

THE HAIN CELESTIAL GROUP, INC.

AUDIT COMMITTEE CHARTER

Organization

The Board of Directors of The Hain Celestial Group, Inc. (the “*Company*”) shall designate annually, based upon the recommendation of the Corporate Governance and Nominating Committee, an Audit Committee (the “*Committee*”) comprised of three or more Directors, who may be removed by the Board of Directors in its discretion. Each member of the Committee shall be, as determined by the Board of Directors, (1) “independent” as determined in accordance with the rules and regulations of the Nasdaq Stock Market, Inc. (“*Nasdaq*”) and (2) sufficiently financially literate to enable him or her to discharge the responsibilities of an 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 the rules and regulations of the SEC, applicable securities laws, the rules and regulations of the Nasdaq, if applicable, and all other applicable laws, rules, and regulations. The Committee shall report regularly to the Board of Directors.

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

Purpose

The primary purpose of the Committee is to assist the Board of Directors’ oversight of (1) the integrity of the Company’s financial statements, (2) the independent auditor’s qualifications, independence, and performance, and (3) the performance of the Company’s internal controls and procedures.

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, for the appropriateness of the accounting principles and reporting policies that are used by the Company and for 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 Chairman of the Committee, the Chairman of the Board of Directors, or the Chief Executive Officer of the Company. All such meetings shall be held pursuant to the By-Laws of the Company with regard to notice and waiver thereof, and minutes of each such meeting shall be reported to the Board of Directors 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 Auditors

The Committee shall have the sole authority to appoint, retain, and terminate the Company's independent auditor, 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 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 form and delegate to the Chairperson 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 of Directors 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 Public Company Accounting Oversight Board ("*PCAOB*"), 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 (b) disclosure of financial information, earnings releases, and earnings guidance to analysts and rating agencies. The Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.
- 8) Discuss the Company's policies and guidelines which govern the Company's risk assessment and risk management efforts as well as discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- 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.

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 for taking, or recommending that the full Board of Directors 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 of Directors, 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 of Directors 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 Securities Exchange Act of 1934, as amended.
- 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) 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 submission by Company employees of concerns regarding questionable accounting or auditing matters.
- 4) Review and approve all related-party transactions in accordance with the Company's Related Party Transactions Policy and Procedures.
- 5) Review issues that arise with respect to the Company's legal and regulatory compliance.
- 6) Perform such other activities as the Committee or the Board of Directors may from time to time deem necessary or appropriate.

Additional Powers and Responsibilities

The Committee shall have the authority to engage and obtain advice and assistance from independent or outside legal counsel, accountants, and other advisors 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, on an annual basis, review and reassess the adequacy of this Charter and conduct an evaluation of the Committee's own performance during such past year.

Effectiveness

This Committee Charter amends and restates the Company's existing Audit Committee Charter and becomes effective as of September 14, 2018.