THE HAIN CELESTIAL GROUP, INC.
AUDIT COMMITTEE CHARTER

Organization

The Board of Directors (the "*Board*") of The Hain Celestial Group, Inc. (the "*Company*") shall designate annually, based upon the recommendation of the Nominating and Governance Committee, an Audit Committee (the "*Committee*") comprised of three or more Directors, who may be removed by the Board in its discretion. Each member of the Committee must, as determined by the Board, (1) be "independent" as determined in accordance with the rules and regulations of the Nasdaq Stock Market ("*Nasdaq*"), except as otherwise permitted by applicable Nasdaq rules, (2) meet the criteria for independence set forth in Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), (3) not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years and (4) be sufficiently financially literate to enable him or her to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement and discharge the responsibilities of a Committee member.

Additionally, at least one member of the Committee shall have accounting or related financial management expertise and qualify as an "audit committee financial expert," as defined in applicable rules and regulations of the Securities and Exchange Commission (the "*SEC*").

Committee members shall not simultaneously serve on the audit committees of more than two other public companies. The members of the Committee shall comply with and satisfy all applicable rules and regulations of the SEC, securities laws, rules and regulations of Nasdaq, and other laws, rules, and regulations.

A Chair of the Committee shall be elected annually by the Board based upon the recommendation of the Nominating and Governance Committee.

Purpose

The primary purpose of the Committee is to assist the Board's oversight of (1) the integrity of the Company's financial statements and financial statement audits, (2) the independent auditor's qualifications, independence, and performance, (3) the performance of the Company's internal controls and procedures and its internal audit function, (4) the Company's compliance with legal and regulatory requirements and (5) the Company's information technology ("*IT*") security program.

The Committee shall perform its responsibilities, and shall assess the information provided by the Company's management and the independent auditor, in accordance with the Committee's business judgment. Management is responsible for the preparation,

presentation and integrity of the Company's financial statements, the appropriateness of the accounting principles and reporting policies that are used by the Company and establishing and maintaining adequate internal control over financial reporting. The independent auditor is responsible for auditing the Company's financial statements and the Company's internal control over financial reporting and for reviewing the Company's unaudited interim financial statements.

The authority and responsibilities set forth in this Charter do not reflect or create any duty or obligation of the Committee to plan or conduct any audits, to determine or certify that the Company's financial statements are complete, accurate, fairly presented, or in accordance with generally accepted accounting principles ("*GAAP*") or applicable law, or to guarantee the independent auditor's reports.

Meetings

The Committee shall meet at least four times each year, or more frequently as it deems necessary or appropriate to carry out its responsibilities and may, in its sole discretion, form and delegate authority to subcommittees (comprised only of Committee members) in furtherance of such responsibilities. Meetings of the Committee shall be called by the Chair of the Committee, the Chair of the Board, the Chief Executive Officer of the Company or a majority of the members of the Committee. The Committee will meet at any time that the independent auditor believes communication to the Committee is required. All such meetings shall be held pursuant to the By-Laws of the Company with regard to notice and waiver thereof. A majority of the members of the Committee shall constitute a quorum for transacting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance shall be the act of the Committee, unless a greater number is required by law, the Company's Certificate of Incorporation, or its By-Laws. Written minutes of Committee meetings and unanimous written consents of the Committee shall be regularly reported to the Board and duly filed in the Company's records. In order to foster open communications, the Committee shall meet periodically with senior management, the person responsible for the Company's internal controls and procedures, and the independent auditor in separate private sessions to discuss any matters that the Committee or any such persons believe appropriate and may also ask members of management or others to attend Committee meetings and provide pertinent information as necessary.

Relationship With Independent Auditor

The Committee shall have the sole authority to appoint, retain, and terminate the Company's independent auditor (subject, if applicable, to shareholder ratification), which shall report directly to the Committee. The Committee shall be directly responsible for the evaluation, compensation (including as to fees and terms), and oversight of the work of the Company's independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of

preparing or issuing an audit report or performing other audit, review or attest services or related work. All related fees and costs of the independent auditor, as determined by the Committee, shall be paid promptly by the Company in accordance with its normal business practices. All auditing services and permitted non-audit services performed for the Company by the independent auditor shall be pre-approved by the Committee subject to applicable laws, rules, and regulations. The Committee may delegate to the Chair of the Committee the authority to grant pre-approvals with respect to auditing services and permitted non-auditing services, provided that any such grant of pre-approval shall be reported to the full Committee at its next meeting.

Authorities and Responsibilities

A. Oversight of the Company's Financial Statements and Disclosure Practices

The Committee shall:

1) Discuss with management and the independent auditor the Company's annual audited financial statements, including the Company's disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether such audited financial statements should be included in the Company's Annual Report on Form 10-K.

2) Discuss with management and the independent auditor the Company's quarterly financial statements, including the Company's disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

3) Review the Company's disclosure controls and procedures, internal controls and procedures for financial reporting, and the certifications required to be made by any officer of the Company in each of the Company's Quarterly Reports on Form 10-Q and the Company's Annual Report on Form 10-K (the "*Periodic Reports*").

4) Prepare the Committee report to be included in the Company's annual proxy statement as required by the rules and regulations of the SEC.

5) Review all reports from the independent auditor pursuant to applicable laws, rules and regulations concerning:

   a) all critical accounting policies and practices to be used;

   b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures

and treatments, and the treatment preferred by the independent auditor;

c) all relationships between the independent auditor and the Company; and

d) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

6) Discuss with the independent auditor any other matters required to be discussed by the applicable auditing standards adopted by the Public Company Accounting Oversight Board (the "*PCAOB*") and requirements of the SEC, including, without limitation:

a) significant unusual transactions not in the ordinary course of business or that otherwise appear to be unusual and the auditor's understanding of the business rationale for those transactions;

b) the auditor's evaluation of the quality of the Company's financial reporting;

c) the auditor's evaluation of the Company's ability to continue as a going concern;

d) problems or difficulties encountered by the independent auditor in the course of the audit work;

e) uncorrected and corrected misstatements;

f) any departure from the auditor's standard opinion or report; and

g) disagreements with management about matters that could be significant to the Company's financial statements or the auditor's report.

7) Discuss generally with management the types of information to be disclosed and presentations to be made in connection with the Company's (a) issuance of earnings press releases (including the Company's use of "pro forma" or "adjusted" non-GAAP financial information and earnings guidance) and (b) disclosure of financial information to analysts and rating agencies.

8) Review and receive periodic reports from management regarding the Company's IT system controls and security and, at least annually, evaluate the adequacy of the Company's IT security program, compliance, governance processes, artificial intelligence, training and controls,

including (a) the potential impact of data privacy risk exposures on the Company's business, financial results, operations and reputation, (b) the steps management has taken to monitor and mitigate such exposures, (c) major legislative and regulatory developments that could materially impact such exposure, and (d) the Company's incident response planning (including escalation protocols), including with respect to the prompt reporting of material cybersecurity threats or incidents to management, the Committee and the Board.

9) Review and discuss with management and the independent auditor, as it deems necessary or appropriate:

   a) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, major issues as to the adequacy of the Company's internal controls, and any special audit steps adopted in light of material control deficiencies;

   b) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements; and

   c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.

10) Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Periodic Reports about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

11) To the extent delegated by the Board, assist the Board in oversight of the risk management process.

12) Oversee major financial risk exposures and the steps management has taken to monitor and control such exposures.

B. Oversight of the Company's Independent Auditor

The Committee shall:

1) Obtain and review a report from the independent auditor on at least an annual basis describing:

a) all relationships between the independent auditor and the Company;

b) the internal quality-control procedures of such independent auditor;

c) any material issues raised by the independent auditor's most recent internal quality-control review or peer review and any steps taken to deal with such issues; and

d) any material issues raised by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits carried out by the independent auditor and any steps taken to address such issues.

2) At least annually, assess the independence of the independent auditor and, in connection therewith, obtain and review the written disclosures and the letter from the independent auditor required by applicable requirements of the PCAOB regarding the independent auditor's communications with the Committee concerning independence and actively engage in a dialogue with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor; and otherwise take, or recommend that the full Board take, appropriate action to oversee the independence of the outside auditor.

3) Evaluate the qualifications, performance, and independence of the independent auditor and report such conclusions to the Board, taking into account:

a) the written reports and/or letters referred to in B1) and B2) above;

b) discussion with the independent auditor regarding any disclosed relationship with or services provided to the Company that may impact the objectivity and independence of the independent auditor;

c) the services provided by the independent auditor; and

d) the opinions of management and the Company's internal auditors.

4) Evaluate the lead (or coordinating) audit partner having primary responsibility for the audit, taking into account the opinions of management and the Company's internal auditors.

5) Ensure the required rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the independent audit, and consider whether it is appropriate

or necessary, in order to assure continuing independence, to rotate the Company's independent auditor on a regular basis.

6) Recommend policies to the Board with respect to the employment of current and former employees of the independent auditor who were engaged on the Company's account.

7) Review and discuss with the independent auditor:

   a) the auditor's responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process;

   b) the overall audit strategy;

   c) the proposed plan and overall scope and timing of the Company's annual audit;

   d) any significant risks identified during the auditor's risk assessment procedures; and

   e) when completed, the results, including significant findings, of the annual audit.

C. Other Responsibilities

The Committee shall:

1) Obtain assurance from the independent auditor that the Company is in compliance with the provisions of Section 10A of the Exchange Act.

2) Review with management, the independent auditor, and the Company's counsel any legal, regulatory, and environmental matters that may have a material impact on the Company's financial statements or accounting policies.

3) Oversee the Company's response to major litigation and other legal contingencies.

4) Establish procedures for the (a) receipt, retention, and treatment of complaints received by the Company regarding the Company's accounting, internal accounting controls or auditing matters and (b) confidential, anonymous submissions by Company employees of allegations of significant liabilities, significant ethical violations, or concerns regarding questionable accounting or auditing matters.

5) Review and approve related-party transactions in accordance with the Company's Related Party Transaction Policy and Procedures and all applicable Nasdaq rules.

6) Review the staffing, budget, responsibilities and performance of the internal audit function and review the scope of the internal audit plan, along with any significant findings and recommendations; discuss with the independent auditor its reliance on the internal audit function's plan and assessments.

7) Review annually directors' and officers' indemnification and other insurance matters.

8) Perform such other activities as the Committee or the Board may from time to time deem necessary or appropriate.

Additional Authorities and Responsibilities

The Committee shall have the authority to engage, obtain advice and assistance from, and/or terminate independent or outside legal counsel, accountants, and any other advisors, and shall have the sole authority to approve the fees and other retention terms of any such engagement, as it determines is necessary or appropriate to carry out its duties. All related fees and costs of such advisors, as well as all ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties as determined by the Committee, shall be paid promptly by the Company in accordance with its normal business practices.

The Committee shall review and reassess the adequacy of this Charter on an annual basis and shall periodically conduct an evaluation of the Committee's own performance.

Effectiveness

This Audit Committee Charter amends and restates the Committee's existing charter and becomes effective as of August 12, 2026.