

A HEALTHY WAY OF  
**DOING BUSINESS**



**CODE OF BUSINESS CONDUCT AND ETHICS**

## A MESSAGE FROM

# Our President & CEO



At The Hain Celestial Group, Inc. (“**Hain Celestial**”), we help consumers lead A Healthy Way of Life™ by offering a variety of better-for-you product choices. We also strive to provide a Healthy Way of Doing Business by conducting our business consistent with the highest standards of business ethics. Hain Celestial places the highest value on being an ethical company with a reputation for honesty, fairness and integrity. We have an obligation to our consumers, employees, shareholders, customers, suppliers, community representatives and other business contacts to be honest, fair and forthright in all of our business activities.

As an employee of Hain Celestial, you are faced every day with a number of business decisions. It is your personal responsibility to uphold our high standards of business ethics in each and every one of these situations. It is not possible for our Code of Business Conduct and Ethics (the “**Code**”) to address every situation that you may encounter. When you are faced with an ethical issue, we hope that this Code will serve as a guide to help you make the right choice.

We encourage you to take this opportunity to review the Code and to discuss any questions you may have directly with your supervisor or with our General Counsel. The guidelines set out in this Code are to be followed at all levels of this organization by our directors, officers and employees. Adhering to the Code is important for our future and to ensuring that Hain Celestial continues to be the kind of company in which we can all take pride.

Thank you for your continued dedication to Hain Celestial and your commitment to upholding the standards set forth in the Code.



Irwin D. Simon  
President and Chief Executive Officer

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# ABOUT THE

# Code of Conduct

## Why Do We Have a Code?

This Code contains general guidelines for conducting the business of Hain Celestial consistent with the highest standards of business ethics. It serves as a guide for our daily business interactions and reflects our corporate values and standard for proper behavior. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, we adhere to these higher standards.

For purposes of this Code, our “**Company**” or “**Hain Celestial**” include all wholly owned entities and affiliates of The Hain Celestial Group, Inc.

## Who Must Follow the Code?

This Code applies to all of our directors, officers and employees. We refer to all persons covered by this Code as “**Hain Celestial employees**” or simply “**employees**.” We expect everyone working on our behalf, including consultants, agents, suppliers and business partners, to adhere to our high ethical standards.

## What are our Responsibilities under the Code?

As Hain Celestial employees, we have made a commitment to follow the principles set forth in the Code. To do this, we must:

- Familiarize ourselves with and follow the Code and all policies, laws and regulations that apply to our job.
- Report concerns and known or suspected misconduct promptly.

Annually, we certify our commitment to these principles. At this time, we certify that we have read and understand the Code, and that we are not aware of any violations of the Code.

## Do Supervisors have Additional Responsibilities?

Yes, supervisors are also required to:

- Act as role models, holding themselves up to the highest standards of ethical business conduct.
- Create and sustain a work environment where employees know that ethical behavior is expected of them and are comfortable raising questions and concerns.
- Ensure that employees who need to know additional information to do their jobs receive appropriate policies and training.
- Monitor and reinforce compliance with the Code.
- Immediately report known or suspected ethical or legal misconduct and never retaliate or ignore acts of retaliation by others.

## How Will I Know if There is an Issue?

The Code attempts to address the most common ethical and legal issues that might arise. However, this Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you are uncertain, ask yourself the following questions:

- Am I authorized to do this?
- Does this action comply with the law?
- Does it feel like the right thing to do?
- Is the action consistent with the Code and other Company policies?
- Would I feel comfortable reporting this action to others?

If the answer to any of these questions is “NO,” do not take the action. Ask others for guidance if you have more questions about the situation.

You may be faced with ethical and legal dilemmas while conducting business internationally. If another country’s law, custom or business practice conflicts with the Code, our Company policies or U.S. laws, contact the General Counsel for guidance.

## How Should I Seek Help and Report Violations of the Code?

If you feel uncomfortable about a situation or have any doubts about whether it is consistent with Hain Celestial’s ethical standards, seek help.

All employees have a duty to report any known or suspected violation of this Code, including any violation of the laws, rules, regulations or policies that apply to Hain Celestial. All reports will be treated with sensitivity and discretion, and Hain Celestial employees will protect your confidentiality to the extent possible, consistent with law and Hain Celestial’s need to investigate your concern.

To seek help or report potential violations of the Code, you should:

- Contact your supervisor for help first, or your local human resources representative.
- Contact the General Counsel.
- Contact the Business Conduct Hotline at 1-855-866-2136\* or
- [www.hain.ethicspoint.com](http://www.hain.ethicspoint.com)

Check the last page of the Code for contact information for seeking help or reporting known or suspected violations of the Code.

## How Do I Make an Anonymous Report?

You can make an anonymous report by contacting the Business Conduct Hotline. The Business Conduct Hotline is run by an independent third party and available 24 hours a day, 7 days a week. Hain Celestial will not assist us in investigating your concern. Every reasonable effort will be made to ensure that all questions and information will be handled discretely.

\* From the U.S. and Canada. For dialing instructions from other international locations, please see the last page of the Code.

## **What if I am Retaliated Against for Reporting a Violation of the Code?**

Hain Celestial prohibits retaliation against an employee who, in good faith, seeks help or reports known or suspected violations. Any reprisal or retaliation against an employee because the employee, in good faith, sought help or filed a report will be subject to disciplinary action, including potential termination of employment. If you believe you have experienced retaliation, you should report it immediately.

## **What are the Consequences for Violating the Code?**

Any employee who violates this Code will be subject to appropriate discipline, which may include termination of employment. This determination will be based upon the facts and circumstances of each particular situation. An employee accused of violating this Code will be given an opportunity to present his or her version of the events at issue prior to any determination of appropriate discipline. Your conduct as a representative of Hain Celestial, if it does not comply with the law or with this Code, can result in serious consequences for both you and Hain Celestial. Employees who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and prison terms. Hain Celestial may also face substantial fines and penalties and may incur damage to its reputation and standing in the community.

## **Waivers of the Code.**

Waivers of this Code for employees or non-executive officers may be made only by Hain Celestial's General Counsel. Any waiver of this Code for directors or executive officers may be made only by the Corporate Governance and Nominating Committee of our Board of Directors and will be disclosed to the public as required by law or the rules of the The NASDAQ Stock Market. 🌱

# A HEALTHY WAY OF

# Dealing With Each Other

## **We Treat Each Other with Honesty and Respect.**

Hain Celestial employees should cooperate with each other to promote a healthy working environment. This includes open and honest communications among employees, working as a team and treating each other with fairness and respect. Hain Celestial pursues fair employment practices in every aspect of its business.

## **We do not Tolerate Harassment or Discrimination.**

Hain Celestial is committed to providing equal opportunity and fair treatment to all individuals, without discrimination because of race, color, religion, national origin, sex (including pregnancy), sexual orientation, age, physical or mental disability, marital status, veteran status or other characteristic protected by law. Hain Celestial prohibits harassment in any form, whether physical or verbal and whether committed by supervisors, non-supervisory personnel or non-employees. Harassment may include, but is not limited to, offensive sexual flirtations, unwanted sexual advances or propositions, verbal abuse, sexually or racially degrading words, or the display in the workplace of sexually suggestive objects or pictures.

## **We Promote a Safe Working Environment.**

### **We must follow all safety procedures and report any safety hazards or unsafe behavior.**

We must all work together to maintain a safe and healthy work environment. This means we are required to follow all safety laws and procedures, observe posted safety-related signs and use prescribed safety equipment. You should immediately report any unsafe conditions or activities to your supervisor or human resources manager.

**Q:** My co-worker, Steve, keeps telling racially charged jokes. He thinks they are funny, but they make some of my co-workers and me uncomfortable. I told our supervisor, but she has done nothing. What should I do?

**A:** You should report the situation to your local Human Resources representative or call the Business Conduct Hotline. Steve's conduct is creating an unhealthy work environment.

**Q:** My supervisor suggested cutting out one of our safety procedures to speed up the production line. I am concerned that the new process may not be safe. What should I do?

**A:** You should report it immediately to the plant manager, human resources manager or the Business Conduct Hotline. Safety should never be compromised. You also have the right to refuse to do work you reasonably believe may cause harm to you, your colleagues or consumers.

**Q:** My friend has recently been coming into work with alcohol on his breath. While he does not seem impaired, I worry that he may be drunk on the job. What should I do?

**A:** While it may be difficult to report a friend, if you believe that he has been violating the Code, you have a duty to report it.

### **We are committed to maintaining a drug-free work place.**

All Hain Celestial employees must comply strictly with Hain Celestial policies regarding the abuse of alcohol and the possession, sale and use of illegal substances. Drinking alcoholic beverages is prohibited while on duty or on Hain Celestial premises, except at specified Hain Celestial-sanctioned events. Possessing, using, selling or offering illegal drugs and other controlled substances is prohibited under all circumstances while on duty or on Hain Celestial premises. Likewise, you are prohibited from reporting for work, or driving a Hain Celestial-owned vehicle or any vehicle on Hain Celestial business, while under the influence of alcohol or any illegal drug or controlled substance.

### **We will not tolerate violence or threats of violence in, or related to, the workplace.**

The safety and security of Hain Celestial employees is vitally important. Employees who experience, witness or otherwise become aware of a violent or potentially violent situation that occurs on Hain Celestial's property or affects Hain Celestial's business must immediately report the situation.

We do not permit any individual to have weapons of any kind in or on Hain Celestial property or vehicles, while on the job or off-site while on Hain Celestial business. This is true even if you have obtained legal permits to carry weapons.

### **We Safeguard Employee Information.**

During the course of our employment, we provide personal confidential information to the Company.

Examples of confidential employee information include:

- Compensation information
- Benefits information
- Medical records
- Contact information, such as home addresses and telephone numbers

Hain Celestial is committed to protecting this information, whether in paper or electronic format. Access to this information is limited to employees who have appropriate authorization and a legitimate business need for that information. 

# A HEALTHY WAY OF Dealing With Consumers

## We Produce Safe, High Quality Products.

Our consumers count on us to provide high-quality products and we must earn their loyalty and trust. We must make sure that all products we sell are safe, by meeting not only safety standards required by law, but our own high standards. If you participate in the manufacturing of our products or have contact with the equipment or materials that produce them, you must follow all safety and quality procedures that apply to your job. We must also ensure that materials we receive from suppliers are of the utmost quality. If you know or suspect that a supplier is not upholding its commitment to quality and safety, you must report it. Consumer health, safety and well-being are extremely important to us, and you must immediately report any issues you encounter related to product safety or quality.

## We Truthfully Market, Promote and Advertise our Products.

We must never make misleading or false statements about our products or those of our competitors. All descriptions of our products must be fair and accurate, and otherwise in compliance with law. 🌱



# A HEALTHY WAY OF

# Working With Customers, Suppliers and Competitors

## **We Deal Fairly with Customers, Suppliers and Competitors.**

Employees should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice. Our commitment to fair dealing means that:

**Q:** Julie is negotiating with a supplier and considers mentioning that if the supplier offers a very low price now, it will lead to increased business from Hain Celestial in the future. Julie knows the chances of this happening are low but wants to get the very best price she can for Hain Celestial. Is this the right thing to do?

**A:** No. Julie must only make statements that are completely honest when negotiating with suppliers. Taking advantage of a supplier is unethical.

- Information we supply should be accurate and complete to the best of our knowledge. Employees should not deliberately misrepresent information.
- Our relationships with suppliers are based on price, quality, service and reputation, among other factors. Employees dealing with suppliers should carefully guard their objectivity.

## **We Do Not Make Improper Payments to Gain Business Advantage.**

An improper payment to gain advantage in any situation is never acceptable and exposes you and possibly Hain Celestial to criminal prosecution. Hain Celestial expressly prohibits improper payments in all business dealings, in and out of the U.S., with both governments and the private sector. Improper payments should not be confused with reasonable and limited expenditures for gifts and business entertainment, which is a common business practice. Appropriate business gifts and entertainment are welcome courtesies designed to build relationships and

understanding among business partners. However, gifts and entertainment should not compromise, or appear to compromise, your ability to make objective and fair business decisions.

It is your responsibility to use good judgment in this area. As a general rule, you may give or receive gifts or entertainment to or from customers or suppliers only if the gift or entertainment would not be viewed as an inducement to or reward for any particular business decision. All gifts and entertainment expenses should be properly accounted for on expense reports. The following specific examples may be helpful:

## Meals and Entertainment.

You may occasionally accept or give meals, refreshments or other entertainment if:

- The items are of reasonable value;
- The purpose of the meeting or attendance at the event is business related; and
- The expenses would be paid by Hain Celestial as a reasonable business expense if not paid for by another party.

Entertainment of reasonable value may include food and tickets for sporting and cultural events if they are generally offered to other customers, suppliers or vendors.

## Personal Gifts.

You may accept or give personal gifts of reasonable value that are related to

recognized special occasions such as a graduation, promotion, new job, wedding, retirement or a holiday.

A gift is also acceptable if it is based on a family or personal relationship and unrelated to the business involved between the individuals.

## Gifts Rewarding Service or Accomplishment.

You may accept a gift from a civic, charitable or religious organization specifically related to your service or accomplishment.

If you conduct business in other countries, you must be particularly careful that gifts and entertainment are not construed as bribes, kickbacks or other improper payments. See “We Comply with Laws Governing our Business Internationally” for a more detailed discussion of our policies regarding giving or receiving gifts related to business transactions in other countries.

Note: Gifts and entertainment may not be offered to or exchanged with under any circumstances to or with any employees of the U.S. federal, state or local governments.

## We Comply with Antitrust and Competition Laws.

Hain Celestial is committed to free and open competition in the marketplace. Employees should avoid actions that would be contrary to laws governing competitive practices in the marketplace, including federal, state and foreign antitrust laws. Antitrust laws of the U.S. and other countries are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. Our policy is to compete vigorously and ethically while complying with all antitrust, monopoly, competition or cartel laws in all countries, states or localities in which Hain Celestial conducts business.

Violations of antitrust laws carry severe consequences and may expose Hain Celestial and employees to substantial civil damages, criminal fines and, in the case of individuals, prison terms. Whenever any doubt exists as to the legality of a particular action or arrangement, it is your responsibility to contact the General Counsel promptly for assistance, approval and review.

**Q:** A potential new co-packer offers Paul tickets to a professional basketball game. They are part of a season ticket package that the co-packer purchased for business entertainment. Can Paul accept the tickets?

**A:** If the co-packer is planning to attend the game with Paul, Paul can accept the tickets. In this case, the item is of a reasonable value and the purpose of the outing is business related.

## **Actions that Violate U.S. Antitrust Laws.**

In general, U.S. antitrust laws forbid agreements or actions “in restraint of trade.” All employees should be familiar with the general principles of the U.S. antitrust laws. The following is a summary of actions that are violations of U.S. antitrust laws:

- **Price Fixing.** Hain Celestial may not agree with its competitors to raise, lower or stabilize prices or any element of price, including discounts and credit terms.
- **Limitation of Supply.** Hain Celestial may not agree with its competitors to limit its production or restrict the supply of its products.
- **Allocation of Business.** Hain Celestial may not agree with its competitors to divide or allocate markets, territories or customers.
- **Boycott.** Hain Celestial may not agree with its competitors to refuse to sell to or purchase products from third parties. In addition, Hain Celestial may not prevent a customer from purchasing or using products or services from companies other than Hain Celestial.
- **Tying.** Hain Celestial may not require a customer to purchase a product that it does not want as a condition to the sale of a different product that the customer does wish to purchase.

**Q:** While attending the Natural Products Expo West trade show, Martina ran into a friend, David, who works for a Hain Celestial competitor. David inquired about the price of a new Hain Celestial product that was being introduced at the trade show, but not yet offered in stores. Should Martina answer?

**A:** No, Martina should not answer, and should remind David that it is improper for competitors to discuss pricing. Martina should also report the conversation to our General Counsel.

## **Meetings with Competitors.**

Employees should exercise caution in meetings with competitors as such meeting may give rise to the appearance of impropriety. You should try to meet with competitors in a closely monitored, controlled environment for a limited period of time. The contents of your meeting should be fully documented. Specifically, you should avoid any communications with a competitor regarding:

- Prices;
- Costs;
- Market share;
- Allocation of sales territories;
- Profits and profit margins;
- Supplier’s terms and conditions;
- Product or service offerings;
- Terms and conditions of sale;
- Production facilities or capabilities;
- Bids for a particular contract or program;
- Selection, retention or quality of customers; or
- Distribution methods or channels.

## **Professional Organizations and Trade Associations.**

Employees should be cautious when attending meetings of professional organizations and trade associations at which competitors are present. Attending meetings of professional organizations and trade associations is both legal and proper, if such meetings have a legitimate business purpose. At such meetings, you should not discuss pricing policy or other competitive terms, plans for new or expanded facilities or any other proprietary, competitively sensitive information.

## We Comply with Laws Governing our Business Internationally.

### Foreign Corrupt Practices Act.

The Foreign Corrupt Practices Act (the “FCPA”) prohibits Hain Celestial and its employees from offering or giving money or any other item of value to win or retain business or to influence any act or decision of any governmental official, political party, candidate for political office or official of a public international organization. Stated more concisely, the FCPA prohibits the payment of bribes, kickback or other inducements to foreign officials. This prohibition also extends to payments to a sales representative or agent if there is reason to believe that the payment will be used indirectly for a prohibited payment to foreign officials. Violation of the FCPA is a crime that can result in severe fines and criminal penalties, as well as disciplinary action by Hain Celestial, up to and including termination of employment.

### U.K. Bribery Act.

Unlike the FCPA, the U.K. Bribery Act also prohibits bribery in the private sector. The U.K. Bribery Act prohibits offering, promising or giving a bribe to another person; requesting, agreeing to receive or accepting a bribe from another person, bribing a foreign public official and failing to prevent bribery (a corporate offense) and affects all companies operating in the U.K.

Although the FCPA permits certain facilitating or expediting payments of money, gifts, or other things of value to foreign officials; Hain Celestial prohibits such facilitating or expediting payments because they are illegal under the U.K. Bribery Act and the laws of many other countries. If you believe that a facilitating or expediting payment must be made, you must consult with the General Counsel in advance to try to find a solution that does not include the making of the payment. However, Hain Celestial recognizes that its personnel operating outside of the U.S. may confront situations where payment is demanded to avoid physical harm. In these very limited circumstances, a payment may be made. If such a safety payment is made, you must report it to the General Counsel.

### Other Laws Governing our Business.

Our business is subject to various U.S. and international trade control regulations, including licensing, shipping documentation, import documentation and reporting and record retention requirements. Employees with significant responsibilities in our international business units have an additional responsibility to understand and comply with such applicable laws. These employees are expected to have a working knowledge of the laws and regulations applicable to their job positions. Questions and requests for assistance should be directed to the General Counsel.

Hain Celestial is also subject to U.S. anti-boycott laws and regulations, which prevent U.S. companies and certain of their subsidiaries from taking action in support of a boycott imposed by a foreign country upon a nation that is friendly with the United States. Boycott laws often change and must be closely monitored. To ensure compliance, any boycott issue must be referred to the General Counsel. 🌱

**Q:** I was told I will have to pay extra to a customs official to clear our products through customs. Can I do that?

**A:** No. The laws of most countries prohibit such payments, and Hain Celestial discourages this practice. This is a complicated area and the penalties for violating the laws are severe. If you think a facilitating payment must be made, you must consult with the General Counsel in advance.

# A HEALTHY WAY OF

# Serving the Interests of Our Stockholders

## **We Maintain Accurate and Reliable Records.**

**Q:** Tony has access to Hain Celestial systems that allow him to update customer order information. Tony considers changing the shipment dates in the system so the shipments occur in March instead of April, thus increasing March's sales. Can he do this?

**A:** No. Entering accurate shipment dates is an important part of ensuring Hain Celestial's financial statements are accurate. False entries should not be made, even though doing so may make Hain Celestial's financial results appear better.

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports and other disclosures to the public and guide our business decision-making and strategic planning. Hain Celestial records include booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of our business.

All Hain Celestial records must be complete, accurate and reliable in all material respects. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited. You are responsible for understanding and complying with our record keeping policy. Ask your supervisor if you have any questions.

**Note:** Hain Celestial has a formal document retention policy that each employee must follow. Please contact your supervisor or the General Counsel to obtain a copy of this policy.

## **We Ensure that Hain Celestial's Financial Disclosures and Other Public Communications are Full, Fair, Accurate, Timely, and Understandable.**

As a public company we are subject to various securities laws, regulations and reporting obligations. Both federal law and our policies require the disclosure of accurate and complete information regarding Hain Celestial's business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage Hain Celestial and result in legal liability.

Hain Celestial's chief executive officer, chief financial officer and chief accounting officer have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. These employees must understand and strictly comply with generally accepted accounting principles and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

## We Protect Hain Celestial's Assets and Use Them Properly.

Employees are entrusted with numerous Hain Celestial assets, including buildings and equipment, inventory, supplies, computers, cash and other financial assets. Employees should protect Hain Celestial's assets and ensure their efficient use for legitimate business purposes. Theft, carelessness and waste have a direct impact on Hain Celestial's profitability. The use of Hain Celestial assets, whether or not for personal gain, for any unlawful or improper purpose is prohibited.

To ensure the protection and proper use of Hain Celestial's assets, each employee should:

- Exercise reasonable care to prevent theft, damage or misuse of Hain Celestial property.
- Report the actual or suspected theft, damage or misuse of Hain Celestial property to a supervisor.
- Use Hain Celestial's telephone system, computer network and other electronic communication services and other property primarily for business-related purposes.
- Safeguard all electronic programs, data, communications and written materials from inadvertent access by others.

Hain Celestial property includes all data and communications transmitted or received to or by, or contained in, Hain Celestial's electronic or telephonic systems. Hain Celestial property also includes all written communications. Employees and other users of this property should have no expectation of privacy with respect to these communications and data. Hain Celestial has the ability, and reserves the right, to monitor all electronic and telephonic communication. These communications may also be subject to disclosure to law enforcement or government officials.

## We Protect Confidential Information.

Employees have access to a variety of confidential information while employed at Hain Celestial. Confidential information includes all information that is not generally disclosed to the public that might be of use to competitors, or, if disclosed, harmful to Hain Celestial or its customers. Some examples of confidential information are: new product or marketing plans, recipes or product formulations, manufacturing processes, sales and profit information, information about customers and suppliers and information about potential acquisitions or divestitures. Unauthorized disclosure or use of confidential information could cause competitive harm to Hain Celestial or its customers and could result in legal liability to you and Hain Celestial. Employees have a duty to safeguard and to not disclose or use all confidential information of Hain Celestial or third parties with which Hain Celestial conducts business, except when disclosure is authorized or legally mandated. The obligation to protect confidential information is ongoing, even after employment ends.

**Q:** I am on the parent teachers association at my daughter's school. Every month they ask me to make copies of fliers concerning fundraising events. If I bring my own paper from home, can I do this at work?

**A:** No. Occasional personal use of Hain Celestial resources is acceptable, but this appears to be a regular activity. Even though you supply the paper, Hain Celestial supplies the equipment, toner and ink.

## **We Avoid Conflicts of Interest.**

Our stockholders expect that our business decisions are made in the best interests of Hain Celestial. Your actions must be motivated by sound business judgment and not by personal interest or gain. A conflict of interest can occur when an employee's private interest interferes, or appears to interfere, with the interests of Hain Celestial as a whole. You should avoid any private interest that influences your ability to act in the interests of Hain Celestial or that makes it difficult to perform your work objectively and effectively. Identifying potential conflicts of interest may not always be clear-cut. The following situations are examples of conflicts of interest:

### **Outside Employment.**

No employee should be employed by, serve as a director of, or provide any services to a company that is a customer, supplier or competitor of Hain Celestial.

### **Improper Personal Benefits.**

No employee should obtain any material (as to him or her) personal benefits or favors because of his or her position with Hain Celestial. Please see "We Do Not Make Improper Payments to Gain Business Advantage" above for additional guidelines in this area.

### **Financial Interests.**

No employee should have a significant financial interest (ownership or otherwise) in any company that is a customer, supplier or competitor of Hain Celestial. As a guide, a "significant financial interest" means (i) ownership by an employee or such employee's family members of any customer, supplier or competitor unless it is a public company and such ownership is greater than 1% of such company's equity; or (ii) an investment in a customer, supplier or competitor that represents more than 5% of the total assets of the employee or family members.

### **Loans or Other Financial Transactions.**

No employee should obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is a customer, supplier or competitor of Hain Celestial. This guideline does not prohibit arms-length transactions with banks, brokerage firms or other financial institutions.

### **Service on Boards and Committees.**

No employee should serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably would be expected to conflict with those of Hain Celestial. Employees may serve on the board of directors or trustees or on a committee of a not-for-profit, charitable, religious, civic or educational organization if its interests do not conflict with those of Hain Celestial.

**Q:** The CEO of one of Hain Celestial's top customers is a close personal friend of mine. My father is in a bind financially, and she offered to loan me some money so I could help my father out. Can I accept?

**A:** No. Even though the loan is from your friend, rather than her company, it could appear to create a conflict of interest.

**Q:** A few years ago, I invested in my sister's business, which makes organic jams and jellies. My sister has approached Hain Celestial about purchasing her business. Must I report my financial interest in her company?

**A:** Yes, all potential conflicts of interest, or even the appearance of a conflict of interest, can damage your reputation or Hain Celestial's reputation and must be reported to your supervisor or the General Counsel.

### **Corporate Opportunities.**

As a Hain Celestial employee, you have an obligation to advance Hain Celestial's interests when the opportunity to do so arises. If you discover or are presented with a business opportunity through your work with Hain Celestial, you should first present the business opportunity to Hain Celestial before pursuing the opportunity in your individual capacity. No employee may use corporate property, information or his or her position with Hain Celestial for personal gain or should compete with Hain Celestial.

### **Actions of Family Members.**

The actions of family members outside the workplace may also give rise to the conflicts of interest described above because they may influence an employee's objectivity in making decisions on behalf of Hain Celestial. For purposes of this Code, "family members" include your spouse or life-partner, brothers, sisters and parents, in-laws and children whether such relationships are by blood or adoption.

### **Disclosure of Conflicts of Interest.**

Hain Celestial requires that employees disclose any situations that reasonably would be expected to give rise to a conflict of interest. If you suspect that you have a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it to your supervisor or the General Counsel. Your supervisor and the General Counsel will work with you to determine whether you have a conflict of interest and, if so, how best to address it. Although conflicts of interest are not automatically prohibited, they are not desirable and may only be waived as described in "Waivers of the Code" above.

### **We Obey Insider Trading Laws.**

Employees must not trade in the stock or other securities of Hain Celestial while in possession of material, non-public information about Hain Celestial. In addition, we cannot recommend, "tip" or suggest that anyone else buy or sell stock or other securities of Hain Celestial on the basis of material, nonpublic information. Similarly, employees with material nonpublic information about a company with whom Hain Celestial does business cannot trade in the stock or securities of the other company while in possession of such information or "tip" others to trade on the basis of such information.

Information is "non-public" if it has not been made generally available to the public by means of a press release or other means of widespread distribution. Information is "material" if a reasonable investor would consider it important in a decision to buy, hold or sell stock or other securities. Examples of information that is generally considered "material" include: financial results or forecasts, important new products or business developments, pending or contemplated acquisitions, sales or mergers or possible management changes or changes of control.

Violation of insider trading laws can result in severe fines and criminal penalties, as well as disciplinary action by Hain Celestial, up to and including termination of employment. For more information concerning insider trading, please refer to Hain Celestial's Insider Trading Policy. Please contact your supervisor or the General Counsel to obtain a copy of this policy.

**Q:** I was talking to my friend and mentioned that I had an upcoming business trip to close the deal for Hain Celestial to acquire Company X. Could this create a problem?

**A:** Yes, assuming the deal has not been announced. First, you divulged Hain Celestial's confidential information to your friend. Second, if Company X is a public company and your friend trades Hain Celestial's or Company X's stock based on your tip, both of you could be charged with insider trading.

## **We Comply with all Laws Applicable to Hain Celestial.**

In addition to the laws specifically mentioned in the Code, Hain Celestial employees have an obligation to comply with all laws, rules and regulations applicable to Hain Celestial. These include, without limitation, laws covering bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice from your supervisor or the General Counsel.

## **We Respond to External Requests for Information Appropriately.**

An employee may not make public statements concerning Hain Celestial unless he or she has been designated as a Hain Celestial spokesperson. If you receive a request for information about Hain Celestial from the stockholders, analysts or the media, refer that person to the Investor Relations Department. 🌱

# A HEALTHY WAY OF Impacting Society

## **We Respect Human Rights.**

We prohibit the following practices and will not knowingly do business with any individual or company that participates in the following practices:

- Exploitation of children, including child labor
- Physical punishment
- Forced or compulsory labor; and
- Unlawful discrimination in employment and occupation.

## **We Comply with Environmental Laws.**

We are committed to continuing to implement environmentally sound business practices. We must meet or exceed the environmental requirements set forth by the environmental laws, rules and regulations applicable to our business. You have a responsibility to promptly report any known or suspected violations of environmental laws or any events that may result in a discharge or emission of hazardous materials. Employees whose jobs involve manufacturing have a special responsibility to safeguard the environment. Such employees should be particularly alert to the storage, disposal and transportation of waste, and handling of toxic materials and emissions into the land, water or air.

## **We Implement Environmentally Sound Business Practices and Manufacturing Processes.**

In addition, we must continually strive to improve our manufacturing and distribution processes so as to minimize our environmental foot print. Employees should look for ways to reduce waste and water consumption, improve our usage of renewable energy and resources and reduce carbon dioxide emissions. For more information and guidance see our Corporate Social Responsibility Report. If you know of a practice that is harmful to the environment or contrary to Hain Celestial's policies discussed in the Corporate Social Responsibility Report, you have a duty to report it. 🌱

## Index of Contact Information

### Business Conduct Hotline:

From the United States and Canada: 1-855-866-2136

From other international locations: Dial the AT&T direct access number\* (listed below) for the country you are calling from. Then dial 855-866-2136.

Belgium: 0-800-100-10

France (France Telecom): 0-800-99-0011

France (Paris Only): 0-800-99-0111

France: 0-800-99-1011

France: 0-800-99-1111

France: 0-800-99-1211

France (Telecom Development): 0805-701-288

Germany: 0-800-225-5288

India: 000-117

Ireland (UIFN): 00-800-222-55288

Ireland (Northern): 0-800-89-0011

Ireland: 1-800-550-000

Norway: 800-190-11

United Arab Emirates: 8000-021

United Kingdom (C&W): 0-500-89-0011

United Kingdom (British Telecom): 0-800-89-0011

\*These AT&T access number change periodically. For the most up-to-date information on international access numbers, consult AT&T's website at [www.att.com/traveler](http://www.att.com/traveler).

### Business Conduct Hotline Internet Address:

[www.hain.ethicspoint.com](http://www.hain.ethicspoint.com)

### General Counsel:

The Hain Celestial Group, Inc.

Attn: General Counsel

1111 Marcus Ave.

Lake Success, NY 11042

(516) 587-5010

[legal@hain.com](mailto:legal@hain.com)

### Human Resources:

The Hain Celestial Group, Inc.

Attn: Senior Vice President - Human Resources

1111 Marcus Ave.

Lake Success, NY 11042

(516) 587-5231

[humanresources@hain.com](mailto:humanresources@hain.com)

### Investor Relations:

The Hain Celestial Group, Inc.

Attn: Investor Relations

1111 Marcus Ave.

Lake Success, NY 11042

(516) 587-5060

[investorrelations@hain.com](mailto:investorrelations@hain.com)



**IMPORTANT! Complete the CERTIFICATION OF COMPLIANCE WITH THE CODE OF BUSINESS CONDUCT AND ETHICS and VERIFICATION FORM and return this certification to your Human Resources Department within two weeks for inclusion in your personnel file.**

