



Hain Celestial Completes Accretive Strategic Acquisition Of The Remaining Interest In Hain Pure Protein Corporation Including 19% Interest In Empire Kosher Poultry, Inc.

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A Leading U.S. Fresh Foods Company with Antibiotic-Free and Organic Poultry Products

LAKE SUCCESS, N.Y., July 17, 2014 /PRNewswire/ -- The Hain Celestial Group, Inc. (NASDAQ: HAIN), a leading organic and natural products company providing consumers with A Healthier Way of Life™, today announced the acquisition of the remaining 51.3% of Hain Pure Protein Corporation ("HPP") that it did not already own from an affiliate of Pegasus Capital Advisors, L.P. ("Pegasus"). The purchase price of HPP was \$40 million.



HPP, a leading antibiotic-free and organic poultry company, offers a full range of fresh and frozen FreeBird® chicken and Plainville Farms® turkey and private label products in the United States. In fiscal year 2014, HPP is expected to generate over \$230 million in net sales, a double digit increase over the prior year, and is expected to be accretive to Hain Celestial's earnings in fiscal year 2015 by \$0.03 to \$0.05 per diluted share. Hain Celestial plans to continue to improve HPP's results by leveraging its sales network, marketing and administrative functions and improving productivity.

"We are very excited about the strategic acquisition of HPP. Our joint venture has successfully grown from incubation to over \$200 million in net sales by focusing on antibiotic-free and organic poultry," said Irwin D. Simon, Founder, President and Chief Executive Officer of Hain Celestial. "While we have enjoyed partnering with Pegasus for many years, having Freebird chicken and Plainville Farms turkey as part of Hain Celestial's branded product portfolio provides us with a wide array of Farm to Table product offerings from fresh to deli and food service in a growing category that appeals to those seeking "the pure foods trend", including our core natural and organic consumers."

All FreeBird and Plainville Farms products carry the Earthwise® banner on packaging, which signifies humanely-raised and vegetarian-fed poultry from family farms, without the use of growth hormones or antibiotics. HPP's customers include grocery and natural foods retailers as well as food service outlets including fast casual and white tablecloth venues, which feature food that is grown sustainably and without genetically modified

organisms ("GMOs").

Jay Lieberman, Chief Operating Officer of HPP, will continue to be responsible for the day-to-day operations of HPP, which will be a separate operating segment of the Company reporting to Irwin Simon. With HPP's expertise in food service, Ted Maguire, Senior Vice President, Sales of HPP will now be responsible for expanding Hain Celestial's products into the food service channel currently served by HPP.

"We expect to deliver synergies through increased sales growth and cost efficiencies by effectively leveraging Hain Celestial's broader scale, as we have successfully demonstrated with our previous acquisitions," added Irwin Simon. "This is a great category for us. We view HPP's product offerings as a complement to our existing product portfolio and a platform from which we can expand our snacks and other Hain Celestial's product offerings into food service, and we will continue to pursue other accretive strategic acquisitions for Hain Celestial in growing categories in the natural and organic sector."

Webcast

Hain Celestial will host a conference call and webcast at 4:15 PM Eastern Time today to discuss the strategic acquisition of a controlling interest in HPP. The conference call will be webcast and available under the Investor Relations section of the Company's website at www.hain.com.

The Hain Celestial Group, Inc.

The Hain Celestial Group (NASDAQ: HAIN), headquartered in Lake Success, NY, is a leading organic and natural products company in North America and Europe. Hain Celestial participates in many natural categories with well-known brands that include Celestial Seasonings®, Earth's Best®, Ella's Kitchen®, Terra®, Garden of Eatin'®, Sensible Portions®, Health Valley®, Arrowhead Mills®, MaraNatha®, SunSpire®, DeBoles®, Rudi's Organic Bakery®, Gluten Free Café™, Hain Pure Foods®, Spectrum®, Spectrum Essentials®, Walnut Acres Organic®, Imagine®, Almond Dream®, Rice Dream®, Soy Dream®, WestSoy®, The Greek Gods®, Blueprint®, FreeBird®, Plainville Farms®, Yves Veggie Cuisine®, Europe's Best®, Cully &

Sully®, New Covent Garden Soup Co.®, Johnson's Juice Co.®, Farmhouse Fare®, Hartley's®, Sun-Pat®, Gale's®, Robertson's®, Frank Cooper's®, Linda McCartney®, Lima®, Danival®, GG UniqueFiber®, Tilda®, Akash Basmati®, Abu Shmagh®, JASON®, Avalon Organics®, Alba Botanica® and Queen Helene®. Hain Celestial has been providing A Healthier Way of Life™ since 1993. For more information, visit www.hain.com.

Hain Pure Protein Corporation

Formed in July 2005, Hain Pure Protein Corporation is a joint venture between The Hain Celestial Group, Inc. and Pegasus Capital Advisors, L.P.

With this acquisition, HPP is a wholly-owned subsidiary of Hain Celestial. HPP also owns a 19% interest in Empire Kosher Poultry, Inc., one of the country's most established kosher poultry processors, which, in 2010, purchased the Kosher Valley poultry brand developed by HPP.

Pegasus Capital Advisors, L.P.

Pegasus Capital Advisors, L.P. is a private equity fund manager that has been providing creative capital and strategic solutions to companies across a variety of industries since 1996. Pegasus partners with management teams of growth companies, with a focus on those that benefit from the business implications of global resource scarcity. Sectors where this trend is most pronounced are food, water, energy, health & wellness and security. Pegasus currently manages approximately \$2.0 billion in assets. Pegasus' investment team comprises over 60 investment professionals and operating partners.

Safe Harbor Statement

This press release contains forward-looking statements under the Private Securities Litigation Reform Act of 1995. Words such as "plan," "continue," "expect," "expected," "anticipate," "estimate," "believe," "may," "potential," "can," "positioned," "should," "future," "look forward" and similar expressions, or the negative of those expressions, may identify forward-looking statements. These forward-looking statements include the Company's expectations relating to (i) the acquisition of HPP and the potential for growth and improvements to the Company's earnings results therefrom and (ii) its acquisition strategy. Forward-looking statements involve known and unknown risks and uncertainties, which could cause the Company's actual results to differ materially from those described in the forward-looking statements. These factors include, but are not limited to the Company's ability to achieve its guidance for net sales and earnings per diluted share in fiscal year 2014 given the economic environment in the U.S. and other markets that it sells products as well as economic, political and business conditions generally and their effect on the Company's customers and consumers' product preferences, and the Company's business, financial condition and results of operations; the Company's expectations for its business for fiscal year 2014 and its positioning for the future; changes in estimates or judgments related to the Company's impairment analysis of goodwill and other intangible assets, as well as with respect to the Company's valuation allowances of its deferred tax assets; the Company's ability to implement its business and acquisition strategy; the ability of the Company's joint venture investments, to successfully execute their business plans; the Company's ability to realize sustainable growth generally and from investments in core brands, offering new products and its focus on cost containment, productivity, cash flow and margin enhancement in particular; the Company's ability to effectively integrate its acquisitions; the effects on the Company's results of operations from the impacts of foreign exchange; competition; the success and cost of introducing new products as well as the Company's ability to increase prices on existing products; availability and retention of key personnel; the Company's reliance on third party distributors, manufacturers and suppliers; the Company's ability to maintain existing customers and secure and integrate new customers; the Company's ability to respond to changes and trends in customer and consumer demand, preferences and consumption; international sales and operations; changes in fuel, raw material and commodity costs; changes in, or the failure to comply with, government regulations; the availability of natural and organic ingredients; the loss of one or more of the Company's manufacturing facilities; the ability to use the Company's trademarks; reputational damage; product liability; seasonality; litigation; the Company's reliance on its information technology systems; and the other risks detailed from time-to-time in the Company's reports filed with the Securities and Exchange Commission, including the annual report on Form 10-K for the fiscal year ended June 30, 2013. As a result of the foregoing and other factors, no assurance can be given as to future results, levels of activity and achievements and neither the Company nor any person assumes responsibility for the accuracy and completeness of these statements.

Logo - <http://photos.prnewswire.com/prnh/20130502/NY06743LOGO>

SOURCE The Hain Celestial Group, Inc.

Stephen Smith/Mary Anthes, The Hain Celestial Group, Inc., 516-587-5000