HAIN CELESTIAL™

INVESTOR DAY

FEBRUARY 27, 2019

Safe Harbor Statement

Safe Harbor Statement

Certain statements contained herein constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, relating to our business and financial outlook, which are based on our current beliefs, assumptions, expectations, estimates, forecasts and projections about future events only as of the date of this presentation, and are not statements of historical fact. We make such forward-looking statements pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Many of our forward-looking statements include discussions of trends and anticipated developments. In some cases, you can identify forward-looking statements by terminology such as the use of "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "projects," "intends," "predicts," "potential," or "continue" and similar expressions, or the negative of those expressions. These forward-looking statements include, among other things, our beliefs or expectations relating to our business strategy, growth strategy, market price, brand portfolio and product performance, the seasonality of our business, our results of operations and financial condition, enhancing internal controls and remediating material weaknesses. These forward-looking statements are not guarantees of our future performance and involve risks, uncertainties, estimates and assumptions that are difficult to predict. Therefore, our actual outcomes and results may differ materially from those expressed in these forward looking statements. You should not place undue reliance on any of these forward-looking statements. Further, any forward-looking statement speaks only as of the date hereof, unless it is specifically otherwise stated to be made as of a different date. We undertake no obligation to further update any such statement to reflect new information, the occurrence of future events or circumstances or otherwise.

The forward-looking statements in this presentation do not constitute guarantees or promises of future performance. Factors that could cause or contribute to such differences may include, but are not limited to, the impact of competitive products, changes to the competitive environment, changes to consumer preferences, our ability to manage our supply chain effectively, changes in raw materials, freight, commodity costs and fuel, consolidation of customers, reliance on independent distributors, general economic and financial market conditions, risks associated with our international sales and operations, our ability to execute and realize cost savings initiatives, including, but not limited to, cost reduction initiatives under Project Terra and stock-keeping unit ("SKU") rationalization plans, the identification and remediation of material weaknesses in our internal controls over financial reporting, our ability to manage our financial reporting and internal control system processes, potential liabilities due to legal claims, government investigations and other regulatory enforcement actions, costs incurred due to pending and future litigation, the availability of key personnel and changes in management team, potential liability if our products cause illness or physical harm, impairments in the carrying value of goodwill or other intangible assets, our ability to identify and complete acquisitions or divestitures and integrate acquisitions, the availability of organic and natural ingredients, the reputation of our brands, risks relating to the protection of intellectual property, cybersecurity risks, unanticipated expenditures and other risks described in Part I, Item 1A of our Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2018 under the heading "Risk Factors", as well as in other reports that we file in the future.

Non-GAAP Financial Measures

This presentation and the accompanying tables include non-GAAP financial measures, including net sales adjusted for the impact of foreign currency and acquisitions, adjusted operating income, adjusted gross margin, adjusted net income, adjusted earnings per diluted share, EBITDA, Adjusted EBITDA and EBITDA margin. The reconciliations of these non-GAAP financial measures to the comparable GAAP financial measures are presented in the appendix of this presentation. Management believes that the non-GAAP financial measures presented provide useful additional information to investors about current trends in the Company's operations and are useful for period-over-period comparisons of operations. These non-GAAP financial measures should not be considered in isolation or as a substitute for the comparable GAAP measures. In addition, these non-GAAP measures may not be the same as similar measures provided by other companies due to potential differences in methods of calculation and items being excluded. They should be read only in connection with our Company's Consolidated Statements of Operations presented in accordance with GAAP. Moreover, we cannot reconcile (1) expected net sales adjusted for the impact of foreign currency and acquisitions to net sales, (2) expected Adjusted EBITDA to net income or operating income, (3) expected EBITDA margin to net income margin and (4) expected adjusted earnings per diluted share to earnings per diluted share presented herein without unreasonable effort because certain items that impact net income and other reconciling metrics are out of our control and/or cannot be reasonably predicted at this time.

Mark Schiller

President and Chief Executive Officer

Our Commitment to You

Clarity + Credibility + Consistency

CONFIDENCE

What I Want You to Take Away from Today

1. Well positioned to lead in the growing H&W space
2. Strong performing international business
3. Robust understanding of our U.S. performance issues
4. Clear strategy for transforming our business
5. Hain will become smaller, faster growing, more profitable

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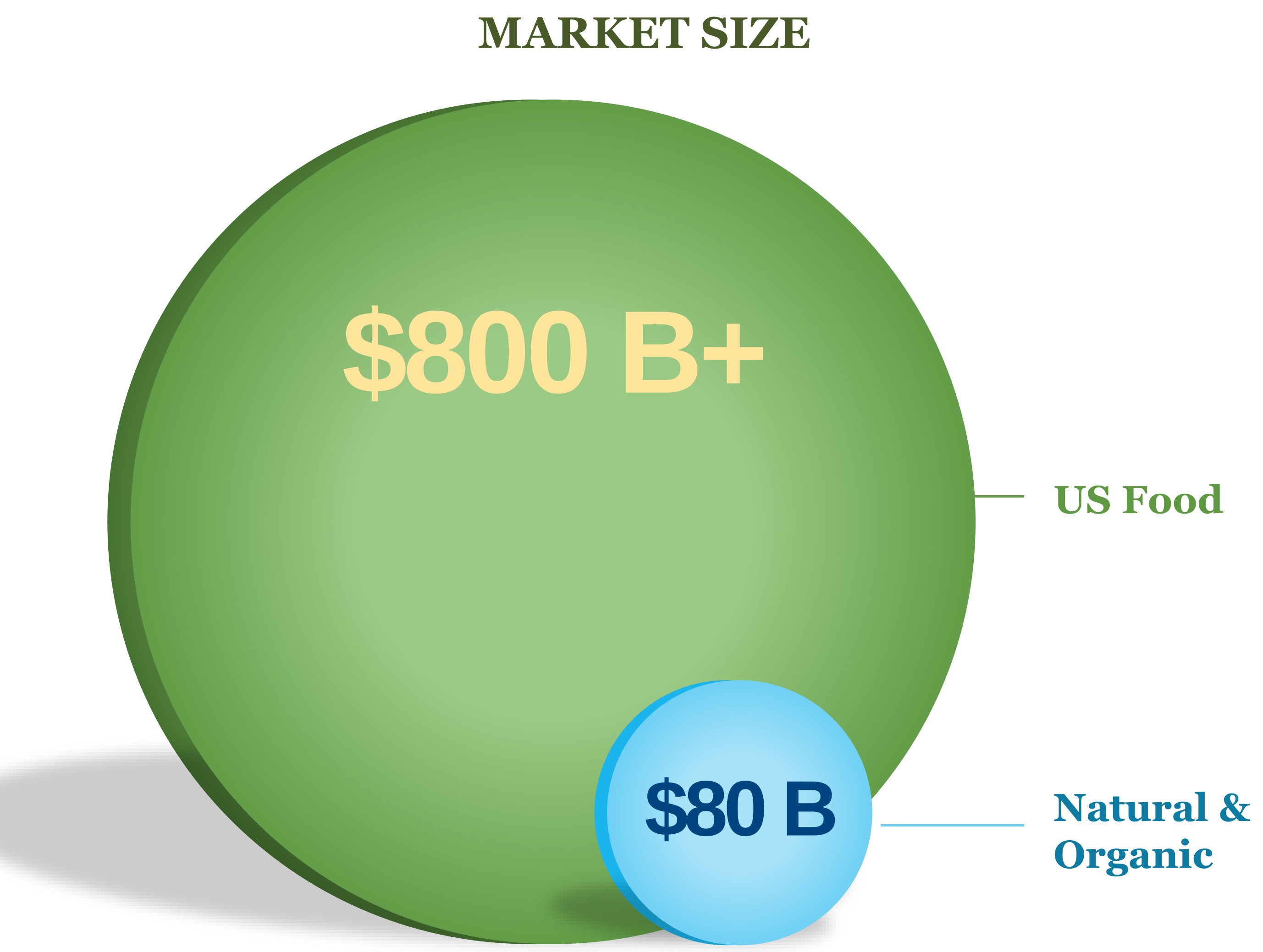
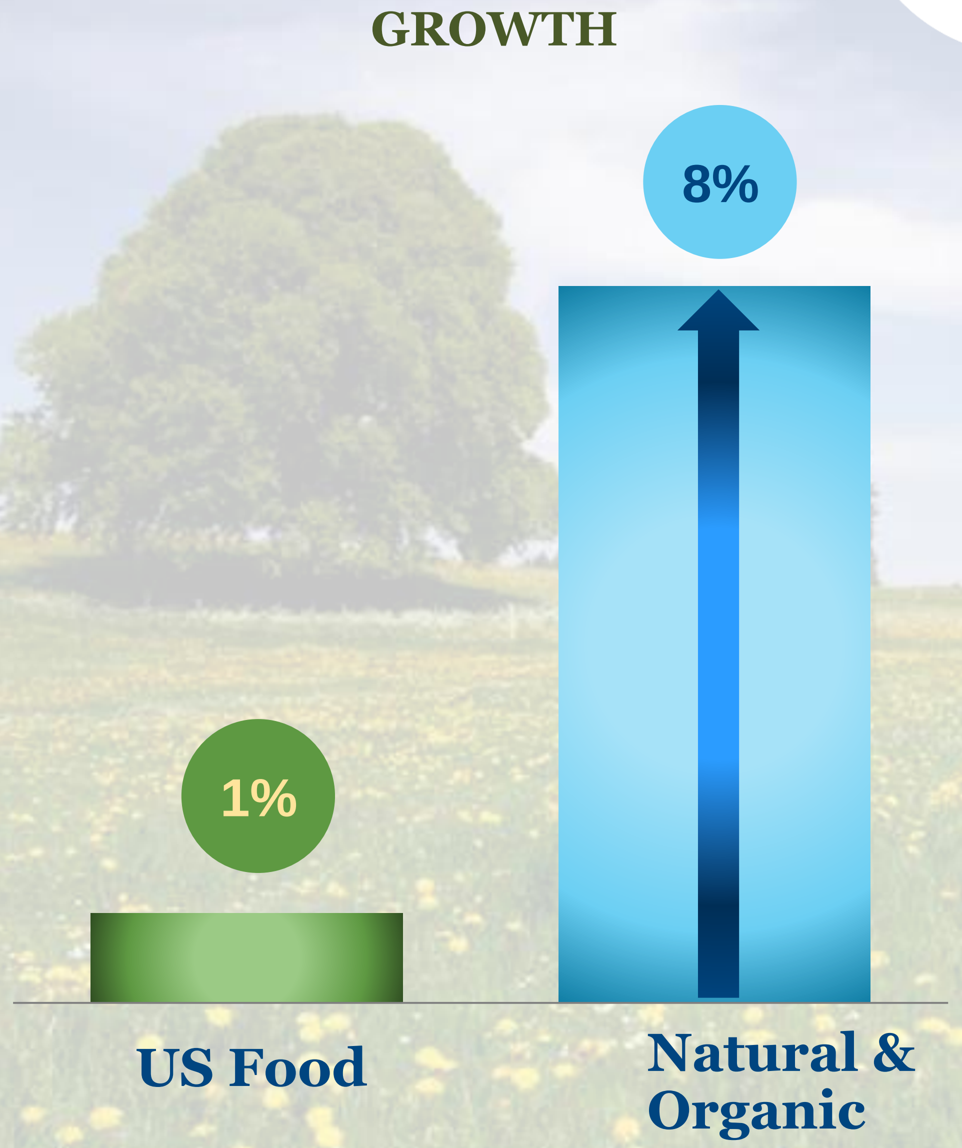
We Compete in a Large, Growing Part of the Market





Source: SPINS; US Census

Hain Brings Authenticity…

HAIN PRODUCT ATTRIBUTES

- ✓ Made from **non-GMO ingredients**
- ✓ **Approximately 40% of our SKUs** today are **certified organic**
- ✓ **Natural, clean ingredients** that are **minimally processed**
- ✓ **No artificial preservatives, colors & flavors**
- ✓ **No trans fat** from hydrogenated oils
- ✓ Focus on **reducing sodium & sugar**
- ✓ **Clear, accurate** & transparent **on-pack information**

…With a Broad Portfolio of Brands Competing Across Many Categories, Channels and Geographies

BRANDS

CHANNELS

MULO + C

NATURAL

LARGE SPECIALTY

ECOMMERCE

GEOGRAPHIES

80 countries

45% revenue in **US**

40% revenue in **UK**

15% revenue in **Europe and RoW**

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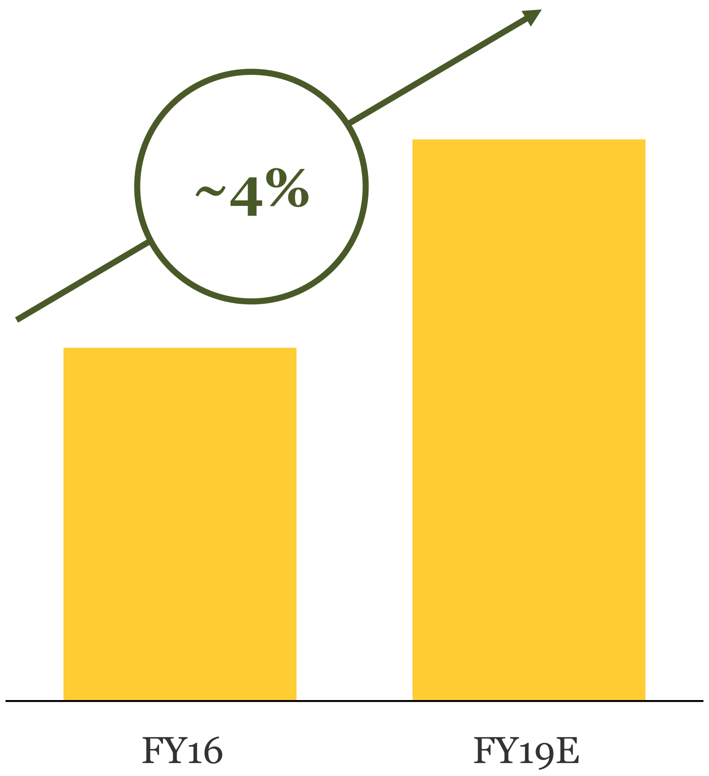
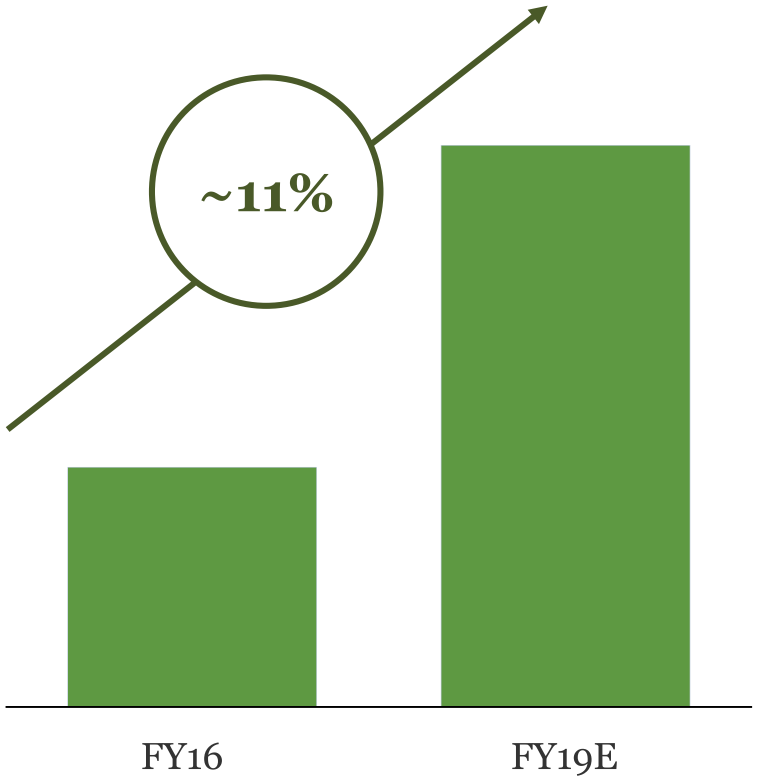
Strong Consistent International Financial Performance

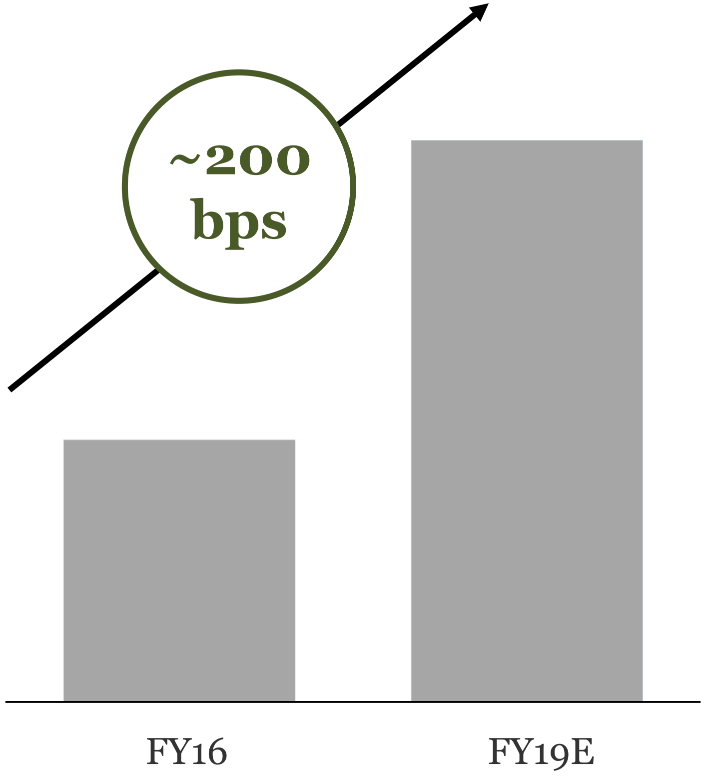
SALES GROWTH[1,2]



EBITDA GROWTH[1,2]



MARGIN EXPANSION[1,2]



[1]Excludes Cultivate, constant currency basis, and adjusted for acquisitions
[2]The Company cannot reconcile its expected adjusted sales growth to net sales, adjusted EBITDA growth to operating income and adjusted margin expansion to gross margin expansion without unreasonable effort because certain items that impact operating income and other reconciling metrics are out of the Company's control and/or cannot be reasonably predicted at this time.
Source: Hain Celestial Financials

Differentiated Brands

	Ella's kitchen	Tilda	Linda McCartney's / Yves
Net Sales	$100	$175	$75
Growth	6%	3%	11%
EBITDA Margin	Mid teens	Mid teens	High teens

Source: Hain Celestial Financials

Untapped Opportunities

COST SYNERGIES	Creating common integrated operating platforms	**Cost**
COLLABORATION	Sharing best practices across international business and US	**Cost & Revenue**
PORTFOLIO MANAGEMENT	Leveraging brand assets across markets	**Revenue**

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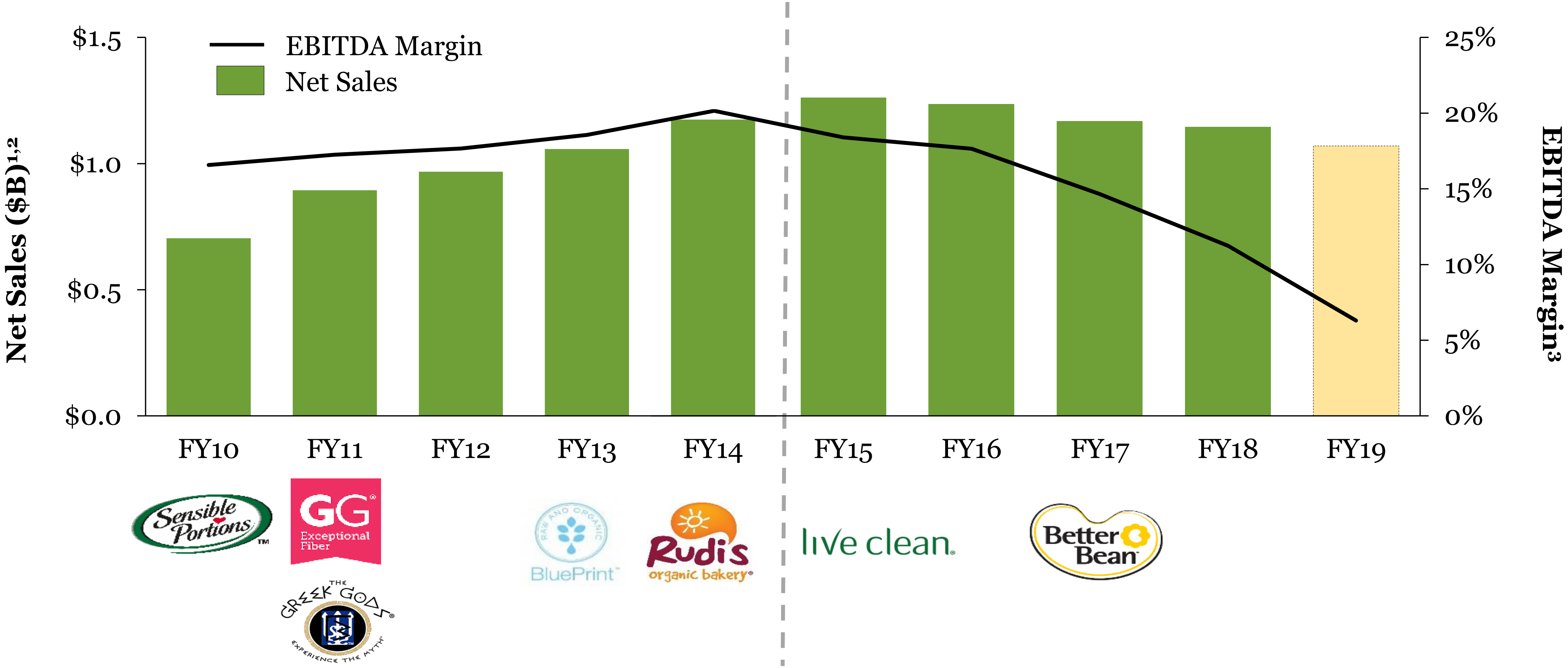
The US has Underperformed



[1]Contains Hain US and Cultivate only
[2]US focused acquisitions excluding HPP
[3]See appendix for reconciliation of EBITDA Margin to operating income for fiscal years 2010 to 2018. For fiscal year 2019 the Company cannot reconcile its expected EBITDA margin to operating income without unreasonable effort because certain items that impact operating income and other reconciling metrics are out of the Company's control and/or cannot be reasonably predicted at this time
Source: Hain Celestial Financials

Drivers of Eroding Financial Performance

Weak Operating Model

Lack of integration | Limited capability

High Complexity

2,200 SKUs | 130 Co-mans | Over 50 brands

Uneconomic Investment

30% trade rate increase with $190M less sales

Unsustainable Distribution

35% of SKUs with bottom quartile velocity

Source: Hain Celestial Financials

Drivers of Eroding Financial Performance

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Lack of
integratio

High Complexity

hans

Over 50
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Uneco

30%
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$190M
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Distribution

35% of SKUs with bottom
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SIGNIFICANT OPPORTUNITY

Source: Hain Celestial Financials

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Four Core Strategies to Transform the US Business

1

SIMPLIFY

the portfolio & organization

2

STRENGTHEN

capabilities

3

REINVIGORATE

profitable topline growth

4

EXPAND

margins and cash flow

Simplify the Portfolio and Organization:
What We Will Do

Segment the Portfolio

Refocus Resources

1 SIMPLIFY

Simplify the Portfolio and Organization:
Segment the Portfolio

INVESTMENT	SUSTAINABLE CONTRIBUTORS	INCUBATION	PROFIT MAXIMIZATION
Top and bottom line growth	*Margin expansion and stable top line*	*Assess for investment*	*Profit expansion and simplification*
Sensible Portions, Terra Chips, Alba Botanica, Celestial Seasonings, The Greek Gods	Earth's Best Organic, MaraNatha	Yves Veggie Cuisine, Dream	Arrowhead Mills, Rudi's Organic Bakery, Spectrum, Imagine, BluePrint
% of Sales 50%	% of Sales 18%	% of Sales 5%	% of Sales 27%
EBITDA Margin 18%	EBITDA Margin 2%	EBITDA Margin 12%	EBITDA Margin 5%
Category Growth 5%	Category Growth 9%	Category Growth 9%	Category Growth 0%

Source: Hain Celestial Financials

Simplify the Portfolio and Organization:
Refocus Resources

INVESTMENT	SUSTAINABLE CONTRIBUTORS	INCUBATION	PROFIT MAXIMIZATION
Top and bottom line growth	*Margin expansion and stable top line*	*Assess for investment*	*Profit expansion and simplification*
Sensible Portions, Terra Chips, Alba Botanica, Celestial Seasonings, The Greek Gods	Earth's Best Organic, MaraNatha	Yves Veggie Cuisine, Dream	Arrowhead Mills, Rudi's Organic Bakery, Spectrum, Imagine, BluePrint

Marketing / Innovation

Productivity

Source: Hain Celestial Financials

Strengthen Capabilities:
What We Will Do

Build a world class team

Develop skills and culture

Strengthen Capabilities:
Build a World Class Team

Chris Boever
Chief Customer Officer

Pinnacle Foods Inc.
Hormel Foods
Conagra Brands

Robert Gulliver
Chief Human Resource Officer

NFL
Wells Fargo
citi
pwc

Alan Cranston
Chief Transformation Officer

newell Brands
McCormick
Deloitte.

Strengthen Capabilities:
Develop Skills and Culture

PROJECT MANAGEMENT	INNOVATION	PRICING	PRODUCTIVITY
• PMO • Cross functional • Clear KPI's	• Stage gate • Build platforms • 3 Year pipeline	• Uneconomic trade • Customer pricing strategy • Elasticity	• Build on Terra • New Dig Sites • Embed in culture

Reinvigorate Profitable Top Line Growth:
What We Will Do

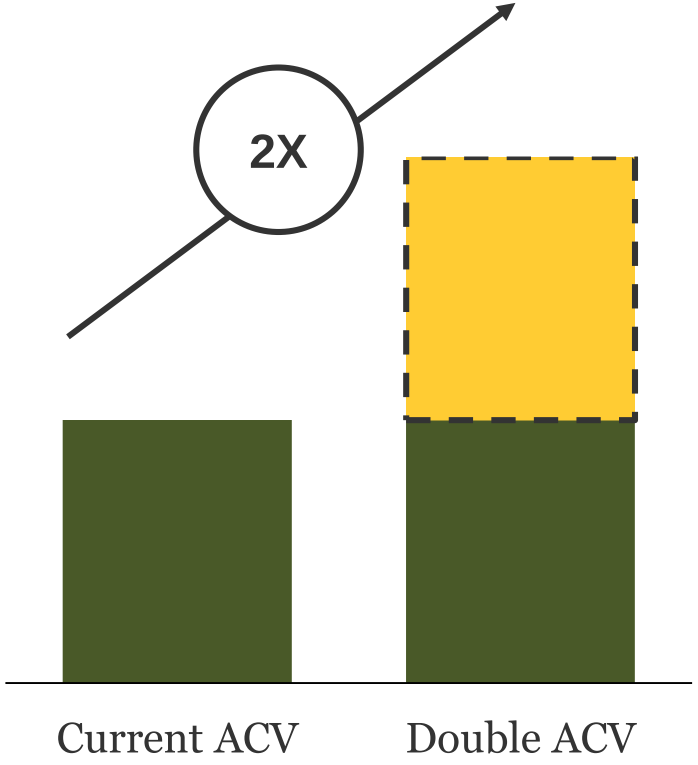
Optimize distribution and assortment

Create world class innovation and marketing

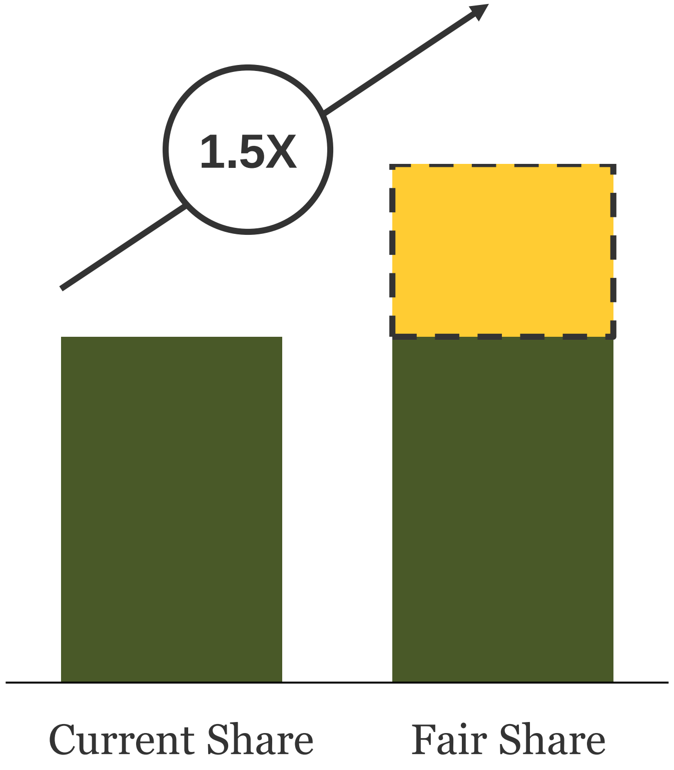
Reinvigorate Profitable Top Line Growth:
Optimize Assortment and Distribution

$300M Sales Uplift Potential

ASSORTMENT



DISTRIBUTION



Sources: Hain Celestial financials; SPINs Natural and Conventional data

Reinvigorate Profitable Top Line Growth:
Create World Class Innovation and Marketing

Healthy and flavorful tea

#2 premium tea brand in its test market

Velocities well above category average

Paleo-compliant, plant-based snacks

55% incremental to the salty snack category

Early velocities above category average

Expand Margins and Cash Flow:
What We Will Do

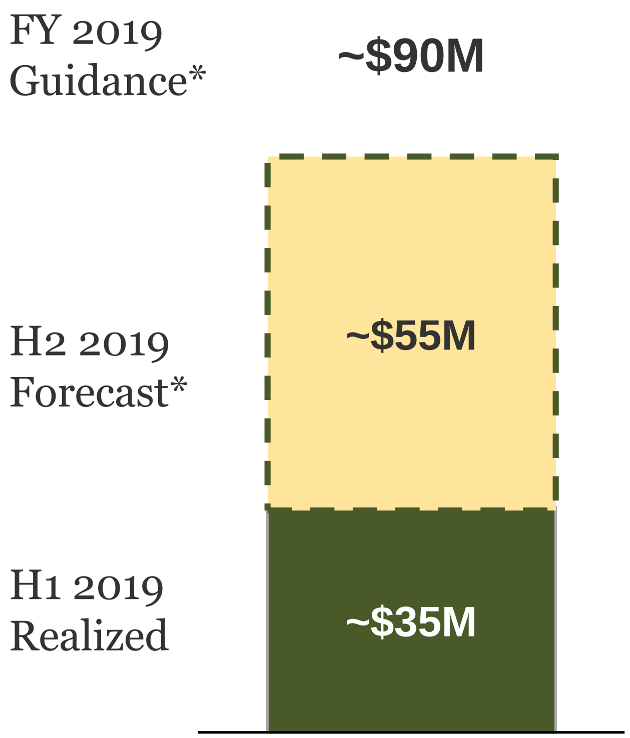
Accelerate productivity workstreams

Strengthen pricing capabilities

Address uneconomic brands and SKUs

Expand Margins and Cash Flow:
Accelerate Productivity Workstreams

TERRA SAVINGS REALIZED TO DATE



CURRENT PRODUCTIVITY FOCUS AREAS

- Sourcing
- Distribution consolidation
- Uneconomic trade
- Low profit SKU's
- Customer deductions
- SG&A

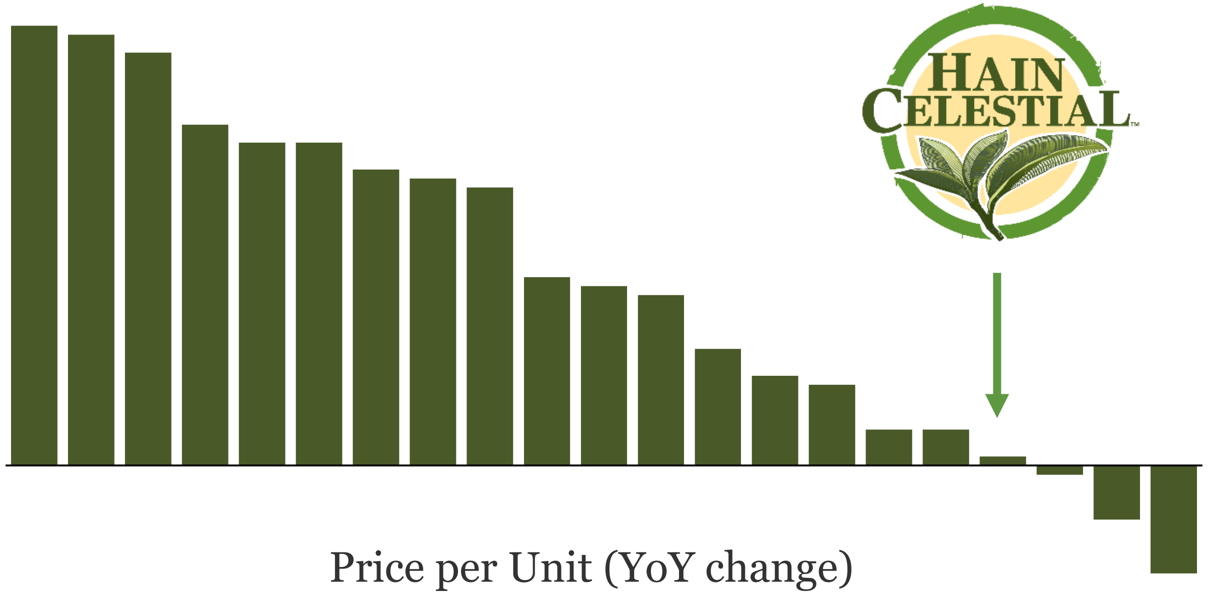
GO-FORWARD FOCUS AREAS

- Customer profitability
- Vendor consolidation
- Design to value
- Strategic pricing

*Does not include Brexit, HPP, or any additional restructuring; Source: Hain Celestial Financials

Expand Margins and Cash Flow:
Strengthen Pricing Capabilities

HAIN PRICE REALIZATION VS. PEERS



Price per Unit (YoY change)

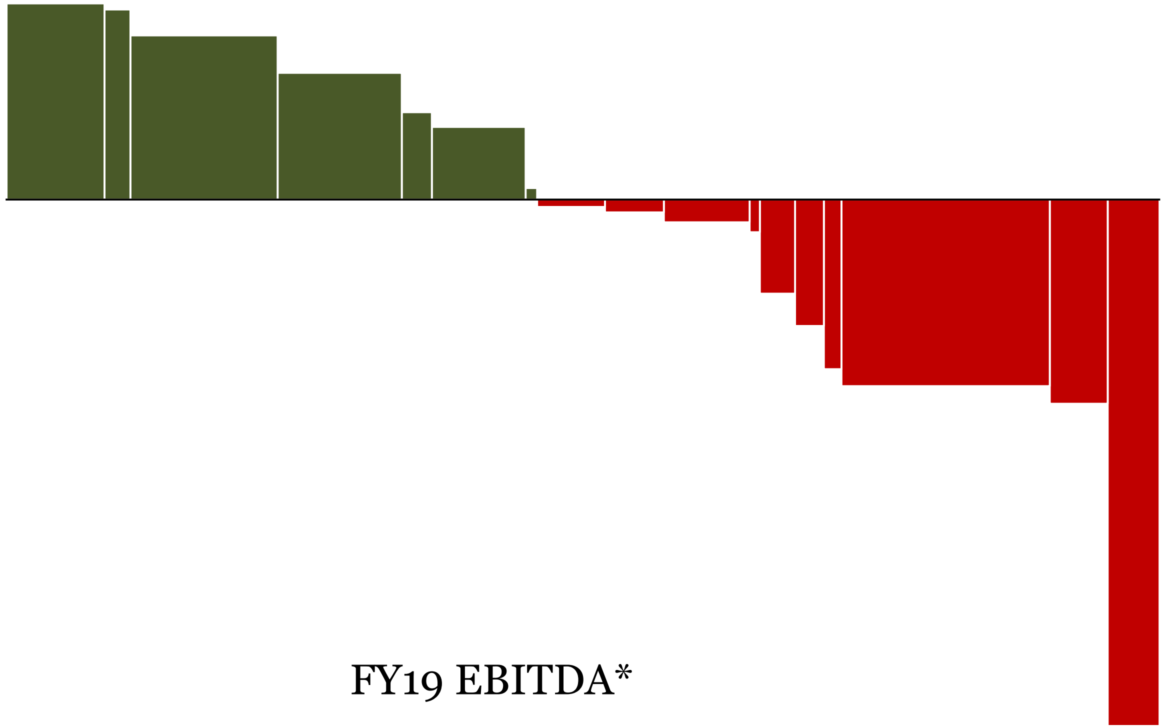
WHY THERE IS A PRICING OPPORTUNITY

- Products with differentiated benefits
- Inelastic brands
- Opportunity to streamline price lists, better price portfolio

Sources: JP Morgan Research Update – 2/9/19; Nielsen 52-Week as of 12/29/18, xAOC+C

Expand Margins and Cash Flow:
Address Uneconomic Brands and SKUs

PROFIT MAXIMIZATION BRAND PERFORMANCE



FY19 EBITDA*

ACTIONS

- Rationalize SKUs
- Pricing
- Eliminate uneconomic investment
- Reallocate marketing / trade spend
- Exit

*FY19 Brand EBITDA after corporate allocation; Source: Hain Celestial Financials

Four Core Strategies to Transform the US Business

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profitable topline growth

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A Different Model for Running the Company

FROM		TO
Holding company of brands	→	**Operating company**
All things to all people	→	**Clear priorities**
Volume growth at all cost	→	**Profitable growth**
Buying our way onto the shelf	→	**Earning our way** off the shelf
Complexity **tolerated**	→	**Simplification-focused**
Growth **driven by M&A**	→	**Organic growth**

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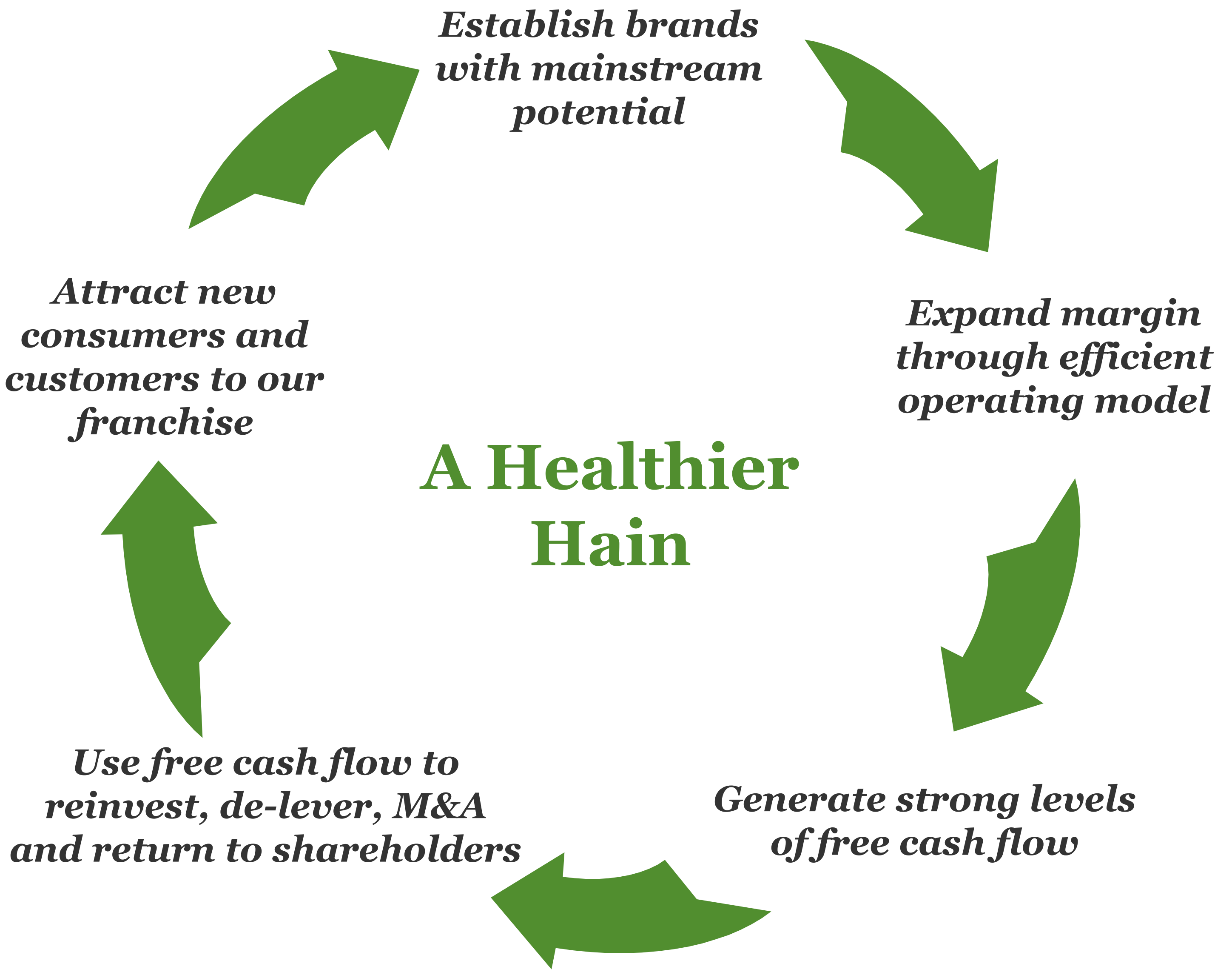
James Langrock

Executive Vice President and Chief Financial Officer

New Growth Engine Focused on Value



Reiterate FY19 Outlook

	2018 ACTUAL	2019 GUIDANCE[1]
Net Sales	$2.46 B	$2.32 - $2.35 B
Adjusted EBITDA[2]	$256 M	$185 - $200 M
Adjusted EPS[2]	$1.16	$0.60 - $0.70

[1]Does not include Brexit, HPP, or any additional restructuring
[2]See appendix for reconciliation of Adjusted EBITDA to net income and Adjusted EPS to earnings per diluted share for fiscal 2018. For fiscal year 2019 the Company cannot reconcile its expected Adjusted EBITDA to net income or adjusted earnings per diluted share to earnings per diluted share without unreasonable effort because certain items that impact net income and other reconciling metrics are out of the Company's control and/or cannot be reasonably predicted at this time.

Project Terra Headwinds and Tailwinds

MATERIAL BENEFIT*

LIMITED P&L IMPACT

Self-inflicted

- Mixing center startup
- Uneconomic trade
- Personal care service

Industry pressures

- Higher input costs
- Increased freight

ACCRETIVE SAVINGS PIPELINE

- Addressing self-induced headwinds
- Aggressive SKU rationalization
- FY 2020 savings identified
- Actively pursuing new avenues

*Does not include Brexit, HPP, or any additional restructuring; Source: Hain Celestial Financials

New US Hain Algorithm:
How We are Reshaping our Business

INVESTMENT	SUSTAINABLE CONTRIBUTORS	INCUBATION	PROFIT MAXIMIZATION
Top and bottom line growth	Margin expansion and stable top line	Assess for investment	Profit expansion and simplification
GET BIGGER	GET BETTER		

New US Hain Algorithm:
Future Potential

	US: FY 2018[1]	US: FY 2019E[1]	US: GET BIGGER[2]	US: GET BETTER[3]
			FUTURE POTENTIAL	
Sales	$1.14B	$1.06B	~50% of current	~50% of current
Top Line Growth	-2%	-7%	+5 to +7%	-5% to -10%
EBITDA Margin[4]	11%	7%	16 to 18%	10 to 12%

[1]Includes Hain Ventures (formerly known as Cultivate Ventures)
[2]Investment Brands
[3]Sustainable Contributors, Incubation, and Profit Maximization Brands
[4]See appendix for reconciliation of EBITDA margin to operating income for fiscal year 2018. For fiscal year 2019 the Company cannot reconcile its expected EBITDA margin to operating income without unreasonable effort because certain items that impact operating income and other reconciling metrics are out of the Company's control and/or cannot be reasonably predicted at this time.

New Hain Algorithm:
Future State Performance

	Current Hain	Future State		
	FY 2019 GUIDANCE[1]	US: GET BIGGER	INTERNATIONAL	NEW HAIN[2]
Top Line Growth	-4 to -6%	+5 to +7%	+1 to +3%	+3 to +6%
EBITDA Margin	7 to 9%	16 to 18%	15 to 17%	13 to 16%

[1]For fiscal year 2019 the Company cannot reconcile its expected EBITDA margin to operating income without unreasonable effort because certain items that impact operating income and other reconciling metrics are out of the Company's control and/or cannot be reasonably predicted at this time.
[2]Includes corporate overhead

New Hain Algorithm:
Migration Path

	FY 2020	FY 2021	FY 2022
Top Line Growth	↓	↔	↑
EBITDA Margin	↑	↑	↑
EBITDA Growth	↑	↑	↑

Actions to address "Get Better" brands will influence pace of top line growth and margin

Future Uses of Cash

Cash / Earnings → ROIC → Funding Capital

- Debt reduction
- Share buyback
- Special dividend
- Strategic M&A

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APPENDIX

Reconciliation of EBITDA Margin

Hain US *
Reconciliation of EBITDA Margin
(unaudited and dollars in thousands)

	FY 10	FY 11	FY 12	FY 13	FY 14	FY 15	FY 16	FY 17	FY 18
Operating Income	**$ 98,672**	**$ 130,155**	**$ 150,725**	**$ 172,957**	**$ 194,455**	**$ 176,002**	**$ 194,290**	**$ 146,087**	**$ 82,696**
Depreciation and amortization	12,179	16,034	16,809	16,609	18,802	19,567	19,229	19,292	17,239
Long-lived asset impairment	-	-	-	-	1,104	-	-	-	5,842
Other	-	-	-	(227)	(1,048)	(985)	(745)	(384)	328
EBITDA	**$ 110,852**	**$ 146,189**	**$ 167,534**	**$ 189,339**	**$ 213,313**	**$ 194,584**	**$ 212,774**	**$ 164,996**	**$ 106,105**
Acquisition related expenses, restructuring, integration and other charges	-	-	-	-	-	1,843	1,230	-	6,166
Warehouse/Manufacturing Facility start-up costs	-	-	-	-	-	-	783	215	2,991
Plant closure/consolidation related costs	-	-	-	-	-	-	-	-	3,999
SKU rationalization	-	-	-	-	-	-	-	4,972	3,834
Co-packer termination/disruption costs	-	-	-	-	482	597	-	-	3,372
Inventory costs for products discontinued or with redesigned packaging	-	-	-	-	-	-	3,059	172	1,007
Nut butter recall	-	-	-	-	6,000	34,470	-	-	-
Other costs	-	-	-	-	325	532	241	834	1,204
Adjusted EBITDA (A)	**$ 110,852**	**$ 146,189**	**$ 167,534**	**$ 189,339**	**$ 220,120**	**$ 232,026**	**$ 218,087**	**$ 171,189**	**$ 128,678**
Net Sales - GAAP	**$ 703,996**	**$ 894,793**	**$ 968,247**	**$ 1,057,866**	**$ 1,171,936**	**$ 1,245,356**	**$ 1,237,241**	**$ 1,167,688**	**$ 1,144,832**
Nut butter recall	-	-	-	-	3,000	15,773	-	-	-
Net Sales - Non-GAAP (B)	**$ 703,996**	**$ 894,793**	**$ 968,247**	**$ 1,057,866**	**$ 1,174,936**	**$ 1,261,129**	**$ 1,237,241**	**$ 1,167,688**	**$ 1,144,832**
EBITDA MARGIN - Non-GAAP (A/B)	**15.7%**	**16.3%**	**17.3%**	**17.9%**	**18.7%**	**18.4%**	**17.6%**	**14.7%**	**11.2%**

*** Includes Hain Ventures (formally known as Cultivate Ventures)**

Reconciliation of EBITDA and Adjusted EBITDA

THE HAIN CELESTIAL GROUP, INC.
EBITDA and Adjusted EBITDA
(unaudited and in thousands)

		FY 18
Net (loss) income	$	9,694
Net (loss) income from discontinued operations		(72,734)
Net (loss) income from continuing operations	$	82,428
Provision (benefit) for income taxes		(887)
Interest expense, net		24,339
Depreciation and amortization		60,809
Equity in net income of equity-method investees		(339)
Stock-based compensation expense		13,380
Stock-based compensation expense in connection with CEO succession agreement		(2,203)
Goodwill impairment		7,700
Long-lived asset and intangibles impairment		14,033
Unrealized currency losses/(gains)		(2,027)
EBITDA	$	197,233
Acquisition related expenses, restructuring, integration and other charges		20,749
Accounting review and remediation costs, net of insurance proceeds		9,293
Warehouse/Manufacturing Facility start-up costs		4,179
Plant closure related costs		5,513
Recall and other related costs		580
Litigation expense		1,015
Machine break-down costs		317
Co-packer disruption		3,692
Losses on terminated chilled desserts contract		6,553
Regulated packaging change		1,007
2018 Project Terra SKU rationalization		4,913
Toys "R" Us bad debt		897
Adjusted EBITDA	$	255,941

Reconciliation of GAAP Results to Non-GAAP Measures

THE HAIN CELESTIAL GROUP, INC.
Reconciliation of GAAP Results to Non-GAAP Measures
(unaudited and in thousands, except per share amounts)

	FY 2018		
	2018 GAAP	Adjustments	2018 Adjusted
Net sales	$ 2,457,769	$ -	$ 2,457,769
Cost of sales	1,942,321	(27,200)	1,915,121
Gross profit	515,448	27,200	542,648
Operating expenses (a)	371,666	(15,091)	356,575
Acquisition related expenses, restructuring, integration and other charges	20,749	(20,749)	-
Accounting review and remediation costs, net of insurance proceeds	9,293	(9,293)	-
Goodwill impairment	7,700	(7,700)	-
Operating income	106,040	80,033	186,073
Interest and other expense, net (b)	24,838	2,027	26,865
Provision (benefit) for income taxes	(887)	39,133	38,246
Net income from continuing operations	82,428	38,873	121,301
Net (loss) income from discontinued operations, net of tax	(72,734)	72,734	-
Net income	9,694	111,607	121,301
Diluted net income per common share from continuing operations	0.79	0.37	1.16
Diluted net (loss) income per common share from discontinued operations	(0.70)	0.70	-
Diluted net income per common share	0.09	1.07	1.16

Reconciliation of GAAP Results to Non-GAAP Measures (cont.)

Detail of Adjustments:

	FY 2018
Losses on terminated chilled desserts contract	$ 6,553
2018 Project Terra SKU rationalization	4,913
Plant closure related costs	5,958
Co-packer disruption	3,692
Warehouse/Manufacturing Facility start-up costs	4,179
Regulated packaging change	1,007
Machine break-down costs	317
Recall and other related costs	580
Cost of sales	27,200
Gross profit	27,200
Long-lived asset impairment charge associated with plant closure	8,401
Intangibles impairment	5,632
Toys "R" Us bad debt	897
Stock-based compensation acceleration associated with Board of Directors	700
Litigation expense	1,015
Accelerated Depreciation on software disposal	461
Warehouse/Manufacturing Facility start-up costs	188
Stock-based compensation expense in connection with CEO succession agreement	(2,203)
Operating expenses (a)	15,091
Acquisition related expenses, restructuring, integration and other charges	20,749
Acquisition related expenses, restructuring, integration and other charges	20,749
Accounting review and remediation costs, net of insurance proceeds	9,293
Accounting review and remediation costs, net of insurance proceeds	9,293
Goodwill impairment	7,700
Goodwill impairment	7,700
Operating income	80,033
Unrealized currency (gains)/losses	(2,027)
Interest and other expense, net (b)	(2,027)
Income tax related adjustments	(39,133)
Provision (benefit) for income taxes	(39,133)
Net income from continuing operations	$ 38,873

(a) Operating expenses include amortization of acquired intangibles, selling, general, and administrative expenses and long-lived asset and intangibles impairment.
(b) Interest and other expenses (income), net include interest and other financing expenses, net and other (income)/expense, net.