Fourth Quarter Fiscal 2018 Business Review & Outlook

August 28, 2018

Safe Harbor Statement

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Certain statements contained in this presentation constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are predictions based on expectations and projections about future events and are not statements of historical fact. You can identify forward-looking statements by the use of forward-looking terminology such as "plan", "continue", "expect", "anticipate", "intend", "predict", "project", "estimate", "likely", "believe", "might", "seek", "may", "will", "remain", "potential", "can", "should", "could", "future" and similar expressions, or the negative of those expressions, or similar words or phrases that are predictions of or indicate future events or trends and that do not relate solely to historical facts. You can also identify forward-looking statements by discussions of the Project Terra strategic initiatives, the Company's potential divestiture of its Hain Pure Protein business, and future performance and results of operations. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, levels of activity, performance or achievements of the Company, or industry results, to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements, and you should not rely on them as predictions of future events. Forward-looking statements depend on assumptions, data or methods that may be incorrect or imprecise and may not be able to be realized. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all). Such factors, include, among others, the Company's beliefs or expectations relating to (i) the Company's guidance for Fiscal Year 2019; (ii) the impact of the Company's price increase; (iii) the potential divestiture of the Hain Pure Protein business during the first half of fiscal year 2019; (iv) the Company's ability to execute long term strategic priorities and Project Terra initiatives to enhance value; (v) the Company's consumption and e-commerce growth trends; (vi) the Company's ability to simplify its brand portfolio and execute SKU rationalization plans to impact sales; and the other risks detailed from time-to-time in the Company's reports filed with the United States Securities and Exchange Commission, including the Annual Report on Form 10-K for the fiscal year ended June 30, 2018, and our quarterly reports. As a result of the foregoing and other factors, the Company cannot provide any assurance regarding future results, levels of activity and achievements of the Company, and neither the Company nor any person assumes responsibility for the accuracy and completeness of these statements. All forward-looking statements contained herein apply as of the date hereof or as of the date they were made and, except as required by applicable law, the Company disclaims any obligation to publicly update or revise any forward-looking statement to reflects changes in underlying assumptions or factors of new methods, future events or other changes.

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, acquisitions and divestitures and certain other items, including SKU rationalization, as applicable in each case, adjusted operating income, adjusted gross margin, adjusted earnings per diluted share, EBITDA, adjusted EBITDA and operating free cash flow. The reconciliations of these non-GAAP financial measures to the comparable GAAP financial measures are presented in the tables "Reconciliation of GAAP Results to Non-GAAP Measures" for the three months and twelve months ended June 30, 2018 and 2017 in the Appendix. 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 the Company's Consolidated Statements of Income presented in accordance with GAAP.

The Company defines EBITDA as net income from continuing operations (a GAAP measure) before income taxes, net interest expense, depreciation and amortization, equity in net income of equity method investees, stock based compensation expense and unrealized currency gains. Adjusted EBITDA is defined as EBITDA before acquisition-related expenses, including integration and restructuring charges, and other non-recurring items. The Company's management believes that these presentations provide 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 these measures for reviewing the financial results of the Company as well as a component of performance-based executive compensation.

Numbers in this presentation may not sum due to rounding.

Today's Agenda

❶	Opening Remarks	Irwin D. Simon
❷	U.S. Review	Gary W. Tickle
❸	Q4 2018 Financial Results and FY 2019 Guidance	James M. Langrock
❹	Q & A	

Opening Remarks

Irwin D. Simon

Founder, President, CEO and Chairman of the Board

Remain Committed to Four-Point Strategic Plan

❶ Invest in Top Brands and Capabilities to Grow Globally

❷ Deliver on Project Terra Cost Savings

❸ Enhanced Leadership Team to Deliver Strategic Plan

❹ Capital Allocation – Return to Shareholders

We Have Leading Natural and Organic, Better-For-You Brands

Brands that are positioned as the #1 or #2 in their respective categories.

U.S.

- Celestial Seasonings
- Earth's Best Organic
- Sensible Portions
- Terra Chips
- Garden of Eatin'
- MaraNatha
- Spectrum
- Alba Botanica
- Westbrae Natural Vegetarian
- Imagine

Rest of World

- Yves Veggie Cuisine
- Imagine
- Sensible Portions
- live clean.
- Celestial Seasonings

U.K.

- Tilda Legendary Rice
- Ella's Kitchen – Good in every sense
- Gale's
- Sun-Pat
- New Covent Garden Soup Co
- Hartley's
- Cully & Sully
- Linda McCartney's
- Frank Cooper's "Oxford"
- Robertson's
- Clarks – The Natural Sweeteners
- Yorkshire Provender

Sources: United States: Category Rank: SPINS; MULO + C; 12 WE 07/15/18; Rest of World Canada: Nielsen L52W 05/26/2018 for Yves, L52W 07/21/2018 for all others; United Kingdom: IRI, Total UK Outlets, Value Sales 52 WE 07/15/18; for Ireland 52WE 03/25/18: Tilda: IRI Major Mults 52 WE 07/21/18.

4QFY18 Overview

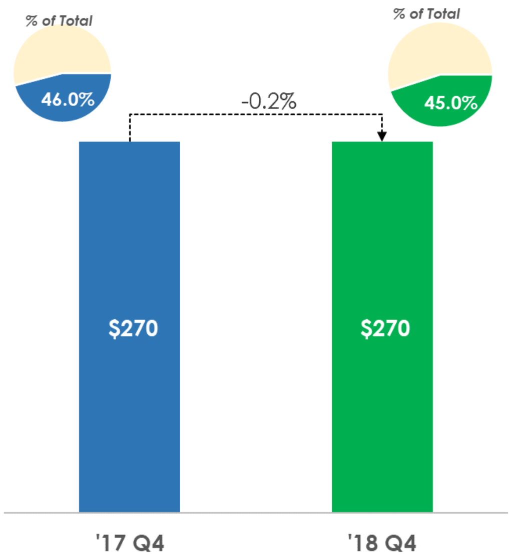
- Net sales were $620 million, a 3% increase compared to $603 million in the prior year period
  - Net sales decreased 1% on a constant currency basis; when adjusted for foreign exchange and acquisitions, divestitures, and certain other items, including the 2017 and 2018 Project Terra SKU rationalization, net sales would have increased 3%
- EBITDA of $45.8 million; Adjusted EBITDA of $61.4 million
- Reported EPS loss of $0.04; Adjusted EPS of $0.27

We continue to evaluate all opportunities to build upon our platforms and strengths, eliminate complexity and enhance our margin structure, including non-core divestitures.

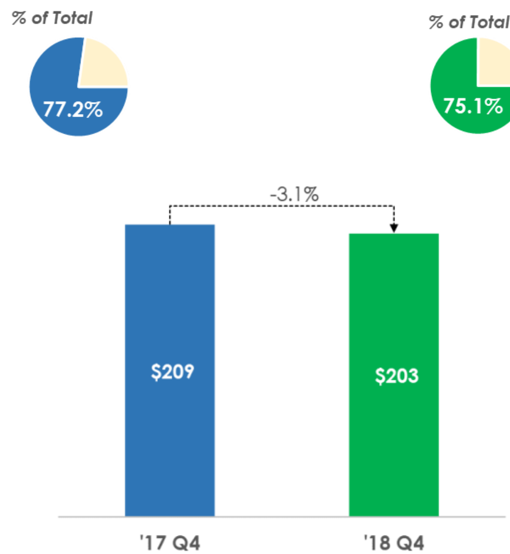
Unless stated otherwise, all numbers exclude Hain Pure Protein

4QFY18 Top Brands Results

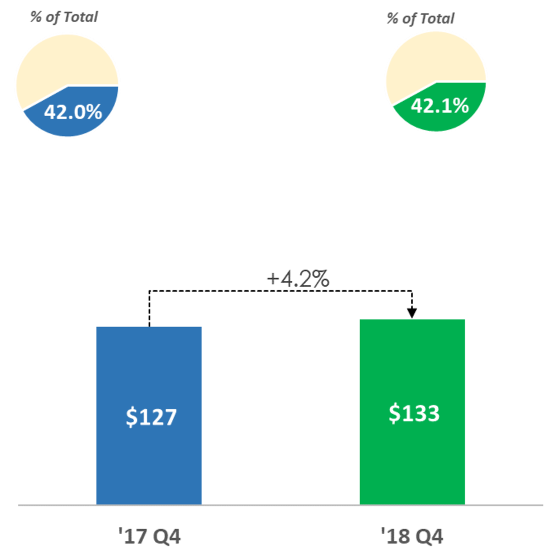
NET SALES(1)(2) (WW- TOP 10 BRANDS)



NET SALES(1) (US- TOP 11 BRANDS)



NET SALES(2) (INTL.- TOP 10 BRANDS)



$ in millions (1) Adjusted for Project Terra SKU Rationalization (2) Constant FX

Focus on Strategic Value Enhancing Initiatives

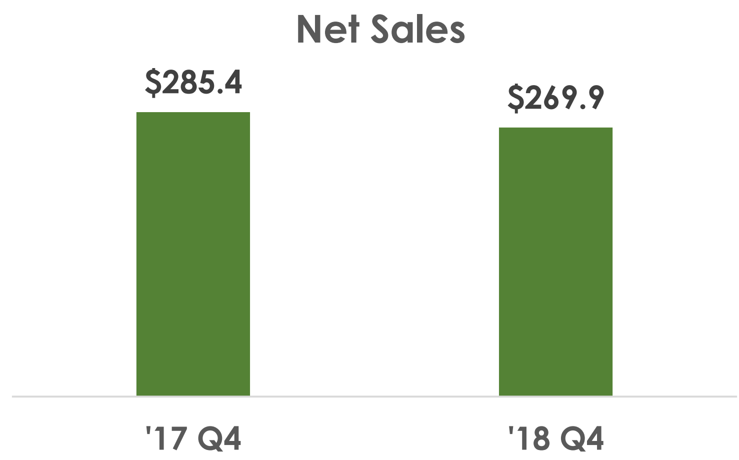
- Strategic divestiture of Hain Pure Protein Business remains ongoing
  - Expected to close in first half of FY19
  - Net sales were $113M in the fourth quarter, a decrease of 7% compared to the prior year period primarily due to the shift in timing of the Passover holiday
- Attractive business with very good growth potential, but non-core to our go-forward strategy
- Opportunity to enhance shareholder value as we position Hain Celestial for future growth
  - Return capital to shareholders in the form of a share buyback or debt repayment and reinvestment into business

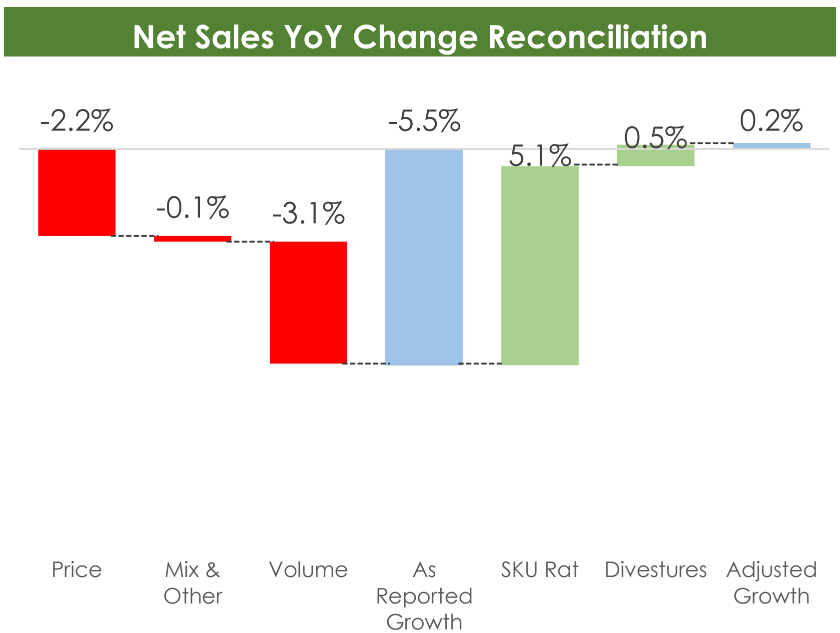
U.S. Review

Gary Tickle

CEO, Hain Celestial North America

U.S. Segment – Net Sales Trend





- 4QFY18 U.S. net sales decreased 5.5%; when adjusted for acquisitions, divestitures, and certain other items, including the 2017 and 2018 Project Terra SKU rationalization, net sales would have been flat
- Price declined 220 basis points, volume was down 310 basis points and mix was down 10 basis points
- Strategic investments across channels to drive trial and household penetration with encouraging results
- Excluding SKU rationalization, Terra® brand and Pure Personal Care up double digits and Better-For-You Baby up mid single digits
- Price increase expected to have positive impact starting in FY 2019

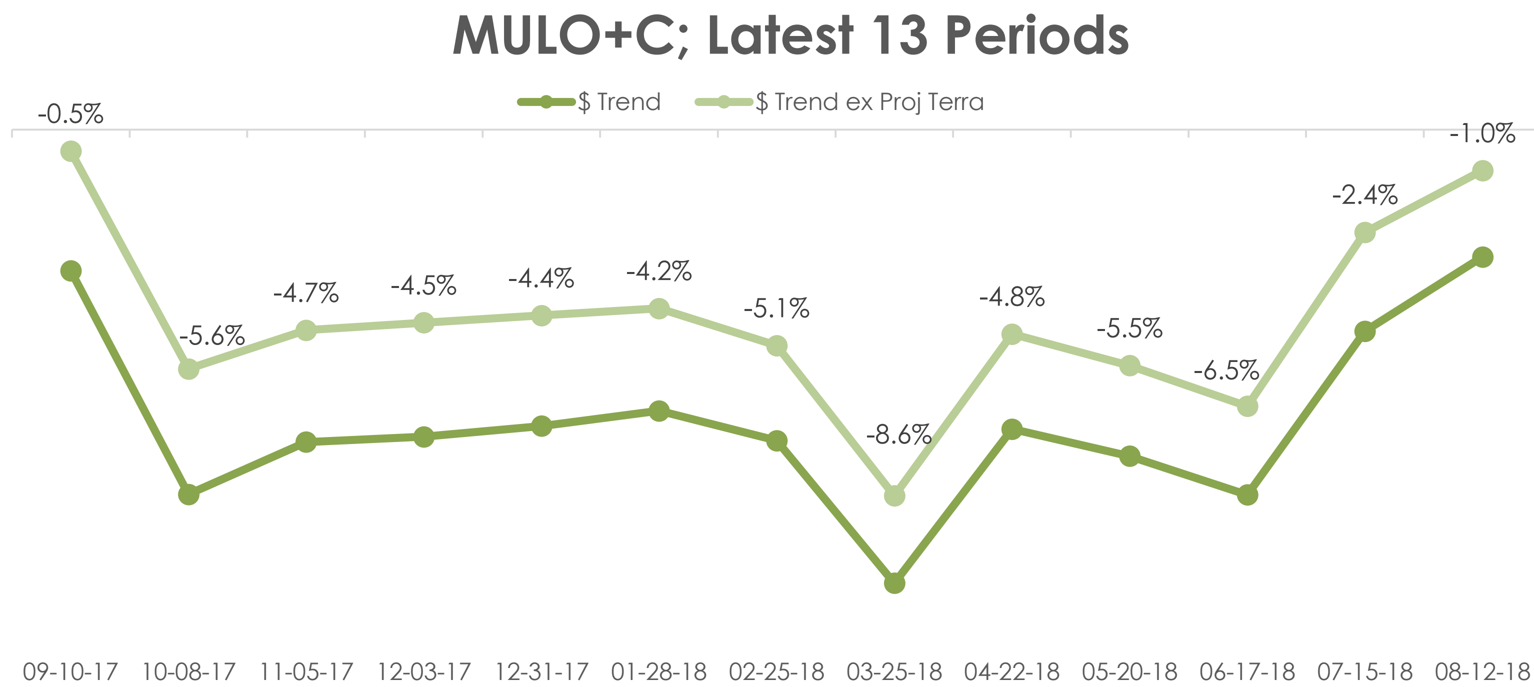
$ in millions

U.S. Segment: Top 11 Brands

- Overall, Top 11 brands were -7.1%; adjusted for SKU rationalization net sales were -3.1%
- Terra® brand saw improved trends and was +11% L12 & plus 21% L4
- Sensible Portions® brand is steadily improving with growth outside of Walmart at +16% L4
- Earth's Best® brand continues to grow on strength in Formula, Pouches & Frozen with the total brand +8% L12 and +10% L4
- Outside the Top 11 brands , we are seeing strong growth in Avalon Organics® brand, up 40%

IRI data thru 08-12-18

Q4 2018 U.S. Consumption Trends



- Latest 4 week read as of 8/12 shows the US operating segment further improving to -3%, or -1% excluding the impact of our SKU rationalization
  - Top 500 SKU's were flat in dollars and up 2.5% in distribution
  - Top 11 brands are improving with a 12 week trend of -4% and the latest 4 week trend is flat YoY
- We expect our MULO+C growth trends for the end of Q1 to be flat when adjusted for SKU Rat

MULO+C. Ex Protein, Cultivate and Divest; IRI data thru 08-12-18

Complexity Reduction

- ✓ 2017 and 2018 Project Terra SKU rationalizations identified a total of ~1,100 SKUs, or more than 35% of our U.S. SKU's.
- ✓ SKU rationalization represented $14 million impact to Q4 U.S. segment net sales versus prior year which impacted growth by 5%.
- ✓ SKU rationalization is key to efforts to reduce costs, simplify supply chain, and drive sustainable long-term margin expansion.

U.S. Segment: Outlook for FY 2019

- Continued execution against our strategic plan with expected growth weighted to the second half of FY 2019
  - **For Q1 2019**: Incremental 12% of investment in top 11 brands and ~$10 million SKU rationalization net sales impact contributing to lower net sales and adjusted EBITDA year-over-year

- On-going momentum of top 500 SKUs across total sales channels, especially non-measured channels

- **~49,000 net** new points of distribution for seven of our brands across a broad range of retailers and channels, including ~10,000 new points of distribution in C-store for Terra® and Sensible Portion® brands

  - **For FY 2019**: ~$40 million reduction in net sales expected from completion of SKU rationalization
  - Realization of price increase expected to accelerate in the second half of FY 2019
  - Net sales growth and profitability expected to accelerate in Q2 as a result of strong net distribution gains and efficiency improvements

Q4 2018 Financial Results and FY 2019 Guidance

James Langrock

Executive Vice President and Chief Financial Officer

Q4 2018 Consolidated Financial Results

	2018 Q4	2017 Q4	YoY Change%
Net Sales	$ 619.6	$ 602.9	2.8%
Adjusted Growth			2.9%
Gross Profit	$ 125.1	$ 143.9	-13.0%
Gross Margin%	20.2%	23.9%	(367)bp
Adjusted Gross Profit	$ 130.4	$ 144.8	-9.9%
Adjusted Gross Margin%	21.1%	24.0%	(297)bp
Adjusted EBITDA	$ 61.4	$ 81.6	-24.8%
Adjusted EPS	$ 0.27	$ 0.41	-34.1%

- Net sales of $619.6 million, a 2.8% increase compared to $602.9 million last year; when adjusted for foreign exchange and acquisitions, divestitures, and certain other items, including the 2017 and 2018 Project Terra SKU rationalization, net sales would have increased 2.9%
- Gross profit of $125.1 million or 20.2% as a percentage of net sales; Adjusted gross profit of $130.4 million or 21.1% as a percentage of net sales, driven by the trade and shopper marketing investments and higher freight and logistics costs in the U.S., partially offset by Project Terra cost savings
- EBITDA of $45.8M; Adjusted EBITDA of $61.4M
- Reported EPS loss of $0.04; Adjusted EPS of $0.27

$ in millions

Q4 2018 Net Sales Growth Reconciliation

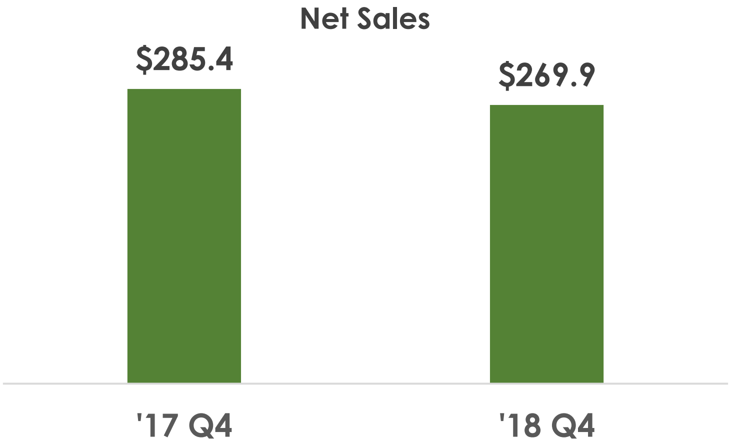
	As Reported	FX Effect	Acquisitions	Divestures	Castle Contract Termination	2017 Project Terra SKU Rat	2018 Project Terra SKU Rat	Adjusted Growth
US	-5.5%	--	--	0.5%	--	1.1%	4.0%	0.2%
UK	9.5%	-6.4%	-1.5%	--	3.2%	--	--	4.8%
Rest of World	11.6%	-6.0%	-0.4%	--	--	--	1.0%	6.2%
Hain ex HPP	**2.8%**	**-3.3%**	**-0.6%**	**0.3%**	**1.1%**	**0.5%**	**2.1%**	**2.9%**

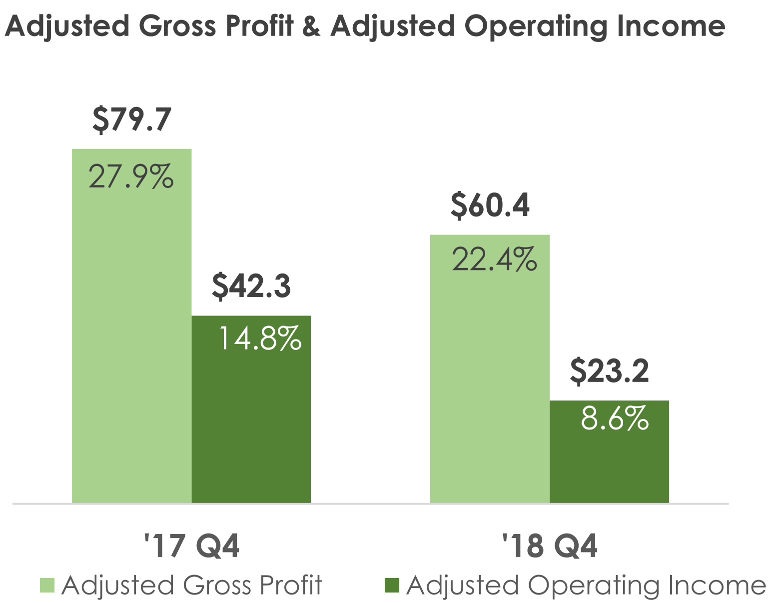
- **U.S.** - Declines of Spectrum Organics®, Sensible Portions®, Imagine®, Garden of Eatin'® and SKUs outside of Top 500 including SKU rationalization, were partially offset by growth in Avalon Organics®, Terra®, and Jason® brands

- **U.K.** - Growth driven by Tilda®, Linda McCartney's®, Ella's Kitchen®, Clarks™ and Yorkshire Provender® brands

- **Rest of World** – Growth driven in Europe by Tilda®, Danival®, Joya® and private label plant-based products, and in Canada by Alba Botanica®, Sensible Portions®, Yves Veggie Cuisine®, and Live Clean® brands

Q4 2018 U.S. Segment Results

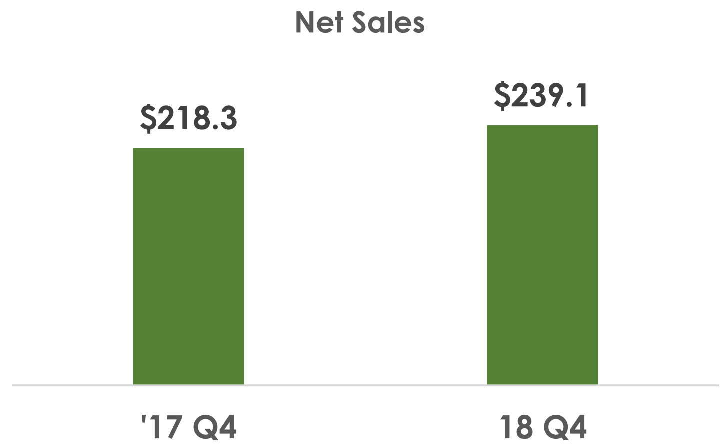


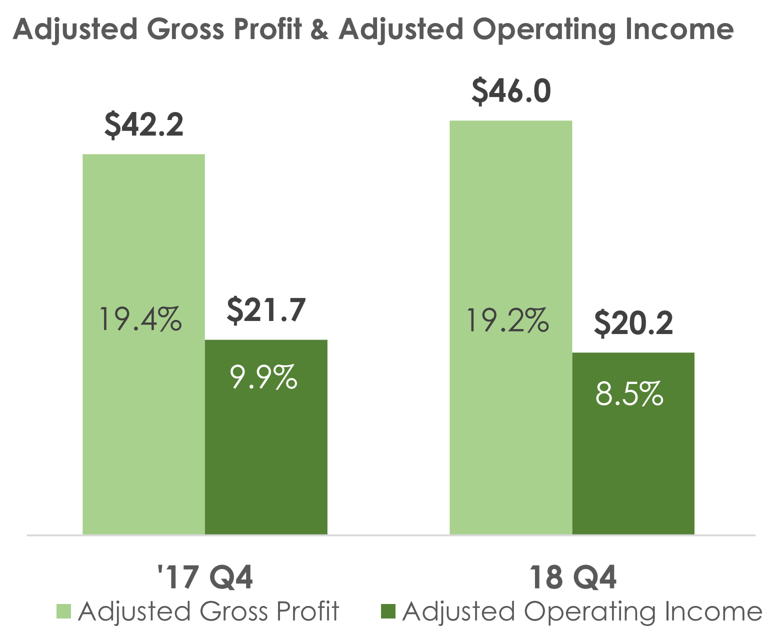


- Net sales were down 5.5%, driven by declines of Spectrum Organics®, Sensible Portions®, Imagine®, Garden of Eatin'® and SKU rationalization. When adjusted for acquisitions, divestitures, and certain other items, including the 2017 and 2018 Project Terra SKU rationalization, net sales would have been flat.
- Excluding SKU rationalization, Terra® snacks and Pure Personal Care grew double digits and Better-For-You Baby increased mid single digits
- Adjusted gross margin declined 550 bps YoY, driven largely by higher trade and promotional investments and freight and logistics costs

$ in millions

Q4 2018 U.K. Segment Results



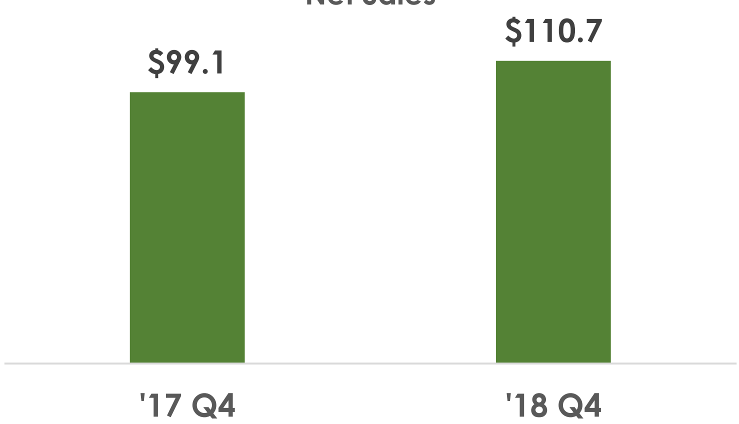


- Net sales growth rate of 10%, or 5% on an adjusted basis
- Growth driven by Tilda®, Linda McCartney's®, Ella's Kitchen®, Clarks™ and Yorkshire Provender® brands
- Adjusted gross margin was essentially flat as commodity inflation was offset by Project Terra cost saving and price realization; Operating margin declined by 140 bps driven by marketing and headcount investments, partially offset by Project Terra

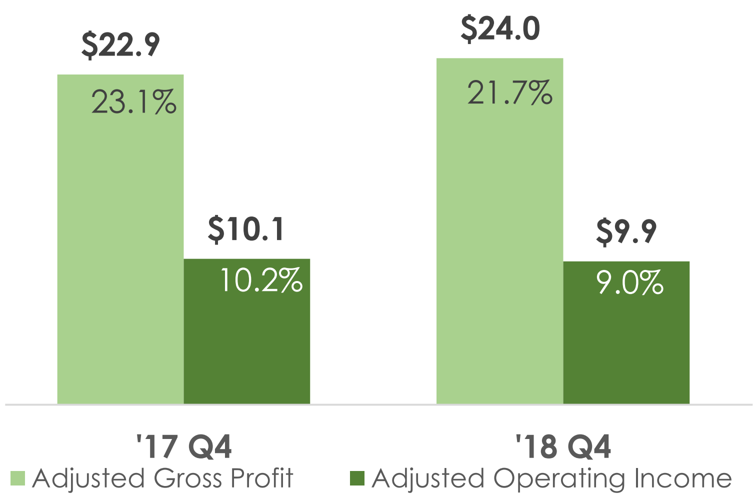
$ in millions

Q4 2018 ROW Segment Results

Net Sales



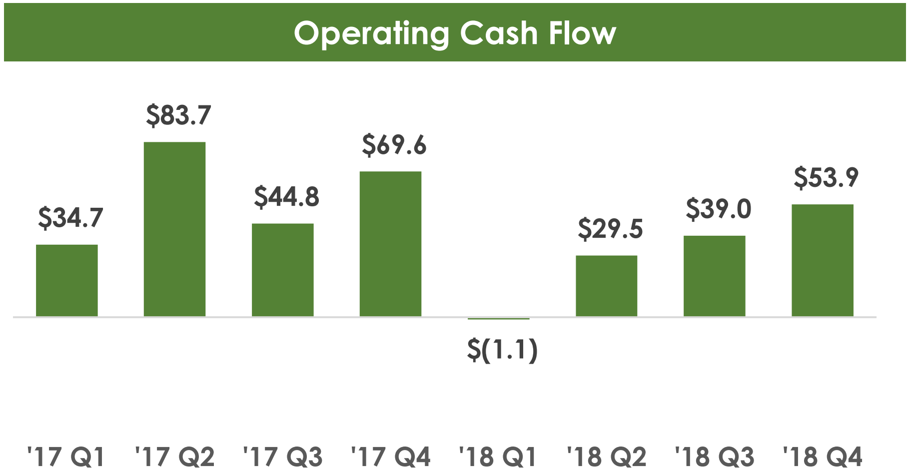
Adjusted Gross Profit & Adjusted Operating Income

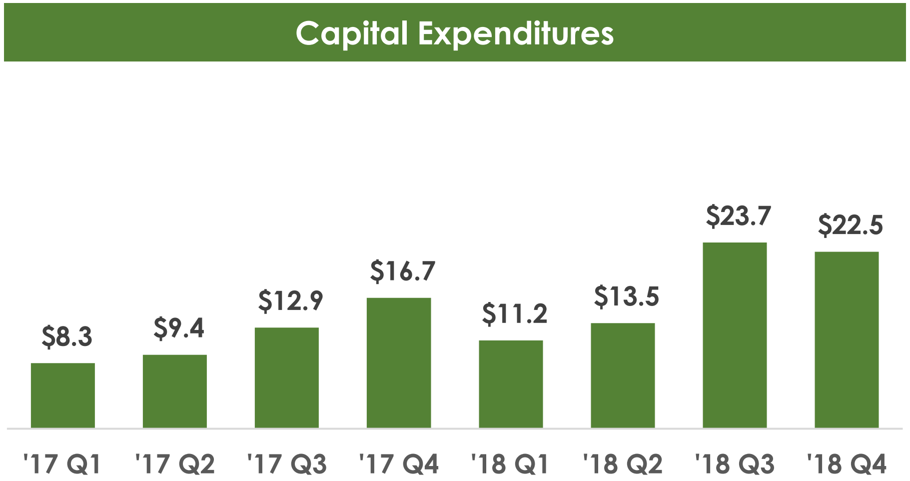


- Net sales growth rate of 12%, or 6% on an adjusted basis
- Growth driven in Europe by Tilda®, Danival®, and Joya® brands and private label plant-based products
- Growth in Canada led by Alba Botanica®, Sensible Portions®, Yves Veggie Cuisine®, and Live Clean® brands
- Adjusted gross margin and adjusted operating income decreased by 140 bps and 120 bps, primarily due to decreased profitability within Cultivate

$ in millions

Cash Flow

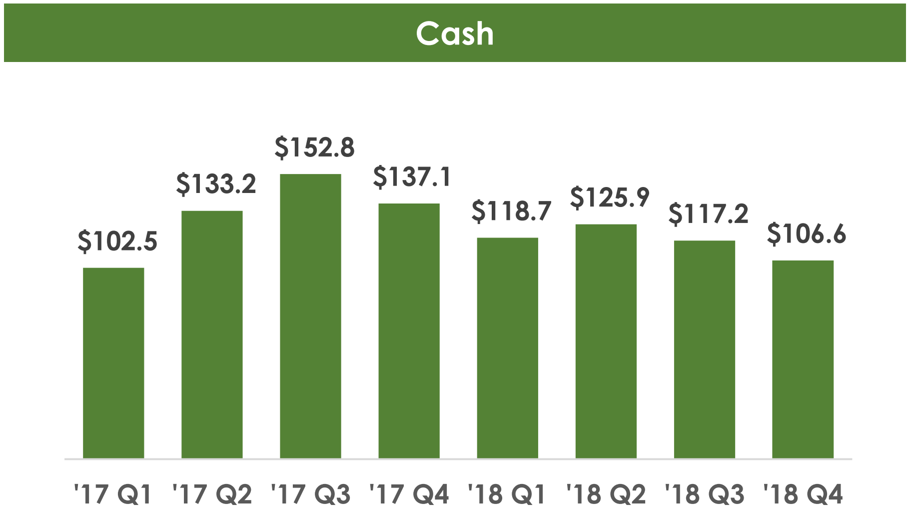


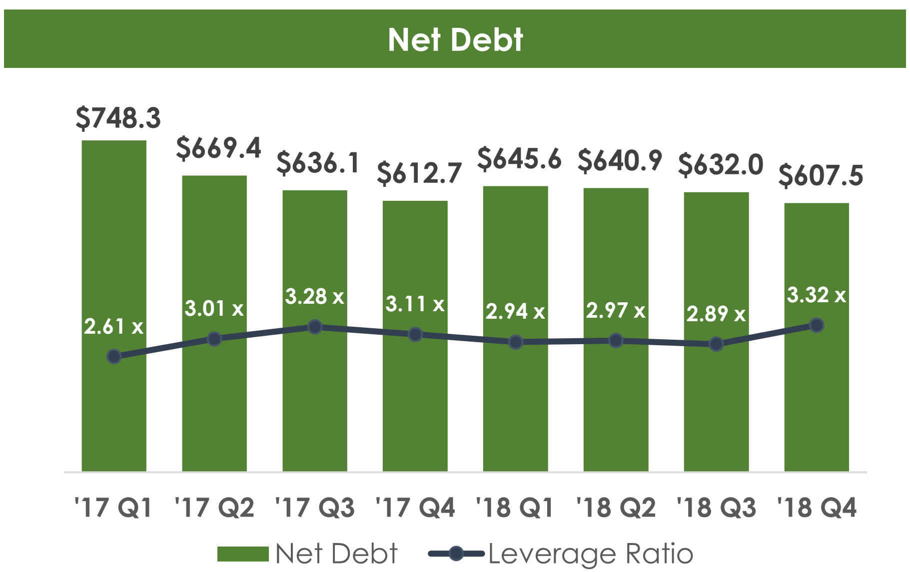


- Operating cash flow was $53.9 million for Q4 2018
- Capital expenditures were $22.5 million for Q4 2018
- For FY 2019, we anticipate cash flow from operations of $100 million to $150 million
  - $35 million of CEO Succession and $40 million in costs to implement Project Terra
- We expect the capital expenditures to be approximately $80 million to $100 million in FY 2019
  - Capital expenditures ~$30 million higher due to investments in high growth businesses, e.g. Personal Care and soup manufacturing consolidation in the UK

$ in millions; Operating cash flow and capital expenditures on this slide exclude contribution from HPP

Balance Sheet





- Cash balance of $107 million
- Net debt was $608 million, a ~$5 million improvement from prior year
- Leverage ratio increased to 3.32x at the end of Q4 2018 from 3.11x at the end of Q4 2017

$ in millions; Cash and net debt figures on this slide exclude contribution from HPP

Key Elements of Project Terra FY 2019 Program

AlixPartners Is Providing Implementation Support

AlixPartners

Supported Initiatives

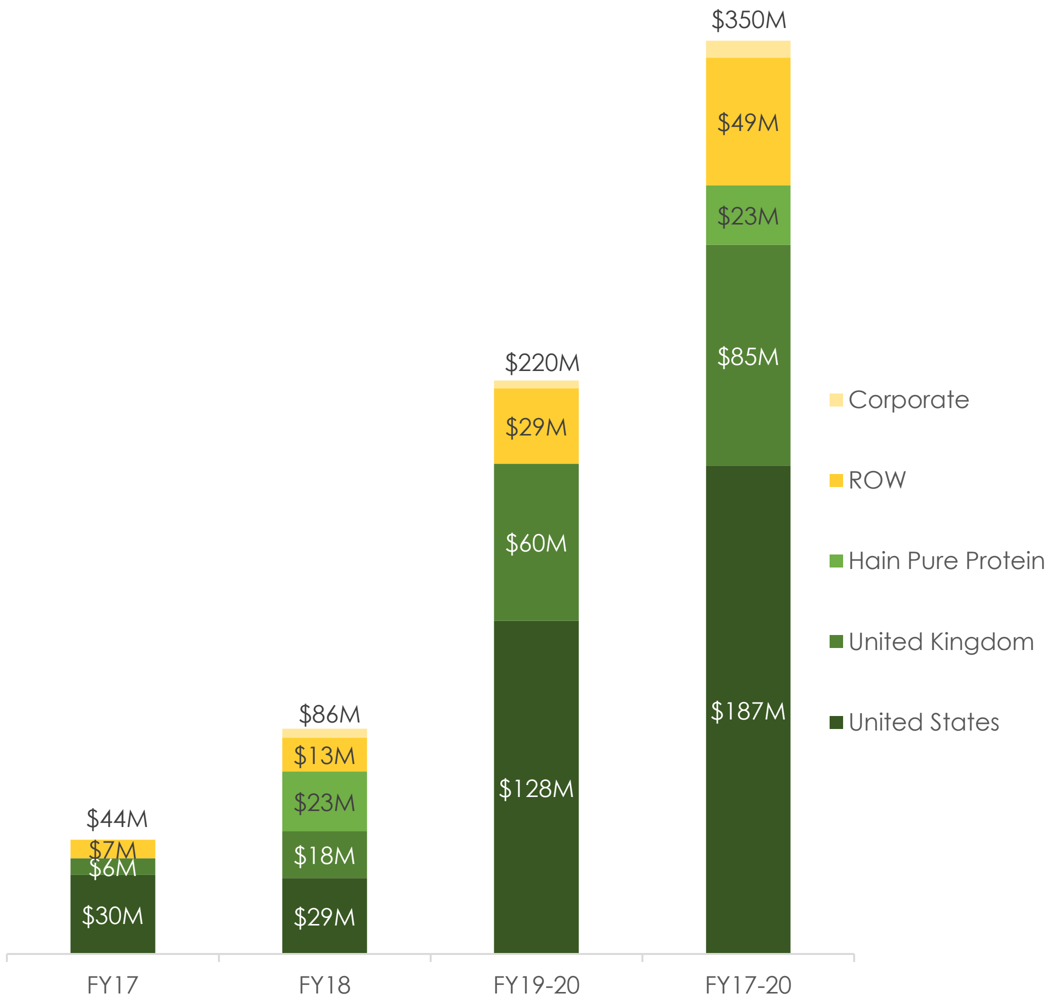
Area	Workstream	FY 2019 Earnings Impact			
		Q1	Q2	Q3	Q4
Commercial	Product portfolio optimization (SKU Rationalization)				
	Trade spend optimization (account hierarchy, event ROI)				
COGS	Ingredient sourcing and co-manufacturer negotiations				
	Plant efficiency improvement program				
	Freight price equalization for delivered shipments				
	Sales operations planning (S&OP) / D&W network optimization				
Indirect	Marketing spend optimization				
	Procurement of third-party services (benefits, temp. labor, etc.)				
	Indirect cost optimization				
		1st Half		2nd Half	
	Total Impact EBITDA, $M	$30-40M		$60-75M	

Partial benefit achieved

Full benefit achieved

Expected Project Terra FY 2019 EBITDA Impact: $90 – 115 million

Project Terra – Results & Targets by Segment



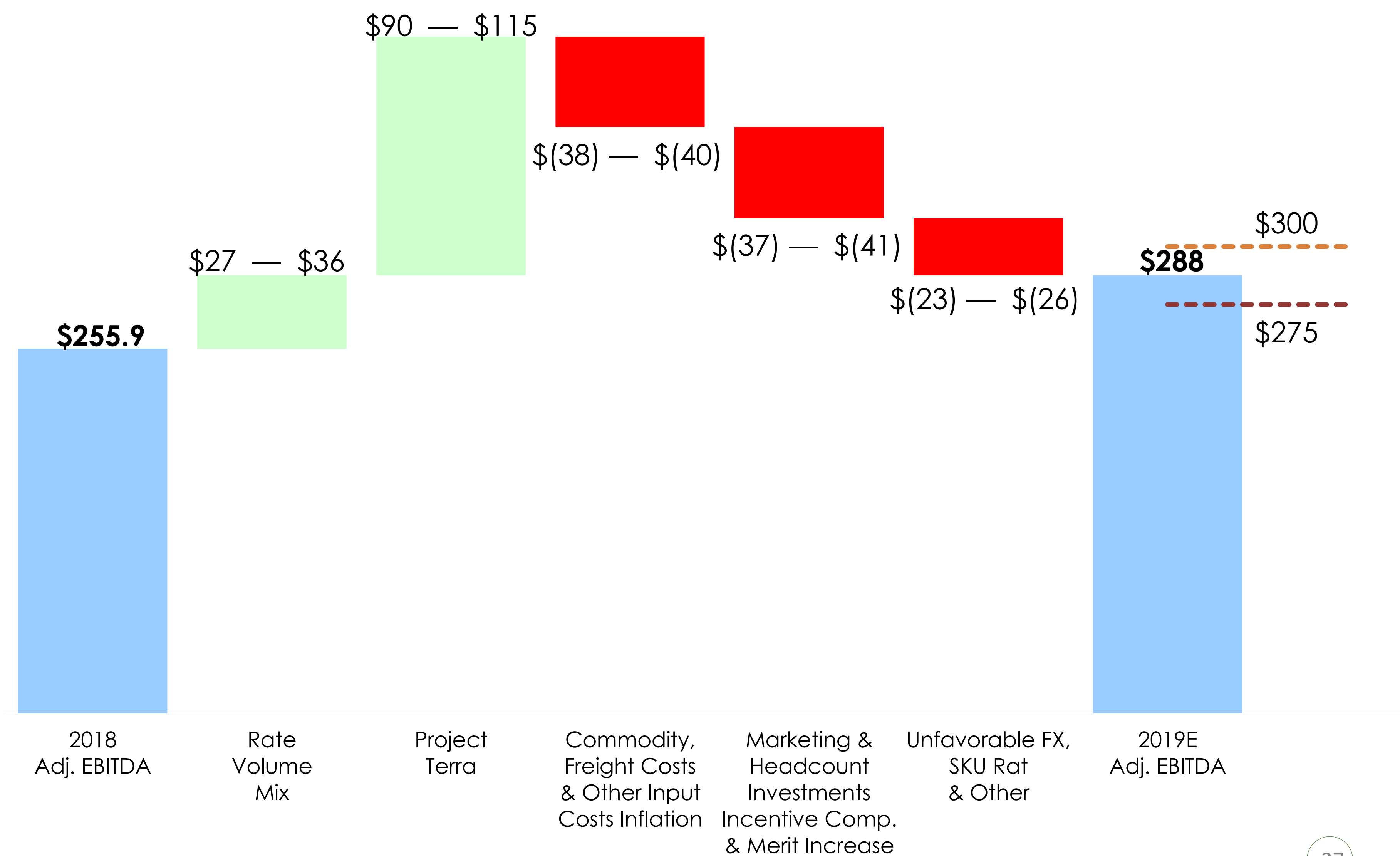
- Conducting a detailed portfolio review to optimize the business, drive efficiency and even further reduce costs
- For FY 2019, we expect to achieve \$90 million to \$115 million in cost savings which will build sequentially throughout the year
- We expect to see a significant improvement in our gross-to-net realization during the second half of the year

FY 2019 Guidance

	2019 Guidance*		Comments
	Low	High	
Net Sales ($M)	$ 2,500	$ 2,560	~2% to 4% increase vs. prior year ~3% to 5% increase vs. prior year at constant currency
Adjusted EBITDA ($M)	$ 275	$ 300	~7% to ~17% increase vs. prior year
Adjusted EPS	$ 1.21	$ 1.38	Assumed tax rate of 27% to 28% Estimated interest and other expenses of ~$30 million Estimated depreciation, amortization and stock-based compensation expense of ~$75 million

*Guidance is based on results for continuing operations and is provided on a Non-GAAP basis. Net sales guidance is not adjusted for acquisitions, divestitures, and certain other items, including the SKU rationalization.

FY 2019 Consolidated Adjusted EBITDA Bridge



Appendix & Reconciliation

Net Sales and Operating Income by Segment

(unaudited and dollars in thousands)	United States	United Kingdom	Rest of World	Corporate/ Other	Total
NET SALES					
Net sales - Three months ended 6/30/18	$ 269,857	$ 239,061	$ 110,680	$ -	$ 619,598
Net sales - Three months ended 6/30/17	$ 285,432	$ 218,315	$ 99,144	$ -	$ 602,891
% change - FY'18 net sales vs. FY'17 net sales	(5.5)%	9.5%	11.6%		2.8%
OPERATING INCOME					
Three months ended 6/30/18					
Operating income	$ 18,623	$ 18,984	$ 8,069	$ (29,096)	$ 16,580
Non-GAAP adjustments (1)	4,571	1,257	1,862	20,211	27,901
Adjusted operating income	$ 23,194	$ 20,241	$ 9,931	$ (8,885)	$ 44,481
Operating income margin	6.9%	7.9%	7.3%		2.7%
Adjusted operating income margin	8.6%	8.5%	9.0%		7.2%
Three months ended 6/30/17					
Operating income	$ 42,262	$ 20,748	$ 10,117	$ (65,953)	$ 7,174
Non-GAAP adjustments (1)	-	942	-	57,661	58,603
Adjusted operating income	$ 42,262	$ 21,690	$ 10,117	$ (8,292)	$ 65,777
Operating income margin	14.8%	9.5%	10.2%		1.2%
Adjusted operating income margin	14.8%	9.9%	10.2%		10.9%

(1) See accompanying table of "Reconciliation of GAAP Results to Non-GAAP Measures"

Net Sales and Operating Income by Segment (cont.)

	United States	United Kingdom	Rest of World	Corporate/ Other	Total
NET SALES					
Net sales - Twelve months ended 6/30/18	$ 1,084,871	$ 938,029	$ 434,869	$ -	$ 2,457,769
Net sales - Twelve months ended 6/30/17	$ 1,107,806	$ 851,757	$ 383,942	$ -	$ 2,343,505
% change - FY'18 net sales vs. FY'17 net sales	(2.1)%	10.1%	13.3%		4.9%
OPERATING INCOME					
Twelve months ended 6/30/18					
Operating income	$ 86,319	$ 56,046	$ 38,660	$ (74,985)	$ 106,040
Non-GAAP adjustments [1]	26,841	14,227	3,985	34,980	80,033
Adjusted operating income	$ 113,160	$ 70,273	$ 42,645	$ (40,005)	$ 186,073
Operating income margin	8.0%	6.0%	8.9%		4.3%
Adjusted operating income margin	10.4%	7.5%	9.8%		7.6%
Twelve months ended 6/30/17					
Operating income	$ 145,307	$ 51,948	$ 32,010	$ (119,842)	$ 109,423
Non-GAAP adjustments [1]	6,193	4,696	(110)	80,402	91,181
Adjusted operating income	$ 151,500	$ 56,644	$ 31,900	$ (39,440)	$ 200,604
Operating income margin	13.1%	6.1%	8.3%		4.7%
Adjusted operating income margin	13.7%	6.7%	8.3%		8.6%

(1) See accompanying table of "Reconciliation of GAAP Results to Non-GAAP Measures"

EBITDA and Adjusted EBITDA Reconciliation

	Three Months Ended		Twelve Months Ended	
	6/30/18	6/30/17	6/30/18	6/30/17
	(unaudited and dollars in thousands)			
Net (loss) income	$ (69,941)	$ 313	$ 9,694	$ 67,430
Net (loss) income from discontinued operations	(65,385)	1,817	(72,734)	1,889
Net (loss) income from continuing operations	$ (4,556)	$ (1,504)	$ 82,428	$ 65,541
Provision (benefit) for income taxes	10,629	2,954	(887)	22,466
Interest expense, net	6,804	4,914	24,339	18,391
Depreciation and amortization	15,670	14,832	60,809	59,567
Equity in net income of equity-method investees	(235)	(84)	(339)	(129)
Stock-based compensation expense	3,122	2,139	13,380	9,658
Stock-based compensation expense in connection with CEO succession agreement	(2,203)	-	(2,203)	-
Goodwill impairment	7,700	-	7,700	-
Long-lived asset and intangibles impairment	5,743	40,452	14,033	40,452
Unrealized currency losses/(gains)	3,143	14,056	(2,027)	12,570
EBITDA	$ 45,817	$ 77,759	$ 197,233	$ 228,516
Acquisition related expenses, restructuring, integration and other charges	6,999	6,095	20,749	9,694
Accounting review and remediation costs, net of insurance proceeds	2,887	9,473	9,293	29,562
Warehouse/Manufacturing Facility start-up costs	3,024	-	4,179	-
Plant closure related costs	1,567	-	5,513	1,804
Recall and other related costs	307	-	580	809
Litigation expense	780	-	1,015	-
Machine break-down costs	-	-	317	-
Co-packer disruption	-	-	3,692	-
Losses on terminated chilled desserts contract	-	2,583	6,553	2,583
Regulated packaging change	-	-	1,007	-
2018 Project Terra SKU rationalization	-	-	4,913	-
Toys "R" Us bad debt	-	-	897	-
2017 Project Terra SKU rationalization	-	-	-	5,360
U.K. deferred synergies due to CMA Board decision	-	-	-	918
Realized currency gain on repayment of GBP denominated debt	-	(14,290)	-	(14,290)
Adjusted EBITDA	$ 61,381	$ 81,620	$ 255,941	$ 264,956

Operating Cash Flow

	Twelve Months Ended	
	6/30/18	6/30/17
	(unaudited and dollars in thousands)	
Cash flow provided by operating activities - continuing operations	$ 121,308	$ 232,695
Purchases of property, plant and equipment	(70,891)	(47,307)
Operating Free Cash Flow	$ 50,417	$ 185,388

GAAP to Non-GAAP Reconciliation

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

	Three Months Ended June 30,					
	2018 GAAP	Adjustments	2018 Adjusted	2017 GAAP	Adjustments	2017 Adjusted
Net sales	$ 619,598	-	$ 619,598	$ 602,891	$ -	$ 602,891
Cost of sales	494,501	(5,346)	489,155	459,029	(942)	458,087
Gross profit	125,097	5,346	130,443	143,862	942	144,804
Operating expenses (a)	90,931	(4,969)	85,962	119,479	(40,452)	79,027
Acquisition related expenses, restructuring, integration and other charges	6,999	(6,999)	-	7,736	(7,736)	-
Accounting review and remediation costs, net of insurance proceeds	2,887	(2,887)	-	9,473	(9,473)	-
Goodwill impairment	7,700	(7,700)	-	-	-	-
Operating income	16,580	27,901	44,481	7,174	58,603	65,777
Interest and other expense (income), net (b)	10,742	(3,143)	7,599	5,808	234	6,042
Provision (benefit) for income taxes	10,629	(1,255)	9,374	2,954	14,332	17,286
Net (loss) income from continuing operations	(4,556)	32,299	27,743	(1,504)	44,037	42,533
Net (loss) income from discontinued operations, net of tax	(65,385)	65,385	-	1,817	(1,817)	-
Net (loss) income	(69,941)	97,684	27,743	313	42,220	42,533
Diluted net (loss) income per common share from continuing operations	(0.04)	0.31	0.27	(0.01)	0.42	0.41
Diluted net (loss) income per common share from discontinued operations	(0.63)	0.63	-	0.02	(0.02)	-
Diluted net (loss) income per common share	(0.67)	0.94	0.27	-	0.40	0.41

GAAP to Non-GAAP Reconciliation (cont.)

Details of Adjustments:

	Three Months Ended June 30, 2018	Three Months Ended June 30, 2017
Warehouse/Manufacturing Facility start-up costs	$ 3,024	$ -
Plant closure related costs	2,015	-
Recall and other related costs	307	-
Losses on terminated chilled desserts contract	-	942
Cost of sales	5,346	942
Gross profit	5,346	942
Intangibles impairment	5,632	14,079
Long-lived asset impairment charge associated with plant closure	111	26,373
Accelerated Depreciation on software disposal	461	-
Litigation expense	780	-
Warehouse/Manufacturing Facility start-up costs	188	-
Stock-based compensation expense in connection with CEO succession agreement	(2,203)	-
Operating expenses (a)	4,969	40,452
Acquisition related expenses, restructuring, integration and other charges	6,999	7,736
Acquisition related expenses, restructuring, integration and other charges	6,999	7,736
Accounting review and remediation costs, net of insurance proceeds	2,887	9,473
Accounting review and remediation costs, net of insurance proceeds	2,887	9,473
Goodwill impairment	7,700	-
Goodwill impairment	7,700	-
Operating income	27,901	58,603
Unrealized currency losses	3,143	14,056
Realized currency gain on repayment of GBP denominated debt	-	(14,290)
Interest and other expense (income), net (b)	3,143	(234)
Income tax related adjustments	1,255	(14,332)
Provision (benefit) for income taxes	1,255	(14,332)
Net income from continuing operations	$ 32,299	$ 44,037

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

GAAP to Non-GAAP Reconciliation (cont.)

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

	Twelve Months Ended June 30,					
	2018 GAAP	Adjustments	2018 Adjusted	2017 GAAP	Adjustments	2017 Adjusted
Net sales	$ 2,457,769	$ -	$ 2,457,769	$ 2,343,505	$ -	$ 2,343,505
Cost of sales	1,942,321	(27,200)	1,915,121	1,824,109	(7,205)	1,816,904
Gross profit	515,448	27,200	542,648	519,396	7,205	526,601
Operating expenses (a)	371,666	(15,091)	356,575	370,023	(44,026)	325,997
Acquisition related expenses, restructuring, integration and other charges	20,749	(20,749)	-	10,388	(10,388)	-
Accounting review and remediation costs, net of insurance proceeds	9,293	(9,293)	-	29,562	(29,562)	-
Goodwill impairment	7,700	(7,700)	-	-	-	-
Operating income	106,040	80,033	186,073	109,423	91,181	200,604
Interest and other expense, net (b)	24,838	2,027	26,865	21,545	1,720	23,265
Provision (benefit) for income taxes	(887)	39,133	38,246	22,466	29,883	52,349
Net income from continuing operations	82,428	38,873	121,301	65,541	59,578	125,119
Net (loss) income from discontinued operations, net of tax	(72,734)	72,734	-	1,889	(1,889)	-
Net income	9,694	111,607	121,301	67,430	57,689	125,119
Diluted net income per common share from continuing operations	0.79	0.37	1.16	0.63	0.57	1.20
Diluted net (loss) income per common share from discontinued operations	(0.70)	0.70	-	0.02	(0.02)	-
Diluted net income per common share	0.09	1.07	1.16	0.65	0.55	1.20

GAAP to Non-GAAP Reconciliation (cont.)

Details of Adjustments:

	Twelve Months Ended June 30, 2018	Twelve Months Ended June 30, 2017
Losses on terminated chilled desserts contract	$ 6,553	$ 942
2018 Project Terra SKU rationalization	4,913	-
Plant closure related costs	5,958	464
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	73
2017 Project Terra SKU rationalization	-	5,360
U.K. deferred synergies due to CMA Board decision	-	366
Cost of sales	27,200	7,205
Gross profit	27,200	7,205
Long-lived asset impairment charge associated with plant closure	8,401	26,373
Intangibles impairment	5,632	14,079
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)	-
Plant closure related costs	-	1,340
U.K. deferred synergies due to CMA Board decision	-	551
Recall and other related costs	-	736
Tilda fire insurance recovery costs and other start-up/integration Costs	-	947
Operating expenses (a)	15,091	44,026
Acquisition related expenses, restructuring, integration and other charges	20,749	10,388
Acquisition related expenses, restructuring, integration and other charges	20,749	10,388
Accounting review and remediation costs, net of insurance proceeds	9,293	29,562
Accounting review and remediation costs, net of insurance proceeds	9,293	29,562
Goodwill impairment	7,700	-
Goodwill impairment	7,700	-
Operating income	80,033	91,181
Unrealized currency (gains)/losses	(2,027)	12,570
Realized currency gain on repayment of GBP denominated debt	-	(14,290)
Interest and other expense, net (b)	(2,027)	(1,720)
Income tax related adjustments	(39,133)	(29,883)
Provision (benefit) for income taxes	(39,133)	(29,883)
Net income from continuing operations	$ 38,873	$ 59,578

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

Net Sales and Adjusted Net Sales Growth

THE HAIN CELESTIAL GROUP, INC.
Net Sales Growth at Constant Currency
(unaudited and in thousands)

	Hain Consolidated	United Kingdom	Rest of World
Net sales - Three months ended 6/30/18	$ 619,598	$ 239,061	$ 110,680
Impact of foreign currency exchange	(19,934)	(13,949)	(5,985)
Net sales on a constant currency basis - Three months ended 6/30/18	$ 599,664	$ 225,112	$ 104,695
Net sales - Three months ended 6/30/17	$ 602,891	$ 218,315	$ 99,144
Net sales growth on a constant currency basis	(0.5)%	3.1%	5.6%

	Hain Consolidated	United Kingdom	Rest of World
Net sales - Twelve months ended 6/30/18	$ 2,457,769	$ 938,029	$ 434,869
Impact of foreign currency exchange	(79,959)	(54,419)	(25,540)
Net sales on a constant currency basis - Twelve months ended 6/30/18	$ 2,377,810	$ 883,610	$ 409,329
Net sales - Twelve months ended 6/30/17	$ 2,343,505	$ 851,757	$ 383,942
Net sales growth on a constant currency basis	1.5%	3.7%	6.6%

Net Sales Growth at Constant Currency and Adjusted for Acquisitions, Divestitures and Other

	Hain Consolidated	United States	United Kingdom	Rest of World
Net sales on a constant currency basis - Three months ended 6/30/18	$ 599,664	$ 269,857	$ 225,112	$ 104,695
Net sales - Three months ended 6/30/17	$ 602,891	$ 285,432	$ 218,315	$ 99,144
Acquisitions	3,538	-	3,165	373
Divestitures	(1,632)	(1,632)	-	-
Castle contract termination	(6,773)	-	(6,773)	-
2017 Project Terra SKU rationalization	(3,185)	(3,185)	-	-
2018 Project Terra SKU rationalization	(12,093)	(11,165)	-	(928)
Inventory realignment	-	-	-	-
Net sales on a constant currency basis adjusted for acquisitions, divestitures and other - Three months ended 6/30/17	$ 582,746	$ 269,450	$ 214,707	$ 98,589
Net sales growth on a constant currency basis adjusted for acquisitions, divestitures and other	2.9%	0.2%	4.8%	6.2%

	Tilda	Hain Daniels	Ella's Kitchen	Hain Celestial Europe	Hain Celestial Canada
Net sales growth - Three months ended 6/30/18	14.5%	8.5%	7.5%	17.7%	9.3%
Impact of foreign currency exchange	(5.6)%	(6.6)%	(6.5)%	(9.4)%	(4.4)%
Impact of acquisitions	0.0%	(2.0)%	0.0%	0.0%	0.0%
Impact of castle contract termination	0.0%	4.5%	0.0%	0.0%	0.0%
Net sales on a constant currency basis adjusted for acquisitions, divestitures and other - Three months ended 6/30/18	9.0%	4.3%	1.0%	8.3%	4.9%

Net Sales and Adjusted Net Sales Growth (cont.)

	Hain Consolidated	United States	United Kingdom	Rest of World
Net sales on a constant currency basis - Twelve months ended 6/30/18	$ 2,377,810	$ 1,084,871	$ 883,610	$ 409,329
Net sales - Twelve months ended 6/30/17	$ 2,343,505	$ 1,107,806	$ 851,757	$ 383,942
Acquisitions	16,000	-	14,796	1,204
Divestitures	(14,967)	(7,999)	(6,968)	-
Castle contract termination	(14,401)	-	(14,401)	-
2017 Project Terra SKU rationalization	(14,359)	(14,359)	-	-
2018 Project Terra SKU rationalization	(25,357)	(23,154)	-	(2,203)
Inventory realignment	33,999	33,999	-	-
Net sales on a constant currency basis adjusted for acquisitions, divestitures and other - Twelve months ended 6/30/17	$ 2,324,420	$ 1,096,293	$ 845,184	$ 382,943
Net sales growth on a constant currency basis adjusted for acquisitions, divestitures and other	2.3%	(1.0)%	4.5%	6.9%

	Tilda	Hain Daniels	Ella's Kitchen	Hain Celestial Europe	Hain Celestial Canada
Net sales growth - Twelve months ended 6/30/18	14.0%	8.7%	13.7%	18.5%	12.5%
Impact of foreign currency exchange	(5.8)%	(6.5)%	(6.6)%	(10.5)%	(4.9)%
Impact of acquisitions	0.0%	(2.4)%	0.0%	0.0%	0.0%
Impact of castle contract termination	0.0%	2.5%	0.0%	0.0%	0.0%
Impact of divestures	0.0%	1.1%	0.0%	0.0%	0.0%
Net sales on a constant currency basis adjusted for acquisitions, divestitures and other - Twelve months ended 6/30/18	8.2%	3.3%	7.0%	8.0%	7.6%