THE HAIN CELESTIAL GROUP, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Organization

The Board of Directors (the "*Board*") of The Hain Celestial Group, Inc. (the "*Company*") shall designate annually a Nominating and Governance Committee (the "*Committee*") comprised of three or more Directors, who may be appointed and removed by the Board in its discretion. The members of the Committee shall be "independent" directors as determined in accordance with the rules and regulations of the Nasdaq Stock Market ("*Nasdaq*"), except as otherwise permitted by applicable Nasdaq rules, and shall also comply with and satisfy all other applicable laws, rules, regulations, and requirements. The Committee shall report regularly to the Board.

A Chair of the Committee shall be elected annually by the Board, based upon the recommendation of the Committee.

Purpose

The purpose of the Committee is to (1) identify individuals qualified to serve on the Board and to recommend that the Board select director nominees to be considered for election at the Company's next annual meeting of shareholders or to be appointed by the Board to fill an existing or newly created vacancy on the Board, (2) identify and recommend a Director to serve as Chair of the Board, (3) identify and recommend Directors to serve on each Board committee and to serve as chairs thereof, (4) develop and revise, as appropriate, Corporate Governance Guidelines applicable to the Company and recommend such guidelines to the Board, (5) oversee the annual Board and committee self-evaluation process, (6) oversee the Company's policies and strategies related to talent management and culture, including impact matters; and (7) otherwise take a leadership role in shaping the corporate governance of the Company.

Meetings

The Committee shall meet as often 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 (the "*CEO*") of the Company or a majority of the members of the Committee. 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.

Authorities and Responsibilities

The Committee shall:

1) Review and periodically reassess the Board Membership Criteria set forth in the Company's Corporate Governance Guidelines (the "*Board Membership Criteria*").

2) Identify individuals qualified to serve on the Board and, with the input of the CEO, recommend to the Board select director nominees to be considered for election at the Company's next annual meeting of stockholders or to be appointed by the Board to fill an existing or newly created vacancy on the Board in accordance with the Board Membership Criteria; provided, if the Company is legally required by contract or otherwise to permit a third party to designate one or more of the directors to be elected or appointed then the nomination or appointment of such directors shall be governed by such contractual or other applicable requirements.

3) Review written proposals for director nominees received from stockholders of the Company in accordance with the Company's Corporate Governance Guidelines and By-Laws.

4) Review and make recommendations to the Board regarding the Company's response to stockholder proposals for inclusion in the Company's annual proxy statement.

5) Identify and recommend to the Board qualified directors to serve on each Board committee and to serve as chairs thereof. In addition, the Committee may designate a member of the Committee to participate in meetings of any other Board committee with the concurrence of the chair of such other committee.

6) Review Corporate Governance Guidelines applicable to the Company and recommend such guidelines to the Board. The Committee shall review such guidelines at least annually and, when necessary or appropriate, recommend changes to such guidelines to the Board.

7) Review and periodically make recommendations to the Board concerning the composition, size, structure and activities of the Board and committees.

8) On an annual basis, review and reassess the adequacy of the charter of each Board committee and, when necessary or appropriate, recommend changes in such charters to the Board.

9) Oversee the Board and committee self-evaluation process, and periodically conduct an evaluation of the Committee's own performance.

10) Periodically evaluate succession planning for the Board, including for Board leadership positions, and review each director's continued service on the Board annually.

11) Review and assess the management succession plan for all executive officers and members of the executive management team, including the CEO, and annually review such assessment with the Board.

12) Review and provide oversight of the Company's policies and strategy related to talent management and culture, which may include but are not limited to the Company's employee engagement program, talent pipeline, talent development, employee demographics, employee engagement, workplace health and safety, and communication programs.

13) Oversee and monitor compliance with the Company's Global Code of Conduct (the "*Code of Conduct*"). Review the Code of Conduct periodically and, when necessary or appropriate, recommend changes to the Board.

14) To the extent authorized by the Board and applicable law, regulations or listing requirements, approve proposed waivers for directors or executive officers and review any material waivers for non-executive officers or employees granted under the Company's Code of Conduct. The Company shall make disclosure of such waivers as required by applicable law, regulations or listing requirements.

15) Review and approve the requests of directors and management seeking to accept invitations to serve on the boards of directors of other public companies and committees thereof, in accordance with the Corporate Governance Guidelines.

16) On an annual basis, provide the Board with its assessment of which directors or director nominees should be considered independent.

17) Oversee the Company's strategy on global sustainability and corporate citizenship, including its programs, policies and practices relating to impact matters. The Committee will evaluate the impact of Company practices on communities and individuals, and will review and recommend to the Board for approval, policies and procedures relating to the Company's corporate

global sustainability, impact and corporate citizenship activities. Once adopted, and at least annually, the Committee will review these matters with management and make recommendations to the Board for updates as appropriate.

18) Review and provide input regarding the Company's position and response to significant public policy issues that may affect the Company's public image and reputation, including the evaluation of issues, trends, regulations, risks and the internal and external implications thereof.

19) Oversee the orientation of new directors and assess the need for continuing education in governance developments.

20) Monitor the development of best practices regarding corporate governance and take a leadership role in shaping the corporate governance of the Company.

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, any search firm (including those used to identify individuals qualified to serve on the Board), 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 as determined by the Committee, shall be paid promptly by the Company in accordance with its normal business practices.

The Committee shall perform such other activities as the Committee or the Board may from time to time deem necessary or appropriate.

Effectiveness

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