included in Item 8 of the Form 10-K.

Operating (Loss) Income

Operating loss for the three months ended September 30, 2025 was \$6.9 million compared to operating income of \$3.1 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 \$15.5 million for the three months ended September 30, 2025, an increase of \$1.8 million, or 12.8%, from \$13.7 million in the prior year quarter. The increase resulted primarily 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) Expense, Net

Other income, net totaled \$0.7 million for the three months ended September 30, 2025, compared to \$5.3 million of other expense, net in the prior year quarter. The change primarily reflected the recognition of a \$3.9 million pretax loss on the sale of the ParmCrisps[®] business and higher net unrealized foreign currency losses in the prior year quarter.

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, 2025 was \$21.7 million compared to \$16.0 million in the prior year quarter. The increase in the loss before income taxes and equity in net loss of our equity-method investees was due to the items discussed above.

(Benefit) Provision for Income Taxes

The (benefit) provision for income taxes includes federal, foreign, state and local income taxes. Our income tax benefit was \$1.3 million for the three months ended September 30, 2025 compared to expense of \$3.5 million in the prior year quarter.

The effective income tax rate was a benefit of 5.8% and an expense of 22.0% for the three months ended September 30, 2025 and 2024, respectively. 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. The income tax expense for the three months ended September 30, 2024 reflected foreign tax expense 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 each of the three months ended September 30, 2025 and September 30, 2024 was a loss of \$0.2 million.

Net Loss

Net loss for the three months ended September 30, 2025, was \$20.6 million, or \$0.23 per diluted share, compared to \$19.7 million, or \$0.22 per diluted share, in the prior year quarter. The increase in net loss was attributable to the factors noted above.

Adjusted EBITDA

Adjusted EBITDA was \$19.7 million and \$22.4 million for the three months ended September 30, 2025 and 2024, 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, 2025 and 2024:

<i>(Dollars in thousands)</i>	North America	International	Corporate and Other	Consolidated
Net sales				
Three months ended 9/30/25	\$ 203,920	\$ 163,963	\$ —	\$ 367,883
Three months ended 9/30/24	231,140	163,456	—	394,596
\$ change	\$ (27,220)	\$ 507	n/a	\$ (26,713)
% change	(11.8)%	0.3%	n/a	(6.8)%
Adjusted EBITDA				
Three months ended 9/30/25	\$ 17,009	\$ 12,555	\$ (9,832)	\$ 19,732
Three months ended 9/30/24	12,459	20,370	(10,454)	22,375
\$ change	\$ 4,550	\$ (7,815)	\$ 622	\$ (2,643)
% change	36.5%	(38.4)%	5.9%	(11.8)%
Adjusted EBITDA margin				
Three months ended 9/30/25	8.3%	7.7%	n/a	5.4%
Three months ended 9/30/24	5.4%	12.5%	n/a	5.7%

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, 2025 were \$203.9 million, a decrease of \$27.2 million, or 11.8%, including an unfavorable impact of \$12.4 million or 4.3% related to held for sale businesses, discontinued brands and exited product categories, as compared to the prior year quarter. Organic net sales decreased \$14.7 million, or 7.4%, to \$185.0 million from \$199.7 million in the prior year quarter.

The decrease in net sales primarily reflected lower net sales in the snacks, personal care, and meal preparation categories, partially offset by higher net sales in the beverages category. The decrease in the snacks category was due to velocity challenges and distribution losses. The decline in the meal preparation category was primarily due to the impact of discontinued brands and exited product categories, while the decline in the personal care category was driven by portfolio simplification initiatives and distribution losses.

The decrease in organic net sales was primarily due to volume softness in the snacks category, as a result of velocity challenges and distribution losses, partially offset by growth in the beverages, baby & kids and meal preparation categories.

Adjusted EBITDA for the three months ended September 30, 2025 was \$17.0 million, an increase of \$4.6 million, or 36.5%, from Adjusted EBITDA of \$12.5 million in the prior year quarter. The increase was primarily driven by productivity savings, reduction in SG&A expenses, and pricing and trade efficiencies, partially offset by impact of lower volumes and cost inflation. Adjusted EBITDA margin was 8.3%, a 290-basis point increase from the prior year period.

International

Our net sales in the International reportable segment for the three months ended September 30, 2025 were \$164.0 million, an increase of \$0.5 million, or 0.3%, including a favorable impact of \$6.7 million or 4.1% related to foreign exchange, as compared to the prior year quarter. Organic net sales decreased \$6.4 million or 3.9% to \$156.5 million from \$162.9 million the prior year quarter.

The increase in net sales was primarily due to higher sales in the meal preparation and beverages categories, substantially offset by lower sales in the baby & kids category. The decrease in organic net sales was primarily due to lower sales in the baby & kids category, partially offset by growth in the meal preparation category. The decrease in the baby & kids category was primarily driven by industry-wide volume softness in purees in the U.K.

Adjusted EBITDA for the three months ended September 30, 2025 was \$12.6 million, a decrease of \$7.8 million, or 38.4%, from Adjusted EBITDA of \$20.4 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, pricing and trade efficiencies. Adjusted EBITDA margin was 7.7%, a 480-basis point decrease from the prior year period.

Corporate and Other

The decrease 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 for the foreseeable future. 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.

Amended and Restated 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. See below for a description of the Third Amendment and Fourth Amendment (each as defined below). Following the Fourth Amendment, the Company's maximum consolidated secured leverage ratio under the Credit Agreement was 5.00:1.00 until June 30, 2025 and is 5.50:1.00 for the quarter ending September 30, 2025 and thereafter. Pursuant to the Credit Agreement, the Company's maximum consolidated leverage ratio is 6.00:1.00 and, through June 30, 2025, its minimum interest coverage ratio was 2.50:1.00.

As of September 30, 2025, the Company's consolidated secured leverage ratio, consolidated leverage ratio and consolidated interest coverage ratio were 4.81:1.00, 4.81:1.00 and 2.92:1.00, 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 generally accepted accounting principles in the U.S. ("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" of our Form 10-K for the fiscal year ended June 30, 2025.

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 plus a credit spread adjustment of 0.10% ("Term SOFR") plus 2.5% per annum or (b) the Base Rate (as defined in the Credit Agreement) plus 1.5% per annum.

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.

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.

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 GAAP.

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.

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.

Excluding the impact of hedges, the weighted average interest rate on outstanding borrowings under the Credit Agreement at September 30, 2025 was 7.78%. 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, 2025, 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, 2025 was 7.31%. 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, 2025, there were \$464.0 million of loans outstanding under the Revolver, \$253.7 million of outstanding Term Loans, and \$2.7 million of letters of credit outstanding under the Credit Agreement. As of September 30, 2025 and June 30, 2025, \$133.3 million and \$246.7 million, respectively, was available under the Credit Agreement, subject to compliance with the financial covenants. As of September 30, 2025, the Company was in compliance with all associated covenants.

Cash and Cash Equivalents

Our cash and cash equivalents balance decreased by \$6.5 million at September 30, 2025 to \$47.9 million as compared to \$54.4 million at June 30, 2025. Our working capital was \$246.2 million at September 30, 2025, a decrease of \$6.7 million from \$252.9 million at the end of fiscal 2025. Additionally, our total debt increased by \$11.4 million at September 30, 2025 to \$716.2 million as compared to \$704.8 million at June 30, 2025 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, 2025, substantially all cash was held outside the U.S.

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

<i>(Dollars in thousands)</i>	Three Months Ended September 30,		Change in
	2025	2024	Dollars
<u>Cash flows (used in) provided by:</u>			
Operating activities	\$ (8,480)	\$ (10,787)	\$ 2,307
Investing activities	(5,214)	6,309	(11,523)
Financing activities	9,044	(4,198)	13,242
Effect of exchange rate changes on cash	(1,819)	11,222	(13,041)
Net (decrease) increase in cash and cash equivalents	<u>\$ (6,469)</u>	<u>\$ 2,546</u>	<u>\$ (9,015)</u>

Cash used in operating activities was \$8.5 million for the three months ended September 30, 2025, a decrease of \$2.3 million from cash used in operating activities of \$10.8 million in the prior year period. This decrease in cash used in operating activities versus the prior year period resulted primarily from lower cash utilization of \$5.0 million for our working capital accounts which was mainly due to focused inventory management, which generated year-over-year improvement of \$13.9 million and resulted in an increased benefit from accounts payable and accrued expenses in the amount of \$7.9 million, partially offset by a decrease in accounts receivable recovery of \$11.8 million as well as an increase of \$2.7 million in net loss adjusted for non-cash charges.

Cash used in investing activities was \$5.2 million for the three months ended September 30, 2025, a change of \$11.5 million from cash provided by investing activities of \$6.3 million in the prior year period. The net change was primarily due to the receipt of proceeds from the sale of ParmCrisps of \$12.0 million in the prior year and lower capital expenditures in the three months ended September 30, 2025 due to phasing of capital projects. See Note 5, *Disposition*, in the Notes to the Consolidated Financial Statements included in Part I, Item 1 of this Form 10-Q.

Cash provided by financing activities was \$9.0 million for the three months ended September 30, 2025, a change of \$13.2 million compared to cash used in financing activities of \$4.2 million in the prior year period. The increase in cash used in financing activities was primarily due to higher net debt borrowings during the three months ended September 30, 2025.

Free Cash Flow

Our free cash flow was negative \$13.7 million for the three months ended September 30, 2025, an improvement of \$2.8 million from negative free cash flow of \$16.5 million in the three months ended September 30, 2024. The period-over-period change resulted primarily from a decrease in cash flows used in operations of \$2.3 million driven by the reasons explained above, and lower capital expenditures of \$0.5 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, 2025, the Company did not repurchase any shares under the repurchase program. As of September 30, 2025, 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, discontinued brands and 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:

<i>(Dollars in thousands)</i>	North America	International	Hain Consolidated
Net sales - Three months ended September 30, 2025	\$ 203,920	\$ 163,963	\$ 367,883
Less: Impact of held for sale businesses, discontinued brands and exited product categories	19,100	728	19,828
Less: Impact of foreign currency exchange	(158)	6,718	6,560
Organic net sales - Three months ended September 30, 2025	<u>\$ 184,978</u>	<u>\$ 156,517</u>	<u>\$ 341,495</u>
Net sales - Three months ended September 30, 2024	\$ 231,140	\$ 163,456	\$ 394,596
Less: Impact of divestitures, held for sale businesses, discontinued brands and exited product categories	31,477	602	32,079
Organic net sales - Three months ended September 30, 2024	<u>\$ 199,663</u>	<u>\$ 162,854</u>	<u>\$ 362,517</u>
Net sales decline	(11.8)%	0.3%	(6.8)%
Less: Impact of divestitures, held for sale businesses, discontinued brands and exited product categories	(4.3)%	0.1%	(2.7)%
Less: Impact of foreign currency exchange	(0.1)%	4.1%	1.7%
Organic net sales decline	<u>(7.4)%</u>	<u>(3.9)%</u>	<u>(5.8)%</u>

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 losses, certain litigation expenses, net, plant closure related costs, net, productivity and transformation costs, costs associated with acquisitions, divestitures and other transactions, (gain) loss on sale of assets, long-lived asset impairment 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:

<i>(Dollars in thousands)</i>	Three Months Ended September 30,	
	2025	2024
Net loss	\$ (20,625)	\$ (19,663)
Depreciation and amortization	15,411	11,427
Equity in net loss of equity-method investees	173	155
Interest expense, net	13,142	12,995
(Benefit) provision for income taxes	(1,256)	3,523
Stock-based compensation, net	2,003	2,876
Unrealized currency losses	265	1,194
Certain litigation expenses, net ^(a)	827	827
Restructuring activities		
Productivity and transformation costs	8,219	5,018
Plant closure related costs, net	286	376
Acquisitions, divestitures and other		
Transaction and integration costs, net	2,173	(318)
(Gain) loss on sale of assets	(886)	3,934
Impairment charges		
Long-lived asset impairment	—	31
Adjusted EBITDA	<u>\$ 19,732</u>	<u>\$ 22,375</u>

^(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 used in or provided by 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 spending). Since capital spending 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 spending 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 (used in) provided by operating activities to Free Cash Flow is as follows:

<i>(Dollars in thousands)</i>	Three Months Ended September 30,	
	2025	2024
Net cash used in operating activities	\$ (8,480)	\$ (10,787)
Purchases of property, plant and equipment	(5,227)	(5,757)
Free Cash Flow	<u>\$ (13,707)</u>	<u>\$ (16,544)</u>

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, 2025, 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, 2025, goodwill associated with the U.S. and U.K. reporting units had a carrying value of \$312,321 and \$114,021, respectively. The goodwill related to the U.S. and U.K. reporting units are at risk of potential impairment if the fair value of these reporting units, and their 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 units at risk of impairment for interim impairment indicators.

As of September 30, 2025, 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, 2025.

Indefinite-Lived Intangible Assets

The Sensible Portions® and Spectrum® intangible assets are part of the North America reportable segment and have a remaining aggregate carrying value of \$8,000 and \$11,800, respectively, as of September 30, 2025. The Spectrum® and Sensible Portions® tradenames remain at risk of impairment in future periods in the event of unfavorable changes in assumptions, including forecasted future cashflows based on execution of strategic initiatives for increasing revenue, as well as discount rates and other macroeconomic factors.

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 in demand. Hot tea and soup sales are stronger in colder months, while sales of snack foods are stronger in the warmer 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 profitability 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, 2025, during the three months ended September 30, 2025. 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, 2025.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our Interim 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, 2025, the Company's disclosure controls and procedures were not effective due to the material weakness identified and described in Item 9A of our Annual Report on Form 10-K for the fiscal year ended June 30, 2025.

Notwithstanding the material weakness, and based on the additional analyses and other procedures to ensure that our consolidated financial statements were prepared in accordance with U.S. GAAP, our management believes that the consolidated financial statements included in this Quarterly Report on Form 10-Q fairly present, in all material respects, our financial condition, results of operations and cash flows as of the dates, and for the periods presented, in conformity with U.S. GAAP.

Remediation Plan for Material Weaknesses in Internal Control over Financial Reporting

The Company is in the process of improving its policies and procedures relating to the design and operating effectiveness of controls to review on a timely basis and in sufficient detail the projected financial information and certain key assumptions and underlying calculations used in goodwill and indefinite-lived intangible asset quantitative impairment tests.

Management is taking actions to implement new or enhance existing controls and procedures to ensure proper and timely review of business activities impacting the projected financial information and certain key assumptions and underlying calculations used in preparing goodwill and indefinite-lived intangible asset quantitative impairment tests. The material weaknesses will be considered remediated when the applicable remedial controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively. We anticipate that the remediation will occur by the end

of fiscal 2026. We continue to monitor the design and operation of these remedial measures through the date of this report.

Changes in Internal Control Over Financial Reporting

Other than the actions taken under “Remediation Plan for Material Weaknesses in Internal Control over Financial Reporting” discussed above, there were no changes in our internal controls over financial reporting that occurred during the three months ended September 30, 2025 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, 2025, filed with the SEC on September 15, 2025.

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

Issuer Purchases of Equity Securities

During the three months ended September 30, 2025, there were no shares repurchased under share repurchase programs approved by the Board of Directors.

During the three months ended September 30, 2025, there were 33,090 shares withheld by the Company to satisfy tax withholding obligations in connection with shares issued under stock-based compensation plans, at an average price of \$1.72 per share. These shares withheld to satisfy tax withholding obligations do not constitute repurchases by the Company.

Item 5. Other Information

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

On September 18, 2025, Carlyn R. Taylor, a member of the Company’s Board of Directors, entered into a trading plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended. The trading plan provides for the sale of an aggregate of up to 53,957 shares of the Company’s common stock for personal tax planning purposes. The plan will terminate on December 31, 2025, subject to possible early termination for certain specified events set forth in the plan.

Item 6. Exhibits

Exhibit Number	Description
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).
10.1*	Second Amendment to The Hain Celestial Group, Inc. 2022 Long Term Incentive and Stock Award Plan (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on November 5, 2025).
10.2	Fourth Amendment, dated September 11, 2025, to the Fourth Amended and Restated Credit Agreement, dated December 22, 2021, by and among the Company, the Lenders party thereto and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 10.1.5 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2025, filed with the SEC on September 15, 2025).
10.3*	Separation Agreement, dated August 1, 2025, between the Company and Chad Marquardt (incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2025, filed with the SEC on September 15, 2025).
31.1	Certification of Interim 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 Interim 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).

*Indicates management contract or compensatory plan or arrangement.

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 7, 2025

/s/ Alison E. Lewis

**Alison E. Lewis,
Interim President and Chief Executive Officer
(Principal Executive Officer)**

Date: November 7, 2025

/s/ Lee A. Boyce

**Lee A. Boyce,
Chief Financial Officer
(Principal Financial Officer)**

Date: November 7, 2025

/s/ Michael J. Ragusa

**Michael J. Ragusa,
Senior Vice President and
Chief Accounting Officer
(Principal Accounting Officer)**

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 7, 2025

/s/ Alison E. Lewis

Alison E. Lewis

Interim President and Chief Executive Officer

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 7, 2025

/s/ Lee A. Boyce

Lee A. Boyce
Chief Financial Officer

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, Interim 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, 2025 (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 7, 2025

/s/ Alison E. Lewis

Alison E. Lewis

Interim 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.

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, 2025 (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 7, 2025

/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.
