

**THE HAIN CELESTIAL GROUP, INC.**  
**Consolidated Balance Sheets**  
(In thousands)

	March 31, 2017 <i>(Unaudited)</i>	June 30, 2016
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 162,642	\$ 127,926
Accounts receivable, net	241,738	278,933
Inventories	435,651	408,564
Prepaid expenses and other current assets	65,017	84,811
Total current assets	905,048	900,234
Property, plant and equipment, net	377,190	389,841
Goodwill, net	1,032,583	1,060,336
Trademarks and other intangible assets, net	567,425	604,787
Investments and joint ventures	18,976	20,244
Other assets	32,361	32,638
Total assets	\$ 2,933,583	\$ 3,008,080
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 237,188	\$ 251,712
Accrued expenses and other current liabilities	101,027	78,803
Current portion of long-term debt	8,457	26,513
Total current liabilities	346,672	357,028
Long-term debt, less current portion	780,868	836,171
Deferred income taxes	123,954	131,507
Other noncurrent liabilities	16,566	18,860
Total liabilities	1,268,060	1,343,566
Stockholders' equity:		
Common stock	1,080	1,075
Additional paid-in capital	1,135,788	1,123,206
Retained earnings	868,509	801,392
Accumulated other comprehensive loss	(240,871)	(172,111)
Subtotal	1,764,506	1,753,562
Treasury stock	(98,983)	(89,048)
Total stockholders' equity	1,665,523	1,664,514
Total liabilities and stockholders' equity	\$ 2,933,583	\$ 3,008,080

**THE HAIN CELESTIAL GROUP, INC.**

**Consolidated Statements of Income**

(in thousands, except per share amounts)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2017 <i>(Unaudited)</i>	2016 Revised <sup>(a)</sup> <i>(Unaudited)</i>	2017 <i>(Unaudited)</i>	2016 Revised <sup>(a)</sup> <i>(Unaudited)</i>
Net sales	\$ 706,563	\$ 736,663	\$ 2,128,026	\$ 2,147,827
Cost of sales	563,170	576,755	1,736,373	1,683,777
Gross profit	143,393	159,908	391,653	464,050
Selling, general and administrative expenses	82,576	78,890	252,730	223,421
Amortization of acquired intangibles	4,543	4,553	13,964	13,896
Acquisition related expenses, restructuring and integration charges, and other	2,083	5,317	2,652	11,235
Accounting review costs	7,124	-	20,089	-
Operating income	47,067	71,148	102,218	215,498
Interest and other expenses, net	7,511	(1,715)	15,824	19,518
Income before income taxes and equity in earnings of equity-method investees	39,556	72,863	86,394	195,980
Provision for income taxes	8,051	23,914	19,322	59,846
Equity in net loss (income) of equity-method investees	177	161	(45)	108
Net income	\$ 31,328	\$ 48,788	\$ 67,117	\$ 136,026
Net income per common share:				
Basic	\$ 0.30	\$ 0.47	\$ 0.65	\$ 1.32
Diluted	\$ 0.30	\$ 0.47	\$ 0.64	\$ 1.31
Weighted average common shares outstanding:				
Basic	103,687	103,265	103,584	103,030
Diluted	104,246	104,087	104,232	104,168

<sup>(a)</sup> See bridge from previously reported to revised amounts in the accompanying table "Consolidated Statements of Income - Fiscal 2016."

**THE HAIN CELESTIAL GROUP, INC.**

**Consolidated Statements of Income**

(in thousands, except per share amounts)

	Three Months Ended December 31,		Three Months Ended September 30,	
	2016	2015 Revised <sup>(a)</sup>	2016	2015 Revised <sup>(a)</sup>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Net sales	\$ 739,999	\$ 743,437	\$ 681,464	\$ 667,727
Cost of sales	601,606	577,176	571,597	529,846
Gross profit	138,393	166,261	109,867	137,881
Selling, general and administrative expenses	85,187	68,981	84,967	75,550
Amortization of acquired intangibles	4,693	4,704	4,728	4,639
Acquisition related expenses, restructuring and integration charges, and other	108	2,498	461	3,420
Accounting review costs	7,005	-	5,960	-
Operating income	41,400	90,078	13,751	54,272
Interest and other expenses, net	3,744	9,365	4,569	11,868
Income before income taxes and equity in earnings of equity-method investees	37,656	80,713	9,182	42,404
Provision for income taxes	10,509	22,602	762	13,330
Equity in net loss (income) of equity-method investees	(38)	31	(184)	(84)
Net income	\$ 27,185	\$ 58,080	\$ 8,604	\$ 29,158
Net income per common share:				
Basic	\$ 0.26	\$ 0.56	\$ 0.08	\$ 0.28
Diluted	\$ 0.26	\$ 0.56	\$ 0.08	\$ 0.28
Weighted average common shares outstanding:				
Basic	103,597	103,017	103,468	102,807
Diluted	104,204	104,161	104,206	104,258

<sup>(a)</sup> See bridge from previously reported to revised amounts in the accompanying table "Consolidated Statements of Income - Fiscal 2016."

**THE HAIN CELESTIAL GROUP, INC.**  
**Consolidated Statements of Income**

(in thousands, except per share amounts)

	Three Months Ended June 30,		Twelve Months Ended June 30,	
	2016 <i>(Unaudited)</i>	2015 Revised <sup>(a)</sup> <i>(Unaudited)</i>	2016	2015 Revised <sup>(a)</sup>
Net sales	\$ 737,547	\$ 680,565	\$ 2,885,374	\$ 2,609,613
Cost of sales	587,466	524,840	2,271,243	2,046,758
Gross profit	<u>150,081</u>	<u>155,725</u>	<u>614,131</u>	<u>562,855</u>
Selling, general and administrative expenses	80,342	71,337	303,763	302,827
Amortization of acquired intangibles	4,973	4,462	18,869	17,846
Goodwill impairment	84,548	-	84,548	-
Tradename impairment	39,724	-	39,724	-
Acquisition related expenses, restructuring and integration charges, and other	<u>5,632</u>	<u>2,587</u>	<u>16,867</u>	<u>8,320</u>
Operating income	(65,138)	77,339	150,360	233,862
Interest and other expenses, net	<u>12,434</u>	<u>1,074</u>	<u>31,952</u>	<u>20,993</u>
Income before income taxes and equity in earnings of equity-method investees	(77,572)	76,265	118,408	212,869
Provision for income taxes	11,086	4,287	70,932	48,535
Equity in net loss (income) of equity-method investees	<u>(61)</u>	<u>(174)</u>	<u>47</u>	<u>(628)</u>
Net income	<u>\$ (88,597)</u>	<u>\$ 72,152</u>	<u>\$ 47,429</u>	<u>\$ 164,962</u>
Net income per common share:				
Basic	<u>\$ (0.86)</u>	<u>\$ 0.70</u>	<u>\$ 0.46</u>	<u>\$ 1.62</u>
Diluted	<u>\$ (0.86)</u>	<u>\$ 0.69</u>	<u>\$ 0.46</u>	<u>\$ 1.60</u>
Weighted average common shares outstanding:				
Basic	<u>103,453</u>	<u>102,610</u>	<u>103,135</u>	<u>101,703</u>
Diluted	<u>103,453</u>	<u>104,005</u>	<u>104,183</u>	<u>103,421</u>

<sup>(a)</sup> See bridge from previously reported to revised amounts in the accompanying table "Consolidated Statements of Income - Fiscal 2015."

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

	Three Months Ended March 31, 2017			Three Months Ended December 31, 2016			Three Months Ended September 30, 2016			Three Months Ended June 30, 2016		
	GAAP	Non-GAAP Adjustments	Non-GAAP	GAAP	Non-GAAP Adjustments	Non-GAAP	GAAP	Non-GAAP Adjustments	Non-GAAP	GAAP	Non-GAAP Adjustments	Non-GAAP
Net sales	\$ 706,563	-	\$ 706,563	\$ 739,999	-	\$ 739,999	\$ 681,464	-	\$ 681,464	\$ 737,547	-	\$ 737,547
Cost of sales	563,170	-	563,170	601,606	(693)	600,913	571,597	(5,570)	566,027	587,466	(5,061)	582,405
Operating expenses <sup>(a)</sup>	87,119	-	87,119	89,880	(2,115)	87,765	89,695	(1,459)	88,236	209,587	(126,083)	83,504
Acquisition related expenses, restructuring and integration charges, and other	2,083	(2,083)	-	108	(108)	-	461	(461)	-	5,632	(5,632)	-
Accounting review cost	7,124	(7,124)	-	7,005	(7,005)	-	5,960	(5,960)	-	-	-	-
Operating Income	47,067	9,207	56,274	41,400	9,921	51,321	13,751	13,450	27,201	(65,138)	136,776	71,638
Interest and other expenses, ne	7,511	(1,791)	5,720	3,744	1,984	5,728	4,569	1,293	5,862	12,434	(7,000)	5,434
Provision for income tax:	8,051	7,480	15,531	10,509	2,215	12,724	762	5,856	6,618	11,086	9,840	20,926
Net income	31,328	3,518	34,846	27,185	5,722	32,907	8,604	6,301	14,906	(88,597)	133,936	45,335
Earnings per share - diluted	0.30	0.03	0.33	0.26	0.05	0.32	0.08	0.06	0.14	(0.86)	1.29	0.43

<sup>(a)</sup> Operating expenses include amortization of acquired intangibles, selling, general, and administrative expenses and goodwill and tradename impairment.

	Three Months Ended March 31, 2017			Three Months Ended December 31, 2016			Three Months Ended September 30, 2016			Three Months Ended June 30, 2016		
	GAAP	Non-GAAP Adjustments	Non-GAAP	GAAP	Non-GAAP Adjustments	Non-GAAP	GAAP	Non-GAAP Adjustments	Non-GAAP	GAAP	Non-GAAP Adjustments	Non-GAAP
HPP costs related to chiller breakdown and factory start up costs	\$ -	-	\$ -	\$ -	-	\$ -	\$ -	-	\$ -	594	-	183
Inventory costs for products discontinued or having redesigned packaging	-	-	-	160	-	45	5,199	-	1,612	3,050	-	942
Recall and other related costs	-	-	-	(110)	-	(31)	183	-	57	-	-	-
UK deferred synergies due to CMA Board decision	-	-	-	179	-	50	188	-	58	450	-	139
Luton closure costs	-	-	-	464	-	129	-	-	-	-	-	-
Costs incurred due to co-packer default	-	-	-	-	-	-	-	-	-	770	-	238
Acquisition related integration cost:	-	-	-	-	-	-	-	-	-	197	-	61
Cost of sales	-	-	-	693	-	193	5,570	-	1,727	5,061	-	1,563
Luton closure costs	-	-	-	1,340	-	375	-	-	-	-	-	-
UK deferred synergies due to CMA Board decision	-	-	-	268	-	75	283	-	88	499	-	154
Recall and other related costs	-	-	-	507	-	140	229	-	71	-	-	-
Tilda fire insurance recovery costs and other startup/integration costs	-	-	-	-	-	-	947	-	293	112	-	35
Litigation expenses	-	-	-	-	-	-	-	-	-	1,200	-	371
Selling, general and administrative expense	-	-	-	2,115	-	590	1,459	-	452	1,811	-	560
Goodwill impairment	-	-	-	-	-	-	-	-	-	84,548	-	-
Tradename impairment	-	-	-	-	-	-	-	-	-	39,724	-	8,856
Operating expenses <sup>(a)</sup>	-	-	-	2,115	-	590	1,459	-	452	126,083	-	9,416
Acquisition related fees and expenses, integration and restructuring charges, including severance, and other	2,083	-	613	108	-	30	461	-	137	2,156	-	666
Fixed asset impairment	-	-	-	-	-	-	-	-	-	3,476	-	621
Acquisition related expenses, restructuring and integration charges, and other	2,083	-	613	108	-	30	461	-	137	5,632	-	1,287
Accounting review costs	7,124	-	2,095	7,005	-	1,955	5,960	-	1,854	-	-	-
Accounting review cost	7,124	-	2,095	7,005	-	1,955	5,960	-	1,854	-	-	-
Unrealized currency impacts	1,791	-	527	(1,984)	-	(553)	(1,293)	-	(401)	7,739	-	(1,428)
Gain on insurance recovery on Tilda related fixed asset purchases	-	-	-	-	-	-	-	-	-	(739)	-	(228)
Interest and other expenses, ne	1,791	-	527	(1,984)	-	(553)	(1,293)	-	(401)	7,000	-	(1,656)
UK tax rate change impact on deferred taxes and reversal of uncertain tax position reserv	-	-	4,245	-	-	-	-	-	2,087	-	-	(770)
Income tax provision	-	-	4,245	-	-	-	-	-	2,087	-	-	(770)
Total adjustments	\$ 10,998	\$ 7,480	\$ 7,937	\$ 2,215	\$ 12,157	\$ 5,856	\$ 143,776	\$ 9,840				

<sup>(a)</sup> Operating expenses include amortization of acquired intangibles, selling, general, and administrative expenses and goodwill and tradename impairment.

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

	Revised <sup>(a)</sup> Three Months Ended March 31, 2016			Revised <sup>(a)</sup> Three Months Ended December 31, 2015			Revised <sup>(a)</sup> Three Months Ended September 30, 2015			Revised <sup>(a)</sup> Three Months Ended June 30, 2015		
	GAAP	Non-GAAP Adjustments	Non-GAAP	GAAP	Non-GAAP Adjustments	Non-GAAP	GAAP	Non-GAAP Adjustments	Non-GAAP	GAAP	Non-GAAP Adjustments	Non-GAAP
	Net sales	\$ 736,663	-	\$ 736,663	\$ 743,437	-	\$ 743,437	\$ 667,727	-	\$ 667,727	\$ 680,565	-
Cost of sales	576,755	(3,054)	573,701	577,176	(841)	576,335	529,846	(1,683)	528,163	524,840	(6,343)	518,497
Operating expenses <sup>(b)</sup>	83,443	(700)	82,743	73,685	(400)	73,285	80,189	(434)	79,755	75,799	(6,677)	69,121
Acquisition related expenses, restructuring and integration charges, and other	5,317	(5,317)	-	2,498	(2,498)	-	3,420	(3,420)	-	2,587	(2,587)	-
Accounting review costs	-	-	-	-	-	-	-	-	-	-	-	-
Operating Income	71,148	9,071	80,219	90,078	3,739	93,817	54,272	5,537	59,809	77,339	15,607	92,947
Interest and other expenses, net	(1,715)	9,149	7,434	9,365	(2,979)	6,386	11,868	(4,463)	7,405	1,074	5,560	6,635
Provision for income taxes	23,914	(1,937)	21,977	22,602	4,697	27,299	13,330	2,358	15,688	4,287	25,177	29,464
Net income	48,788	1,859	50,647	58,080	2,021	60,102	29,158	7,642	36,799	72,152	(15,130)	57,022
Earnings per share - diluted	0.47	0.02	0.49	0.56	0.02	0.58	0.28	0.07	0.35	0.69	(0.14)	0.55

<sup>(a)</sup> See bridge from previously reported to revised amounts in the accompanying tables "Consolidated Statements of Income - Fiscal 2016" and "Consolidated Statements of Income - Fiscal 2015."

<sup>(b)</sup> Operating expenses include amortization of acquired intangibles, selling, general, and administrative expenses and goodwill and tradename impairment.

	Three Months Ended March 31, 2016		Three Months Ended December 31, 2015		Three Months Ended September 30, 2015		Three Months Ended June 30, 2015	
HPP costs related to chiller breakdown and factory start up costs	\$ 3,054	\$ 943	\$ 841	\$ 320	\$ -	\$ -	\$ -	\$ -
UK factory start-up costs	-	-	-	-	743	149	2,900	602
US warehouse consolidation	-	-	-	-	426	162	-	-
Nut butter recall	-	-	-	-	-	-	2,004	761
Acquisition related integration costs	-	-	-	-	514	155	1,439	548
Cost of sales	<u>3,054</u>	<u>943</u>	<u>841</u>	<u>320</u>	<u>1,683</u>	<u>466</u>	<u>6,343</u>	<u>1,911</u>
Tilda fire insurance recovery costs and other startup/integration costs	-	-	-	-	230	46	365	81
Litigation expenses	-	-	-	-	-	-	6,312	2,399
Celestial marketing campaign for new packaging and Keurig transition	700	216	400	152	204	78	-	-
Operating expenses <sup>(b)</sup>	<u>700</u>	<u>216</u>	<u>400</u>	<u>152</u>	<u>434</u>	<u>124</u>	<u>6,677</u>	<u>2,480</u>
Acquisition related fees and expenses, integration and restructuring charges, including severance, and other	3,806	1,175	2,498	549	3,420	1,292	2,587	768
Contingent consideration expense	1,511	466	-	-	-	-	-	-
Acquisition related expenses, restructuring and integration charges, and other	<u>5,317</u>	<u>1,641</u>	<u>2,498</u>	<u>549</u>	<u>3,420</u>	<u>1,292</u>	<u>2,587</u>	<u>768</u>
Unrealized currency impacts	(136)	(1,955)	2,764	310	4,463	476	(5,560)	(652)
Gain on insurance recovery on Tilda related fixed asset purchases	(9,013)	(2,782)	-	-	-	-	-	-
HPP chiller disposal	-	-	215	82	-	-	-	-
Interest and other expenses, net	<u>(9,149)</u>	<u>(4,737)</u>	<u>2,979</u>	<u>392</u>	<u>4,463</u>	<u>476</u>	<u>(5,560)</u>	<u>(652)</u>
UK tax rate change impact on deferred taxes and reversal of uncertain tax position reserve	-	-	-	3,285	-	-	-	-
Gain on tax restructuring	-	-	-	-	-	-	-	20,670
Income tax provision	<u>-</u>	<u>-</u>	<u>-</u>	<u>3,285</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>20,670</u>
Total adjustments	<u>\$ (78)</u>	<u>\$ (1,937)</u>	<u>\$ 6,718</u>	<u>\$ 4,698</u>	<u>\$ 10,000</u>	<u>\$ 2,358</u>	<u>\$ 10,047</u>	<u>\$ 25,177</u>

<sup>(b)</sup> Operating expenses include amortization of acquired intangibles, selling, general, and administrative expenses and goodwill and tradename impairment.

**THE HAIN CELESTIAL GROUP, INC.**  
**Reconciliation of Net Income to Adjusted EBITDA**  
(unaudited and in thousands)

**3 Months Ended**

	<b>3/31/2017</b>	<b>12/31/2016</b>	<b>9/30/2016</b>	<b>6/30/2016</b>	<b>3/31/2016</b>	<b>12/31/2015</b>	<b>9/30/2015</b>
					<b>Revised <sup>(a)</sup></b>	<b>Revised <sup>(a)</sup></b>	<b>Revised <sup>(a)</sup></b>
Net Income	\$ 31,328	\$ 27,185	\$ 8,604	\$ (88,597)	\$ 48,788	\$ 58,080	\$ 29,158
Provision for income taxes	8,051	10,509	762	11,086	23,914	22,602	13,330
Interest expense, net	4,743	4,426	4,354	4,866	6,233	5,416	5,716
Depreciation and amortization	17,131	16,948	17,220	17,524	16,309	16,047	15,743
Equity in net loss (income) of equity method investees	177	(38)	(184)	(61)	161	31	(84)
Stock based compensation expense	2,284	2,531	2,704	2,683	2,776	4,023	3,206
Fixed asset impairment	-	-	-	3,476	-	-	-
Goodwill impairment	-	-	-	84,548	-	-	-
Intangibles impairment	-	-	-	39,724	-	-	-
Unrealized currency gains and losses	1,791	(1,984)	(1,293)	7,739	(136)	2,764	4,463
<b>EBITDA</b>	<u>65,505</u>	<u>59,577</u>	<u>32,167</u>	<u>82,988</u>	<u>98,045</u>	<u>108,963</u>	<u>71,532</u>
Acquisition, restructuring, integration, severance, and other charges	2,083	108	1,408	2,156	3,806	2,498	3,935
Contingent consideration expense, net	-	-	-	-	1,511	-	-
HPPC production interruption related to chiller breakdown and factory start-up costs	-	-	-	594	3,054	1,057	-
Inventory costs for products discontinued or with redesigned packaging	-	160	5,199	3,050	-	-	-
Costs incurred due to co-packer default	-	-	-	770	-	-	-
Litigation Expenses	-	-	-	1,200	-	-	-
UK deferred synergies due to CMA Board decision	-	447	471	949	-	-	-
UK factory start-up costs	-	-	-	-	-	-	743
US warehouse consolidation project	-	-	-	197	-	-	426
Celestial Seasonings marketing support related to new packaging launch and Keurig transition	-	-	-	-	700	300	-
Accounting review costs	7,124	7,005	5,960	-	-	-	-
Recall and other related costs	-	397	412	-	-	-	-
Tilda fire insurance recovery costs and other start-up/integration costs	-	-	-	112	-	-	230
Gain on Tilda fire related fixed asset	-	-	-	(739)	(9,013)	-	-
Luton closure costs	-	1,804	-	-	-	-	-
<b>Adjusted EBITDA</b>	<u>\$ 74,712</u>	<u>\$ 69,498</u>	<u>\$ 45,617</u>	<u>\$ 91,277</u>	<u>\$ 98,103</u>	<u>\$ 112,818</u>	<u>\$ 76,866</u>

<sup>(a)</sup> See bridge from previously reported to revised amounts in accompanying tables "Consolidated Statements of Income - Fiscal 2016" and "Consolidated Statements of Income - Fiscal 2015."

**THE HAIN CELESTIAL GROUP, INC.**  
**Net Sales and Operating Income by Segment**  
(unaudited and in thousands)

**Three Months Ended March 31, 2017 and 2016**

(dollars in thousands)

**NET SALES**

	United States	United Kingdom	Hain Pure Protein	Rest of World	Corporate/ Other	Total
Net sales - Three months ended 03/31/17	\$ 308,539	\$ 181,940	\$ 117,765	\$ 98,319	\$ -	\$ 706,563
Net sales - Three months ended 03/31/16 (revised) <sup>(1)</sup>	\$ 325,384	\$ 206,160	\$ 112,213	\$ 92,906	\$ -	\$ 736,663
% change - FY'17 net sales vs. FY'16 net sales (revised)	-5.2%	-11.7%	4.9%	5.8%		-4.1%

**OPERATING INCOME**

Three months ended 03/31/17

Operating income	\$ 46,838	\$ 11,545	\$ (2,554)	\$ 9,362	\$ (18,124)	\$ 47,067
Non-GAAP Adjustments <sup>(2)</sup>	\$ -	\$ -	\$ -	\$ -	\$ 9,207	\$ 9,207
Non-GAAP operating income	\$ 46,838	\$ 11,545	\$ (2,554)	\$ 9,362	\$ (8,917)	\$ 56,274
Non-GAAP operating income margin	15.2%	6.3%	-2.2%	9.5%		8.0%

Three months ended 03/31/16

Operating income (revised) <sup>(1)</sup>	\$ 56,381	\$ 15,826	\$ 2,427	\$ 8,132	\$ (11,618)	\$ 71,148
Non-GAAP Adjustments <sup>(2)</sup>	\$ 700	\$ (0)	\$ 3,054	\$ (0)	\$ 5,317	\$ 9,071
Non-GAAP operating income (revised)	\$ 57,081	\$ 15,826	\$ 5,481	\$ 8,132	\$ (6,301)	\$ 80,220
Non-GAAP operating income margin (revised)	17.5%	7.7%	4.9%	8.8%		10.9%

(1) See bridge from previously reported to revised amounts on the accompanying tables "Net Sales by Segment" and "Operating Income by Segment"

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

**Three Months Ended December 31, 2016 and 2015**

(dollars in thousands)

**NET SALES**

	United States	United Kingdom	Hain Pure Protein	Rest of World	Corporate/ Other	Total
Net sales - Three months ended 12/31/16	\$ 298,127	\$ 192,825	\$ 152,979	\$ 96,068	\$ -	\$ 739,999
Net sales - Three months ended 12/31/15 (revised) <sup>(1)</sup>	\$ 314,685	\$ 191,254	\$ 144,192	\$ 93,306	\$ -	\$ 743,437
% change - FY'17 net sales vs. FY'16 net sales (revised)	-5.3%	0.8%	6.1%	3.0%		-0.5%

**OPERATING INCOME**

Three months ended 12/31/16

Operating income	\$ 42,552	\$ 6,697	\$ 3,541	\$ 7,477	\$ (18,867)	\$ 41,400
Non-GAAP Adjustments <sup>(2)</sup>	\$ 667	\$ 2,251	\$ -	\$ (110)	\$ 7,113	\$ 9,921
Non-GAAP operating income	\$ 43,219	\$ 8,948	\$ 3,541	\$ 7,367	\$ (11,754)	\$ 51,320
Non-GAAP operating income margin	14.5%	4.6%	2.3%	7.7%		6.9%

Three months ended 12/31/15

Operating income (revised) <sup>(1)</sup>	\$ 50,940	\$ 18,425	\$ 18,162	\$ 7,091	\$ (4,540)	\$ 90,078
Non-GAAP Adjustments <sup>(2)</sup>	\$ 400	\$ -	\$ 841	\$ -	\$ 2,498	\$ 3,739
Non-GAAP operating income (revised)	\$ 51,340	\$ 18,425	\$ 19,003	\$ 7,091	\$ (2,041)	\$ 93,817
Non-GAAP operating income margin (revised)	16.3%	9.6%	13.2%	7.6%		12.6%

(1) See bridge from previously reported to revised amounts on the accompanying tables "Net Sales by Segment" and "Operating Income by Segment"

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

**Three Months Ended September 30, 2016 and 2015**

(dollars in thousands)

**NET SALES**

	United States	United Kingdom	Hain Pure Protein	Rest of World	Corporate/ Other	Total
Net sales - Three months ended 09/30/16	\$ 275,607	\$ 198,776	\$ 116,669	\$ 90,412	\$ -	\$ 681,464
Net sales - Three months ended 09/30/15 (revised) <sup>(1)</sup>	\$ 302,631	\$ 160,855	\$ 123,055	\$ 81,186	\$ -	\$ 667,727
% change - FY'17 net sales vs. FY'16 net sales (revised)	-8.9%	23.6%	-5.2%	11.4%		2.1%

**OPERATING INCOME**

Three months ended 09/30/16

Operating income	\$ 22,063	\$ 4,550	\$ (1,018)	\$ 5,055	\$ (16,899)	\$ 13,751
Non-GAAP Adjustments <sup>(2)</sup>	\$ 5,526	\$ 1,503	\$ -	\$ (0)	\$ 6,421	\$ 13,450
Non-GAAP operating income	\$ 27,589	\$ 6,053	\$ (1,018)	\$ 5,055	\$ (10,478)	\$ 27,201
Non-GAAP operating income margin	10.0%	3.0%	-0.9%	5.6%		4.0%

Three months ended 09/30/15

Operating income (revised) <sup>(1)</sup>	\$ 41,507	\$ 9,842	\$ 10,489	\$ 2,423	\$ (9,989)	\$ 54,272
Non-GAAP Adjustments <sup>(2)</sup>	\$ 1,865	\$ 1,020	\$ 45	\$ 514	\$ 2,093	\$ 5,538
Non-GAAP operating income (revised)	\$ 43,372	\$ 10,863	\$ 10,534	\$ 2,937	\$ (7,896)	\$ 59,809
Non-GAAP operating income margin (revised)	14.3%	6.8%	8.6%	3.6%		9.0%

(1) See bridge from previously reported to revised amounts on the accompanying tables "Net Sales by Segment" and "Operating Income by Segment"

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

**Three Months Ended June 30, 2016 and 2015**

(dollars in thousands)

**NET SALES**

	United States	United Kingdom	Hain Pure Protein	Rest of World	Corporate/ Other	Total
Net sales - Three months ended 06/30/16	\$ 324,857	\$ 216,608	\$ 113,050	\$ 83,032	\$ -	\$ 737,547
Net sales - Three months ended 06/30/15 (revised) <sup>(1)</sup>	\$ 326,262	\$ 180,320	\$ 112,979	\$ 61,004	\$ -	\$ 680,566
% change - FY'16 net sales vs. FY'15 net sales (revised)	-0.4%	20.1%	0.1%	36.1%		8.4%

**OPERATING INCOME**

Three months ended 06/30/16

Operating income	\$ 55,638	\$ 11,907	\$ 480	\$ 9,267	\$ (142,430)	\$ (65,139)
Non-GAAP Adjustments <sup>(2)</sup>	\$ 3,423	\$ 1,061	\$ 794	\$ 394	\$ 131,103	\$ 136,775
Non-GAAP operating income	\$ 59,061	\$ 12,968	\$ 1,274	\$ 9,661	\$ (11,328)	\$ 71,636
Non-GAAP operating income margin	18.2%	6.0%	1.1%	11.6%		9.7%

Three months ended 06/30/15

Operating income (revised) <sup>(1)</sup>	\$ 59,859	\$ 17,186	\$ 10,035	\$ 5,133	\$ (14,874)	\$ 77,339
Non-GAAP Adjustments <sup>(2)</sup>	\$ 3,364	\$ 3,256	\$ 119	\$ -	\$ 8,869	\$ 15,608
Non-GAAP operating income (revised)	\$ 63,223	\$ 20,442	\$ 10,154	\$ 5,133	\$ (6,006)	\$ 92,947
Non-GAAP operating income margin (revised)	19.4%	11.3%	9.0%	8.4%		13.7%

(1) See bridge from previously reported to revised amounts on the accompanying tables "Net Sales by Segment" and "Operating Income by Segment"

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



**THE HAIN CELESTIAL GROUP, INC.**  
**Consolidated Statements of Income - Fiscal 2016**  
(in thousands, except per share amounts)

	Three Months Ended September 30, 2015			Three Months Ended December 31, 2015			Three Months Ended March 31, 2016			Nine Months Ended March 31, 2016		
	Reported <i>(Unaudited)</i>	Adjustment	Revised <i>(Unaudited)</i>	Reported <i>(Unaudited)</i>	Adjustment	Revised <i>(Unaudited)</i>	Reported <i>(Unaudited)</i>	Adjustment	Revised <i>(Unaudited)</i>	Reported <i>(Unaudited)</i>	Adjustment	Revised <i>(Unaudited)</i>
Net sales	\$ 687,188	\$ (19,461)	\$ 667,727	\$ 752,589	\$ (9,152)	\$ 743,437	\$ 749,862	\$ (13,199)	\$ 736,663	\$ 2,189,639	\$ (41,812)	\$ 2,147,827
Cost of sales	535,141	(5,295)	529,846	575,026	2,150	577,176	576,653	102	576,755	1,686,820	(3,043)	1,683,777
Gross profit	152,047	(14,166)	137,881	177,563	(11,302)	166,261	173,209	(13,301)	159,908	502,819	(38,769)	464,050
Selling, general and administrative expenses	86,254	(10,704)	75,550	82,607	(13,626)	68,981	93,915	(15,025)	78,890	262,776	(39,355)	223,421
Amortization of acquired intangibles	4,672	(33)	4,639	4,736	(32)	4,704	4,586	(33)	4,553	13,994	(98)	13,896
Acquisition related expenses, restructuring and integration charges, and other	3,653	(233)	3,420	2,498	-	2,498	5,701	(384)	5,317	11,852	(617)	11,235
Operating income	57,468	(3,196)	54,272	87,722	2,356	90,078	69,007	2,141	71,148	214,197	1,301	215,498
Interest and other expenses, net	11,868	-	11,868	9,365	-	9,365	(1,715)	-	(1,715)	19,518	-	19,518
Income before income taxes and equity in earnings of equity-method investees	45,600	(3,196)	42,404	78,357	2,356	80,713	70,722	2,141	72,863	194,679	1,301	195,980
Provision for income taxes	14,382	(1,052)	13,330	21,379	1,223	22,602	21,576	2,338	23,914	57,337	2,509	59,846
Equity in net loss (income) of equity-method investees	(84)	-	(84)	31	-	31	161	-	161	108	-	108
Net income	\$ 31,302	\$ (2,144)	\$ 29,158	\$ 56,947	\$ 1,133	\$ 58,080	\$ 48,985	\$ (197)	\$ 48,788	\$ 137,234	\$ (1,208)	\$ 136,026
Net income per common share:												
Basic	\$ 0.30	\$ (0.02)	\$ 0.28	\$ 0.55	\$ 0.01	\$ 0.56	\$ 0.47	\$ (0.00)	\$ 0.47	\$ 1.33	\$ (0.01)	\$ 1.32
Diluted	\$ 0.30	\$ (0.02)	\$ 0.28	\$ 0.55	\$ 0.01	\$ 0.56	\$ 0.47	\$ (0.00)	\$ 0.47	\$ 1.32	\$ (0.01)	\$ 1.31
Weighted average common shares outstanding:												
Basic	102,807	102,807	102,807	103,017	103,017	103,017	103,265	103,265	103,265	103,030	103,030	103,030
Diluted	104,258	104,258	104,258	104,161	104,161	104,161	104,087	104,087	104,087	104,168	104,168	104,168

(a) Refer to footnote 2, *Correction of Immaterial Errors to Prior Period Financial Statements*, of the Form 10-K for the Fiscal Year ended June 30, 2016 for further detail of the amounts presented as "Adjustment."

**THE HAIN CELESTIAL GROUP, INC.**  
**Consolidated Statements of Income - Fiscal 2015**

(in thousands, except per share amounts)

	Three Months Ended June 30, 2015			Twelve Months Ended June 30, 2015		
	Reported <i>(Unaudited)</i>	Adjustment <sup>(a)</sup>	Revised <i>(Unaudited)</i>	Reported	Adjustment <sup>(a)</sup>	Revised
Net sales	\$ 698,136	\$ (17,571)	\$ 680,565	\$ 2,688,515	\$ (78,902)	\$ 2,609,613
Cost of sales	530,439	(5,599)	524,840	2,069,898	(23,140)	2,046,758
Gross profit	167,697	(11,972)	155,725	618,617	(55,762)	562,855
Selling, general and administrative expenses	85,904	(14,567)	71,337	348,517	(45,690)	302,827
Amortization of acquired intangibles	4,494	(32)	4,462	17,985	(139)	17,846
Tradename impairment	-	-	-	5,510	(5,510)	-
Acquisition related expenses, restructuring and integration charges, and other	2,587	-	2,587	8,860	(540)	8,320
Operating income	74,712	2,627	77,339	237,745	(3,883)	233,862
Interest and other expenses, net	1,074	-	1,074	22,455	(1,462)	20,993
Income before income taxes and equity in earnings of equity-method investees	73,638	2,627	76,265	215,290	(2,421)	212,869
Provision for income taxes	2,740	1,547	4,287	47,883	652	48,535
Equity in net loss (income) of equity-method investees	(174)	-	(174)	(489)	(139)	(628)
Net income	\$ 71,072	\$ 1,080	\$ 72,152	\$ 167,896	\$ (2,934)	\$ 164,962
Net income per common share:						
Basic	\$ 0.69	\$ 0.01	\$ 0.70	\$ 1.65	\$ (0.03)	\$ 1.62
Diluted	\$ 0.68	\$ 0.01	\$ 0.69	\$ 1.62	\$ (0.03)	\$ 1.60
Weighted average common shares outstanding:						
Basic	102,610	102,610	102,610	101,703	101,703	101,703
Diluted	104,005	104,005	104,005	103,421	103,421	103,421

(a) Refer to footnote 2, *Correction of Immaterial Errors to Prior Period Financial Statements*, of the Form 10-K for the Fiscal Year ended June 30, 2016 for further detail of the amounts presented as "Adjustment."

**THE HAIN CELESTIAL GROUP, INC.**

**Net Sales by Segment**

*(unaudited and in thousands)*

	<b>United States</b>	<b>United Kingdom</b>	<b>Hain Pure Protein</b>	<b>Rest of World</b>	<b>Total</b>
<b>Three months ended 06/30/15</b>					
As Reported	\$ 332,776	\$ 184,852	\$ 118,504	\$ 62,004	\$ 698,136
Adjustment	(6,514)	(4,532)	(5,525)	(1,000)	(17,571)
As Revised	\$ 326,262	\$ 180,320	\$ 112,979	\$ 61,004	\$ 680,565
<b>Twelve months ended 06/30/15</b>					
As Reported	\$ 1,367,388	\$ 735,996	\$ 358,582	\$ 226,549	\$ 2,688,515
Adjustment	(41,392)	(13,166)	(21,385)	(2,959)	(78,902)
As Revised	\$ 1,325,996	\$ 722,830	\$ 337,197	\$ 223,590	\$ 2,609,613
<b>Three months ended 09/30/15</b>					
As Reported	\$ 331,213	\$ 165,354	\$ 123,988	\$ 66,633	\$ 687,188
Adjustment	(12,343)	(4,499)	(933)	(1,686)	(19,461)
As Revised	\$ 318,870	\$ 160,855	\$ 123,055	\$ 64,947	\$ 667,727
Reorganization <sup>(a)</sup>	(16,239)	-	-	16,239	-
As Revised Including Reorganization <sup>(a)</sup>	\$ 302,631	\$ 160,855	\$ 123,055	\$ 81,186	\$ 667,727
<b>Three months ended 12/31/15</b>					
As Reported	\$ 342,298	\$ 194,226	\$ 141,706	\$ 74,359	\$ 752,589
Adjustment	(8,481)	(2,972)	2,486	(185)	(9,152)
As Revised	\$ 333,817	\$ 191,254	\$ 144,192	\$ 74,174	\$ 743,437
Reorganization <sup>(a)</sup>	(19,132)	-	-	19,132	-
As Revised Including Reorganization <sup>(a)</sup>	\$ 314,685	\$ 191,254	\$ 144,192	\$ 93,306	\$ 743,437
<b>Three months ended 03/31/16</b>					
As Reported	\$ 351,887	\$ 208,391	\$ 113,643	\$ 75,941	\$ 749,862
Adjustment	(7,884)	(2,231)	(1,430)	(1,654)	(13,199)
As Revised	\$ 344,003	\$ 206,160	\$ 112,213	\$ 74,287	\$ 736,663
Reorganization <sup>(a)</sup>	(18,619)	-	-	18,619	-
As Revised Including Reorganization <sup>(a)</sup>	\$ 325,384	\$ 206,160	\$ 112,213	\$ 92,906	\$ 736,663
<b>Nine months ended 03/31/16</b>					
As Reported	\$ 1,025,398	\$ 567,971	\$ 379,337	\$ 216,934	\$ 2,189,639
Adjustment	(28,708)	(9,702)	122	(3,525)	(41,812)
As Revised	\$ 996,690	\$ 558,269	\$ 379,459	\$ 213,409	\$ 2,147,827
Reorganization <sup>(a)</sup>	(53,990)	-	-	53,990	-
As Revised Including Reorganization <sup>(a)</sup>	\$ 942,700	\$ 558,269	\$ 379,459	\$ 267,399	\$ 2,147,827
<b>Three months ended 06/30/16</b>					
As Reported	\$ 324,857	\$ 216,608	\$ 113,050	\$ 83,032	\$ 737,547
Reorganization <sup>(a)</sup>	(18,434)	-	-	18,434	-
As Reported Including Reorganization <sup>(a)</sup>	\$ 306,423	\$ 216,608	\$ 113,050	\$ 101,466	\$ 737,547
<b>Twelve months ended 06/30/16</b>					
As Reported	\$ 1,321,547	\$ 774,877	\$ 492,510	\$ 296,440	\$ 2,885,374
Reorganization <sup>(a)</sup>	(72,424)	-	-	72,424	-
As Reported Including Reorganization <sup>(a)</sup>	\$ 1,249,123	\$ 774,877	\$ 492,510	\$ 368,864	\$ 2,885,374

<sup>(a)</sup> Effective July 1, 2016, due to changes to the Company's internal management and reporting structure resulting from the formation of Cultivate, certain brands previously included within the United States operating segment were moved to a new operating segment called Cultivate that is included in the "Rest of World" reportable segment. In order to report fiscal 2017 and 2016 results by segment on a comparable basis, Cultivate fiscal 2016 reporting was recast when it is compared to fiscal 2017.

**THE HAIN CELESTIAL GROUP, INC.**  
**Operating Income by Segment**  
*(unaudited and in thousands)*

	United States	United Kingdom	Hain Pure Protein	Rest of World	Corporate/ Other	Total
<b>Three months ended 06/30/15</b>						
As Reported	\$ 58,870	\$ 16,604	\$ 9,974	\$ 5,778	\$ (16,514)	\$ 74,712
Adjustment	989	582	61	(645)	1,640	2,627
As Revised	\$ 59,859	\$ 17,186	\$ 10,035	\$ 5,133	\$ (14,874)	\$ 77,339
<b>Twelve months ended 06/30/15</b>						
As Reported	\$ 199,901	\$ 46,222	\$ 26,479	\$ 16,438	\$ (51,295)	\$ 237,745
Adjustment	(11,847)	(1,237)	2,206	(1,228)	8,223	(3,883)
As Revised	\$ 188,054	\$ 44,985	\$ 28,685	\$ 15,210	\$ (43,072)	\$ 233,862
<b>Three months ended 09/30/15</b>						
As Reported	\$ 44,466	\$ 10,204	\$ 10,271	\$ 2,095	\$ (9,568)	\$ 57,468
Adjustment	(2,404)	(362)	218	(227)	(421)	(3,196)
As Revised	\$ 42,062	\$ 9,842	\$ 10,489	\$ 1,868	\$ (9,989)	\$ 54,272
Reorganization <sup>(a)</sup>	(555)	-	-	555	-	-
As Revised Including Reorganization <sup>(a)</sup>	\$ 41,507	\$ 9,842	\$ 10,489	\$ 2,423	\$ (9,989)	\$ 54,272
<b>Three months ended 12/31/15</b>						
As Reported	\$ 50,221	\$ 18,768	\$ 18,125	\$ 4,689	\$ (4,081)	\$ 87,722
Adjustment	2,651	(343)	37	470	(459)	2,356
As Revised	\$ 52,872	\$ 18,425	\$ 18,162	\$ 5,159	\$ (4,540)	\$ 90,078
Reorganization <sup>(a)</sup>	(1,932)	-	-	1,932	-	-
As Revised Including Reorganization <sup>(a)</sup>	\$ 50,940	\$ 18,425	\$ 18,162	\$ 7,091	\$ (4,540)	\$ 90,078
<b>Three months ended 03/31/16</b>						
As Reported	\$ 54,546	\$ 16,217	\$ 4,613	\$ 6,198	\$ (12,567)	\$ 69,007
Adjustment	3,981	(391)	(2,186)	(212)	949	2,141
As Revised	\$ 58,527	\$ 15,826	\$ 2,427	\$ 5,986	\$ (11,618)	\$ 71,148
Reorganization	(2,146)	-	-	2,146	-	-
As Revised Including Reorganization <sup>(a)</sup>	\$ 56,381	\$ 15,826	\$ 2,427	\$ 8,132	\$ (11,618)	\$ 71,148
<b>Nine months ended 03/31/16</b>						
As Reported	\$ 149,233	\$ 45,189	\$ 33,009	\$ 12,981	\$ (26,216)	\$ 214,197
Adjustment	4,228	(1,096)	(1,931)	32	69	1,301
As Revised	\$ 153,461	\$ 44,093	\$ 31,078	\$ 13,013	\$ (26,147)	\$ 215,498
Reorganization <sup>(a)</sup>	(4,633)	-	-	4,633	-	-
As Revised Including Reorganization <sup>(a)</sup>	\$ 148,828	\$ 44,093	\$ 31,078	\$ 17,646	\$ (26,147)	\$ 215,498
<b>Three months ended 06/30/16</b>						
As Reported	\$ 55,638	\$ 11,907	\$ 480	\$ 9,267	\$ (142,430)	\$ (65,138)
Reorganization <sup>(a)</sup>	(985)	-	-	985	-	-
As Reported Including Reorganization <sup>(a)</sup>	\$ 54,653	\$ 11,907	\$ 480	\$ 10,252	\$ (142,430)	\$ (65,138)
<b>Twelve months ended 06/30/16</b>						
As Reported	\$ 209,099	\$ 56,000	\$ 31,558	\$ 22,280	\$ (168,577)	\$ 150,360
Reorganization <sup>(a)</sup>	(5,618)	-	-	5,618	-	-
As Reported Including Reorganization <sup>(a)</sup>	\$ 203,481	\$ 56,000	\$ 31,558	\$ 27,898	\$ (168,577)	\$ 150,360

<sup>(a)</sup> Effective July 1, 2016, due to changes to the Company's internal management and reporting structure resulting from the formation of Cultivate, certain brands previously included within the United States operating segment were moved to a new operating segment called Cultivate that is included in the "Rest of World" reportable segment. In order to report fiscal 2017 and 2016 results by segment on a comparable basis, Cultivate fiscal 2016 reporting was recast when it is compared to fiscal 2017.

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

	Hain Consolidated	United Kingdom
Net sales - Nine months ended 03/31/17	\$ 2,128,026	\$ 573,542
Impact of foreign currency exchange	\$ 96,150	\$ 84,359
	<u>\$ 2,224,176</u>	<u>\$ 657,901</u>
Net sales - Nine months ended 03/31/16 (revised) <sup>(1)</sup>	\$ 2,147,827	\$ 558,269
	3.6%	17.8%
	Hain Consolidated	
Net sales - Twelve months ended 06/30/16	\$ 2,885,374	
Impact of foreign currency exchange	\$ 69,203	
	<u>\$ 2,954,577</u>	
Net sales - Twelve months ended 06/30/15 (revised) <sup>(1)</sup>	\$ 2,609,613	
	13.2%	

<sup>(1)</sup> See bridge from previously reported to revised amounts in the accompanying tables "Consolidated Statements of Income - Fiscal 2016" and "Consolidated Statements of Income - Fiscal 2015."