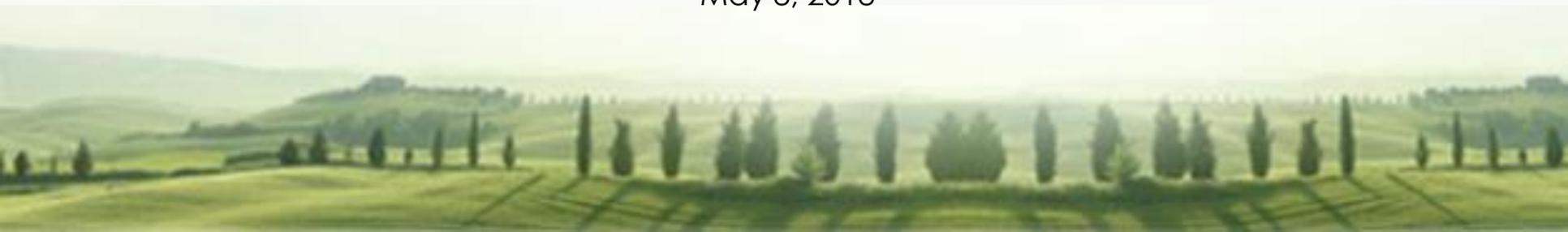




# Third Quarter Fiscal 2018 Business Review & Outlook

May 8, 2018



# Safe Harbor Statement



## Safe Harbor Statement

Certain statements contained in this press release constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are predictions based on expectations and projections about future events and are not statements of historical fact. You can identify forward-looking statements by the use of forward-looking terminology such as "plan", "continue", "expect", "anticipate", "intend", "predict", "project", "estimate", "likely", "believe", "might", "seek", "may", "will", "remain", "potential", "can", "should", "could", "future" and similar expressions, or the negative of those expressions, or similar words or phrases that are predictions of or indicate future events or trends and that do not relate solely to historical facts. You can also identify forward-looking statements by discussions of the Project Terra strategic initiatives, the Company's potential divestiture of its Hain Pure Protein business and our future performance and results of operations. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, levels of activity, performance or achievements of the Company, or industry results, to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements, and you should not rely on them as predictions of future events. Forward-looking statements depend on assumptions, data or methods that may be incorrect or imprecise and may not be able to be realized. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all). Such factors, include, among others, the Company's beliefs or expectations relating to: (i) the Company's guidance for Fiscal Year 2018; (ii) the Company's ability to generate growth and optimize pricing to offset higher freight and commodity inflation; (iii) the potential divestiture of the Hain Pure Protein business during the first half of fiscal year 2019; (iv) the Company's ability to execute long term strategic priorities and Project Terra initiatives to enhance stockholder value; (v) the Company's ability to simplify its brand portfolio and execute SKU rationalization plans; and the other risks detailed from time-to-time in the Company's reports filed with the United States Securities and Exchange Commission, including the Annual Report on Form 10-K for the fiscal year ended June 30, 2017, and our quarterly reports. As a result of the foregoing and other factors, the Company cannot provide any assurance regarding future results, levels of activity and achievements of the Company, and neither the Company nor any person assumes responsibility for the accuracy and completeness of these statements. All forward-looking statements contained herein apply as of the date hereof or as of the date they were made and, except as required by applicable law, the Company disclaims any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions or factors of new methods, future events or other changes.

## Non-GAAP Financial Measures

This presentation and the accompanying tables include non-GAAP financial measures, including net sales adjusted for the impact of foreign currency, acquisitions and divestitures and certain other items, including SKU rationalization, as applicable in each case, adjusted operating income, adjusted gross margin, adjusted earnings per diluted share, EBITDA, adjusted EBITDA, adjusted gross profit and operating free cash flow. The reconciliations of these non-GAAP financial measures to the comparable GAAP financial measures are presented in the tables "Reconciliation of GAAP Results to Non-GAAP Measures" for the three months and nine months ended March 31, 2018 and 2017 and in the Appendix. Management believes that the non-GAAP financial measures presented provide useful additional information to investors about current trends in the Company's operations and are useful for period-over-period comparisons of operations. These non-GAAP financial measures should not be considered in isolation or as a substitute for the comparable GAAP measures. In addition, these non-GAAP measures may not be the same as similar measures provided by other companies due to potential differences in methods of calculation and items being excluded. They should be read only in connection with the Company's Consolidated Statements of Income presented in accordance with GAAP.

The Company defines EBITDA as net income from continuing operations (a GAAP measure) before income taxes, net interest expense, depreciation and amortization, equity in net income of equity method investees, stock based compensation expense and unrealized currency gains. Adjusted EBITDA is defined as EBITDA before acquisition-related expenses, including integration and restructuring charges, and other non-recurring items. The Company's management believes that these presentations provide useful information to management, analysts and investors regarding certain additional financial and business trends relating to its results of operations and financial condition. In addition, management uses these measures for reviewing the financial results of the Company as well as a component of performance-based executive compensation.

Reconciliations of non-GAAP financial measures to GAAP financial measures are provided in the Appendix of this presentation. Numbers in this presentation may not sum due to rounding.

# Today's Agenda



- |   |                          |                   |
|---|--------------------------|-------------------|
| 1 | Opening Remarks          | Irwin D. Simon    |
| 2 | U.S. Review              | Gary W. Tickle    |
| 3 | 3QFY18 Financial Results | James M. Langrock |
| 4 | Q & A                    |                   |



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# Opening Remarks

**Irwin D. Simon**

Founder, President, CEO and Chairman of the Board

# Remain Committed to Four-Point Strategic Plan



- 1 Invest in Top Brands and Capabilities to Grow Globally
- 2 Deliver on Project Terra Cost Savings
- 3 Enhanced Leadership Team to Deliver Strategic Plan
- 4 Capital Allocation – Return to Shareholders

# We have Leading Natural and Organic, Better-For-You Brands



Brands that are positioned as the #1 or #2 in their respective categories.

## U.S.

## Rest of World

## U.K.



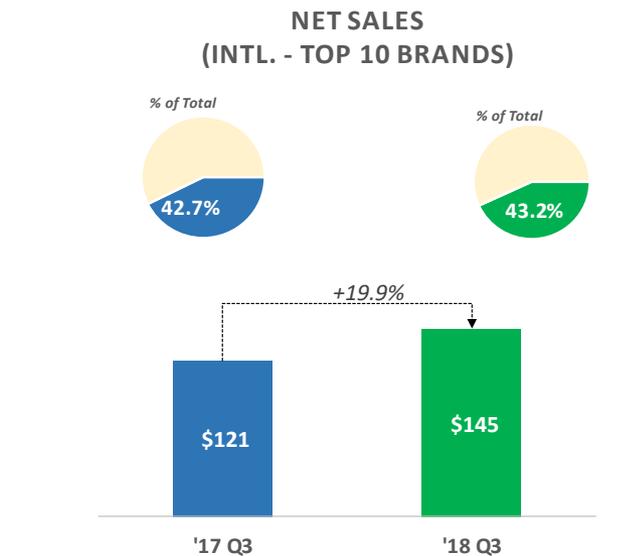
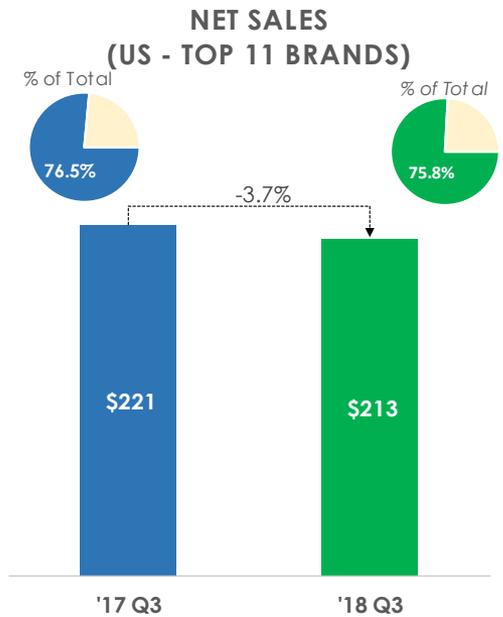
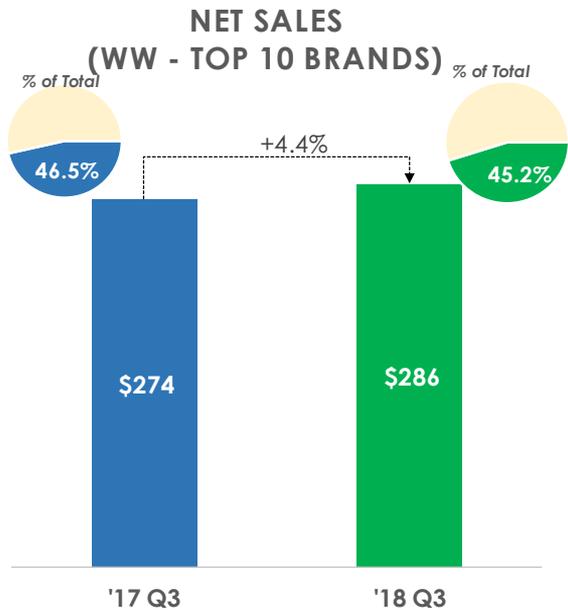
# 3QFY18 Overview



- Net sales were \$633 million, an 8% increase compared to \$589 million in the prior year period
  - Net sales increased 2% on a constant currency basis; when adjusted for foreign exchange and acquisitions, divestitures and certain other items, including the 2017 Project Terra SKU rationalization, and taking into account the potential impact of the Project Terra 2018 SKU rationalization, net sales would have increased 3%
- EBITDA of \$51.5M; Adjusted EBITDA was \$73.4 million
- Reported EPS of \$0.24; Adjusted EPS of \$0.37

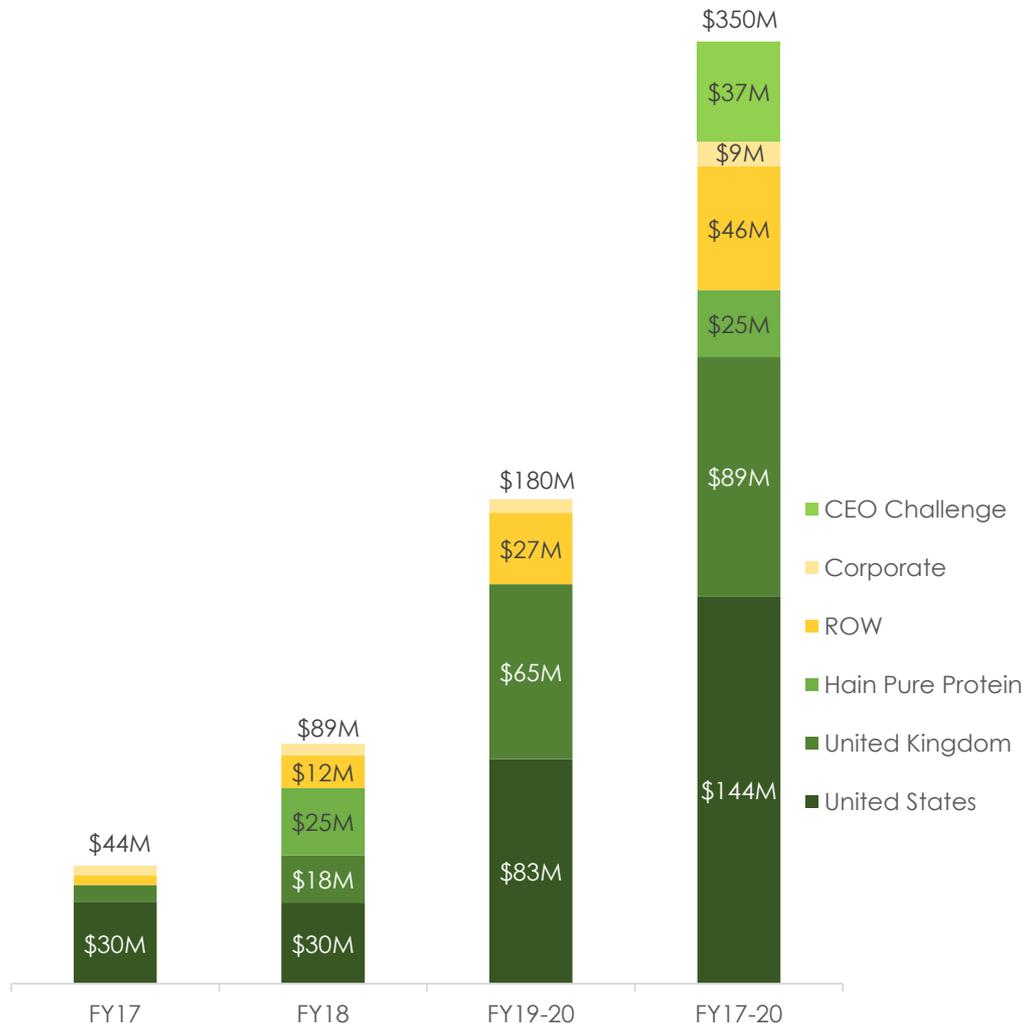
*We continue to evaluate all opportunities to build upon our platforms and strengths, eliminate complexity and enhance our margin structure, including accretive acquisitions and non-core divestitures.*

# 3QFY18 Top Brands Results



\$ in millions

# Project Terra – Results & Targets by Function



- Project Terra savings have been updated to reflect the expected sale of Hain Pure Protein (\$37M in FY19 – 20)
- We are focusing on accelerating and amplifying procurement related savings by consolidating resources around direct product costs such as ingredients, packaging and co-manufacturers
- We are also tasking our businesses through our CEO Challenge to identify \$37M of additional cost savings in order to reach \$350 million in Project Terra cost savings through 2020

# Focus on Strategic Value Enhancing Initiatives



- Announced strategic divestiture of Hain Pure Protein Business
  - Expected to close in first half of FY19
- Fresh, organic and antibiotic-free protein category remains strong
  - Net sales relatively flat compared to the prior year period
- Highly attractive business with very good growth potential, but non-core to our go-forward strategy
- Opportunity to enhance shareholder value as we position Hain Celestial for future growth
  - Expect to return capital to shareholders in the form of a share buyback, special dividend or reinvestment



## **U.S. Review**

**Gary Tickle**

CEO, Hain Celestial North America

# U.S. Segment – Net Sales Trend



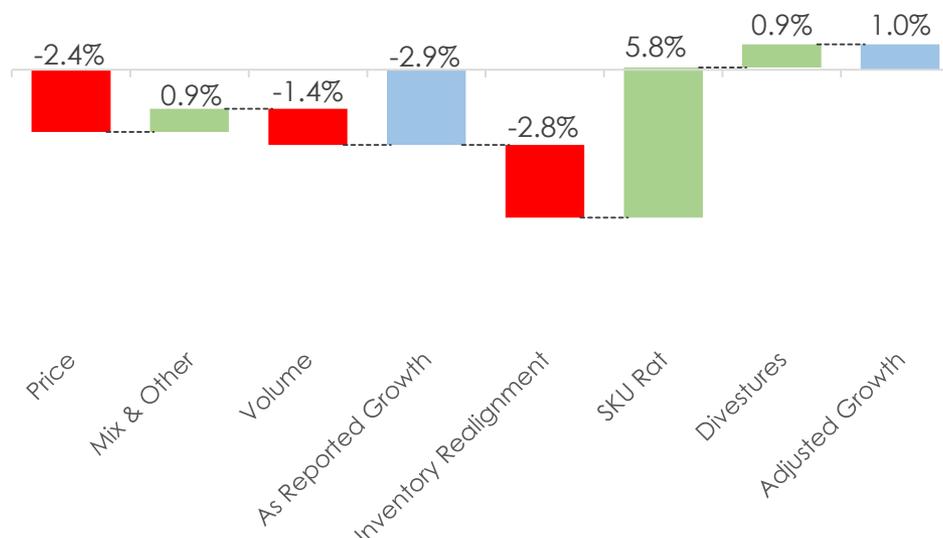
Net Sales



- 3QFY18 U.S. net sales decreased 3%; when adjusted for acquisitions, divestitures, and certain other items, including the 2017 Project Terra SKU rationalization, and taking into account the potential impact of the Project Terra 2018 SKU rationalization, net sales would have increased 1%

- Net top-line brand headwinds of ~\$11 million

Net Sales YoY Change Reconciliation



- Sensible Portions® decreased mid-teens
- Spectrum® decreased low double-digits
- The Greek Gods® decreased high single-digits
- Rudi's Organic Bakery® decreased double-digits

# U.S. Segment: Top 11 Brands



- Four of the Top 11 brands generated an increase in net sales for the U.S. segment



- Terra<sup>®</sup> chips was flat YoY in 3Q



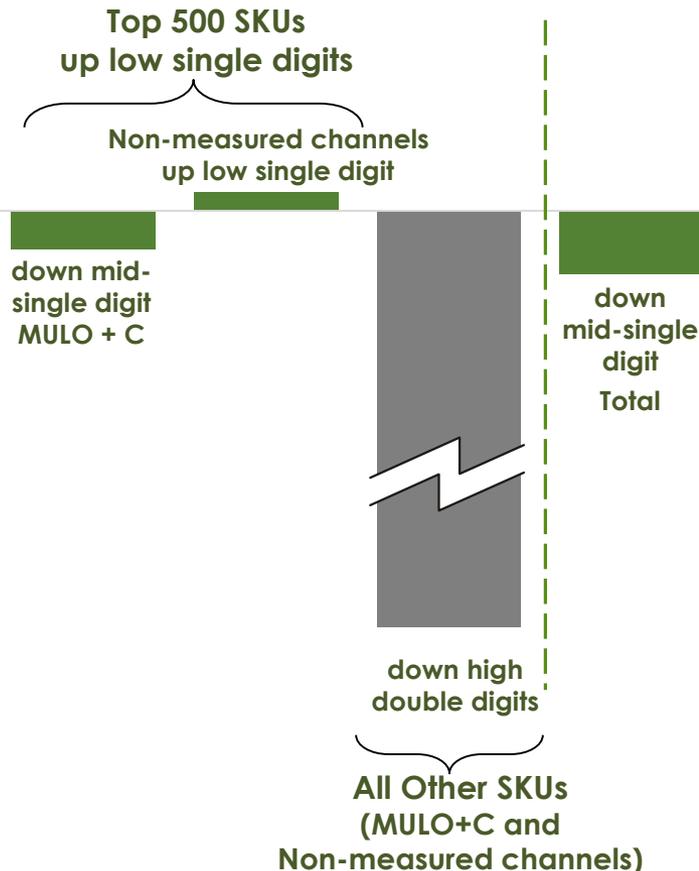


- ✓ **2018 Project Terra SKU rationalization identified 432 items in base case, making the total ~1,100 SKUs**
  
- ✓ **Expected Impact:**
  - ✓ ~\$40M reduction in sales when SKU rationalization is complete in FY19
  - ✓ 0.4% improvement in margin
  
- ✓ **Q3 total impact growth associated with SKU rationalization is 6%**
  
- ✓ **Q4 estimated total impact of growth associated with SKU rationalization is 4%**

# 3QFY18 U.S. Consumption Trends



## Consumption Change – Last 12 Weeks<sup>(1)</sup>



## How We View Our Business...

- **Top 500 SKUs are 93% of consumption sales in measured and non-measured channels**
- MULO+C down low single digits as volume shifts to new channels
- Non-measured channels up low double digits
- All Other SKUs down high double digits due to SKU rationalization initiatives

(1) 12-weeks ending 3-25-18. YoY Consumption Growth \$mm.

# U.S. Segment: Outlook for 4QFY18



- Continued **execution** against our **strategic plan** for **growth**
  - Focused on **investing** in our **Top 11 brands**
  - On-going momentum of **top 500 SKUs** across total sales channels, especially non-measured channels
- Stronger promotional calendar in 4QFY18 vs. 4QFY17 with expanded distribution for Earths Best<sup>®</sup>, Celestial Seasonings<sup>®</sup> and Arrowhead Mills<sup>®</sup>
- Expanded club programming for personal care in 4QFY18
- Confirmed increase in distribution for 1QFY19 for Earths Best<sup>®</sup>, Alba Botanica<sup>®</sup>, MaraNatha<sup>®</sup>, Terra Chips<sup>®</sup>, The Greek Gods<sup>®</sup>, Jason Natural<sup>®</sup> and Garden of Eatin<sup>®</sup>
- Continued execution of expansion plan on e-commerce



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# 3QFY18 Financial Results

**James Langrock**

Executive Vice President and Chief Financial Officer

# Q3 2018 Consolidated Financial Results



	<u>2018 Q3</u>	<u>2017 Q3</u>	<u>YoY Change%</u>
Net Sales	\$ 632.7	\$ 588.8	7.5%
Adjusted Growth			3.3%
Gross Profit	\$ 133.0	\$ 139.2	-4.4%
Gross Margin%	21.0%	23.6%	(262)bp
Adjusted Gross Profit	\$ 145.7	\$ 139.2	4.6%
Adjusted Gross Margin%	23.0%	23.6%	(62)bp
Adjusted EBITDA	\$ 73.4	\$ 75.0	-2.1%
Adjusted EPS	\$ 0.37	\$ 0.35	5.7%

- Net sales of \$632.7 million, a 7.5% increase compared to \$588.8 million last year; when adjusted for foreign exchange and acquisitions, divestitures, and certain other items, including the 2017 Project Terra SKU rationalization, and taking into account the potential impact of the Project Terra 2018 SKU rationalization, net sales would have increased 3%
- Gross profit of \$133.0 million or 21.0% as a percentage of net sales; Adjusted gross profit of \$145.7 million or 23.0% as a percentage of net sales, driven by the U.K. and Rest of World, partially offset by the U.S.
- EBITDA of \$51.5M; Adjusted EBITDA of \$73.4M
- Reported EPS of \$0.24; Adjusted EPS of \$0.37, up \$0.02 versus last year

# Q3 2018 Net Sales Growth Reconciliation



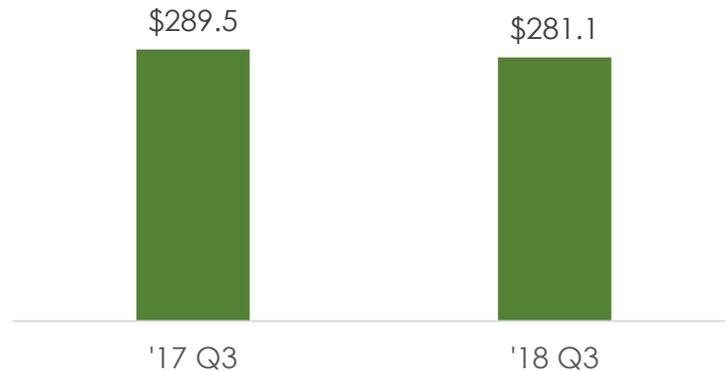
	As Reported	FX Effect	Acquisitions	Divestures	Castle Contract Termination	2017 Project Terra SKU Rat	2018 Project Terra SKU Rat	Inventory Realignment	Adjusted Growth
U.S.	-2.9%	--	--	0.9%	--	1.4%	4.4%	-2.8%	1.0%
U.K.	18.6%	-12.7%	-3.2%	--	2.2%	--	--	--	4.9%
Rest of World	15.3%	-9.4%	-0.4%	--	--	--	1.4%	--	6.9%
<b>Hain ex HPP</b>	<b>7.5%</b>	<b>-5.9%</b>	<b>-1.1%</b>	<b>0.4%</b>	<b>0.7%</b>	<b>0.7%</b>	<b>2.4%</b>	<b>-1.4%</b>	<b>3.3%</b>

- **U.S.** - Declines of Sensible Portions<sup>®</sup>, The Greek Gods<sup>®</sup>, Spectrum<sup>®</sup>, Rudi's Organic Bakery<sup>®</sup> and SKUs outside of Top 500 including rationalization were partially offset by growth in Celestial Seasonings<sup>®</sup>, Earth's Best<sup>®</sup>, Alba Botanica<sup>®</sup> and Imagine<sup>®</sup>
- **U.K.** - Growth driven by Linda McCartney's<sup>®</sup>, Hartley's<sup>®</sup>, Ella's Kitchen<sup>®</sup>, Cully & Sully<sup>®</sup> and Tilda<sup>®</sup> brands
- **Rest of World** – Growth driven in Europe by Joya<sup>®</sup>, Danival<sup>®</sup> and non-dairy private label business and in Canada by Yves<sup>®</sup>, Live Clean<sup>®</sup> and Tilda<sup>®</sup> brands

# Q3 2018 U.S. Segment Results

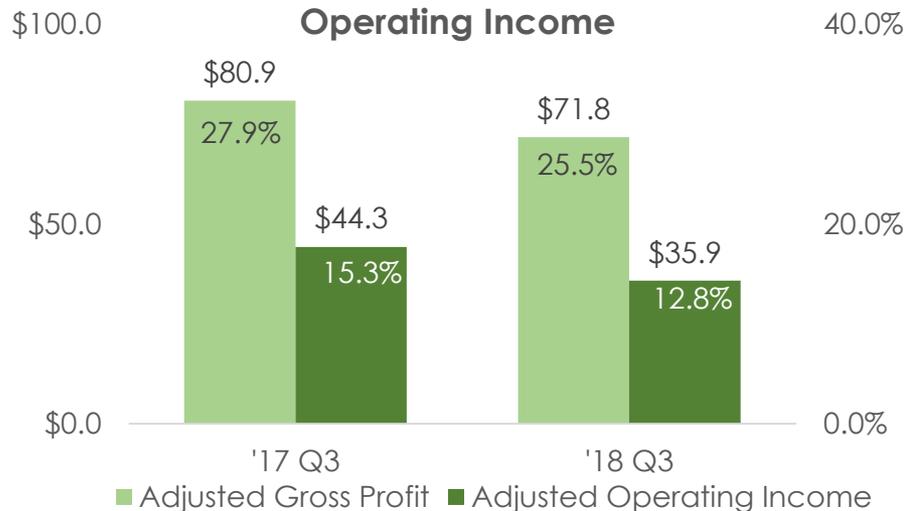


## Net Sales



➤ Net sales were down 3%, driven by declines of Sensible Portions<sup>®</sup>, The Greek Gods<sup>®</sup>, Spectrum<sup>®</sup>, Rudi's Organic Bakery<sup>®</sup> and SKUs outside of Top 500 including rationalization were partially offset by growth in Celestial Seasonings<sup>®</sup>, Earth's Best<sup>®</sup>, Alba Botanica<sup>®</sup> and Imagine<sup>®</sup>; when adjusted for acquisitions, divestitures, and certain other items, including the 2017 Project Terra SKU rationalization, and taking into account the potential impact of the Project Terra 2018 SKU rationalization, net sales would have increased 1%

## Adjusted Gross Profit & Adjusted Operating Income



➤ Adjusted gross margin declined 240 bps YoY, driven by commodity inflation, higher trade expense and freight costs, partially offset by Project Terra savings

# Q3 2018 U.K. Segment Results

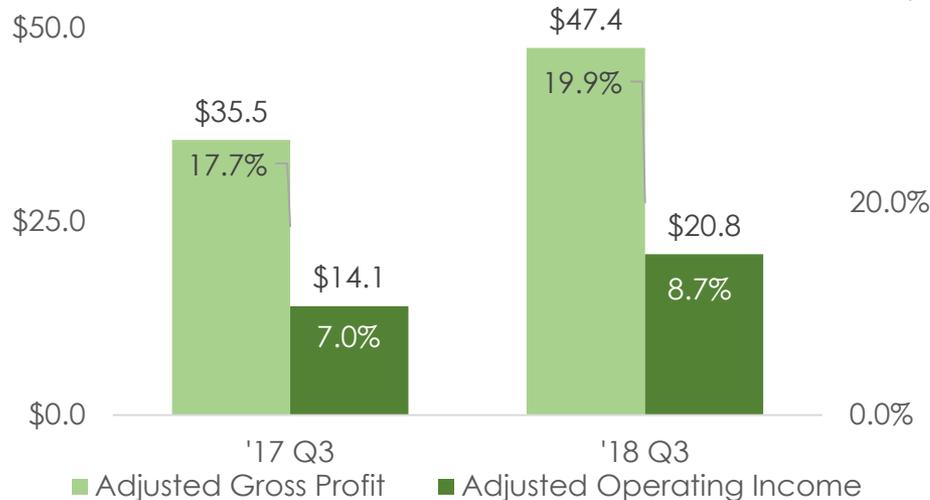


## Net Sales



- Net sales growth rate of 19%, or 5% after adjusting for foreign exchange, acquisitions and divestitures and certain other items
- Growth driven by Linda McCartney's<sup>®</sup>, Hartley's<sup>®</sup>, Ella's Kitchen<sup>®</sup>, Cully & Sully<sup>®</sup> and Tilda<sup>®</sup> brands

## Adjusted Gross Profit & Adjusted Operating Income



- Adjusted gross margin and adjusted operating margin expanded by 220 bps and 170 bps, respectively, driven by net sales growth, price realization, operating efficiencies and favorable currency partially offset by commodity inflation

# Q3 2018 ROW Segment Results

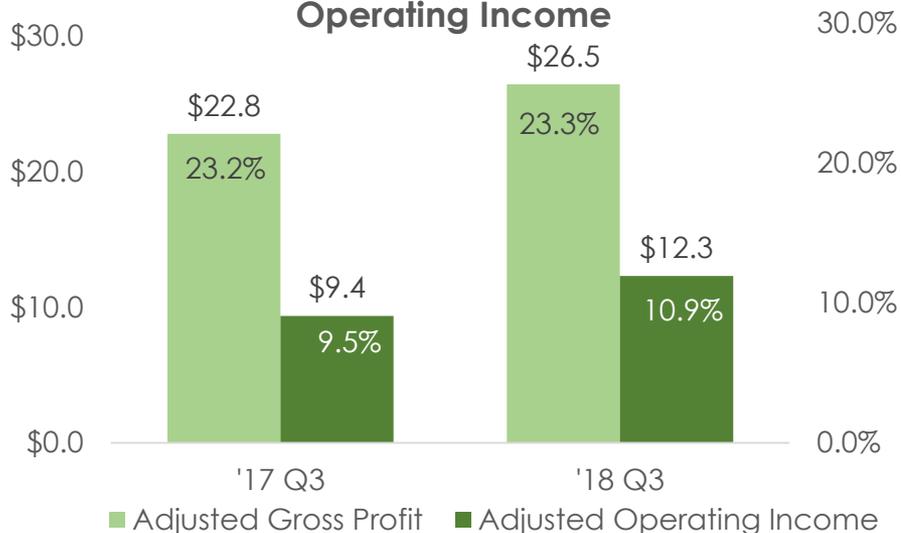


## Net Sales



- Net sales growth rate of 15%, or 6% on a constant currency basis
- Growth driven in Europe by Joya<sup>®</sup>, Danival<sup>®</sup> and non-dairy private label business
- Growth in Canada led by Yves<sup>®</sup>, Live Clean<sup>®</sup> and Tilda<sup>®</sup> brands

## Adjusted Gross Profit & Adjusted Operating Income



- Adjusted gross margin and adjusted operating income increased by 10 bps and 140 bps, respectively, due to operating efficiencies, Project Terra savings and favorable currency

# Cash Flow



## Operating Cash Flow



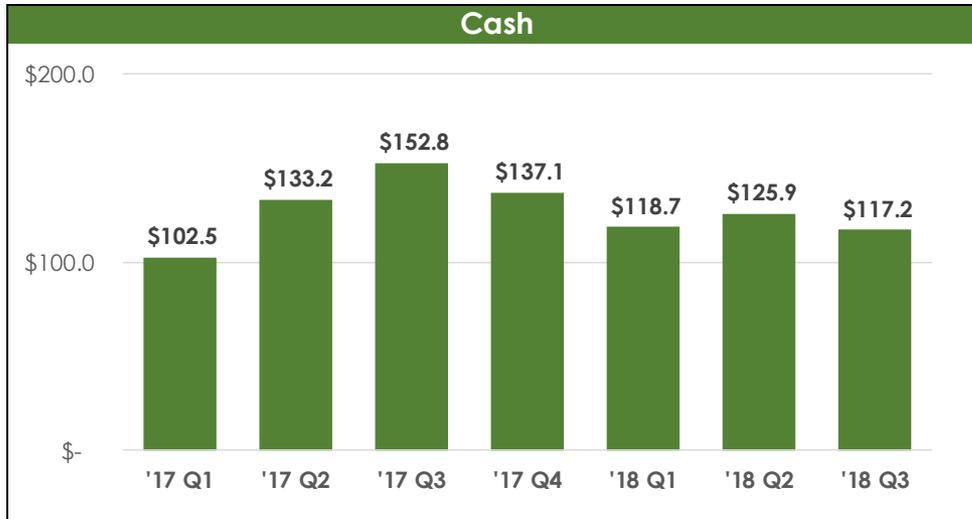
- Operating cash flow was \$39.0 million
- Capital expenditures were \$23.7 million
- Operating free cash flow was \$15.3 million

## Capital Expenditures



- For FY 2018, we anticipate cash flow from operations of \$105 million to \$125 million
- We expect the capital expenditures to be approximately \$75 million in FY 2018

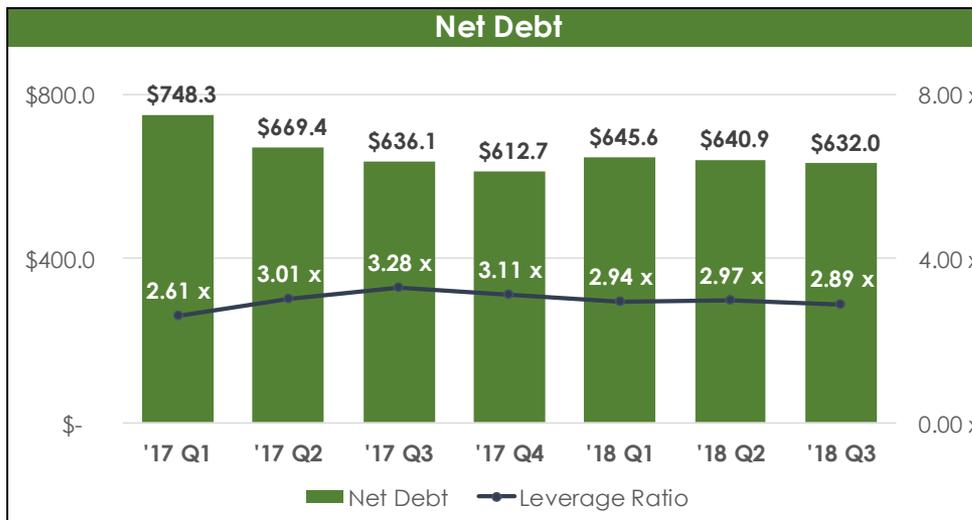
# Balance Sheet



➤ Cash balance of \$117 million

➤ Net debt was \$632 million, a \$4 million improvement from the prior year period

➤ Leverage ratio decreased to 2.89x at the end of 2018 Q3 from 3.28x at the end of 2017 Q3



# FY 2018 Guidance Reconciliation



	Original Guidance		Less: Hain Pure Protein	Adjusted Guidance		Updated FY 2018 Guidance	
	Low	High		Low	High	Low	High
<b>Net Sales (\$M)</b>	\$ 2,967	\$ 3,036	\$ (533)	\$ 2,434	\$ 2,503	\$ 2,434	\$ 2,503
<b>Adjusted EBITDA (\$M)</b>	\$ 340	\$ 355	\$ (48)	\$ 292	\$ 307	\$ 250	\$ 260
<b>Adjusted EPS <sup>(1)</sup></b>	\$ 1.64	\$ 1.75	\$ (0.25)	\$ 1.39	\$ 1.50	\$ 1.11	\$ 1.18

(1) Assumes (a) a tax rate of 24% (b) estimated interest and other expenses of ~\$27 million and (c) estimated depreciation, amortization and stock-based compensation expense of ~\$75 million.



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## Appendix & Reconciliation

# Net Sales and Operating Income by Segment



(unaudited and dollars in thousands)

## NET SALES

	United States	United Kingdom	Rest of World	Corporate/Other	Total
Net sales - Three months ended 3/31/18	\$ 281,052	\$ 238,321	\$ 113,347	\$ -	\$ 632,720
Net sales - Three months ended 3/31/17	\$ 289,503	\$ 200,976	\$ 98,319	\$ -	\$ 588,798
% change - FY'18 net sales vs. FY'17 net sales	(2.9)%	18.6%	15.3%		7.5%

## OPERATING INCOME

### Three months ended 3/31/18

Operating income	\$ 24,974	\$ 13,863	\$ 11,059	\$ (20,642)	\$ 29,254
Non-GAAP adjustments <sup>(1)</sup>	10,880	6,895	1,257	7,723	26,755
Adjusted operating income	\$ 35,854	\$ 20,758	\$ 12,316	\$ (12,919)	\$ 56,009
Operating income margin	8.9%	5.8%	9.8%		4.6%
Adjusted operating income margin	12.8%	8.7%	10.9%		8.9%

### Three months ended 3/31/17

Operating income	\$ 44,322	\$ 14,061	\$ 9,362	\$ (18,124)	\$ 49,621
Non-GAAP adjustments <sup>(1)</sup>	-	-	-	9,207	9,207
Adjusted operating income	\$ 44,322	\$ 14,061	\$ 9,362	\$ (8,917)	\$ 58,828
Operating income margin	15.3%	7.0%	9.5%		8.4%
Adjusted operating income margin	15.3%	7.0%	9.5%		10.0%

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

# EBITDA and Adjusted EBITDA Reconciliation



	<b>Three Months Ended</b>	
	<b>3/31/2018</b>	<b>3/31/2017</b>
	(unaudited and dollars in thousands)	
Net Income	\$ 12,686	\$ 31,328
Net (loss) income from discontinued operations	(12,555)	(1,496)
Net income from continuing operations	<u>\$ 25,241</u>	<u>\$ 32,824</u>
Provision (benefit) for income taxes	(1,310)	9,149
Interest expense, net	6,108	4,728
Depreciation and amortization	15,074	14,828
Equity in net loss (income) of equity-method investees	101	177
Stock-based compensation expense	2,936	2,284
Long-lived asset impairment	4,839	-
Unrealized currency gains and losses	(1,465)	1,791
<b>EBITDA</b>	<u>51,524</u>	<u>65,781</u>
Acquisition related expenses, restructuring, integration and other charges	4,831	2,083
Accounting review and remediation costs, net of insurance proceeds	3,313	7,124
2018 Project Terra SKU rationalization	4,913	-
Plant closure related costs	3,246	-
Losses on terminated chilled desserts contract	2,939	-
Co-packer disruption	952	-
Toys "R" Us bad debt	897	-
Machine break-down costs	317	-
Recall and other related costs	273	-
Litigation expense	235	-
U.K. start-up costs	-	-
Regulated packaging change	-	-
2017 Project Terra SKU rationalization	-	-
U.K. deferred synergies due to CMA Board decision	-	-
<b>Adjusted EBITDA</b>	<u>\$ 73,440</u>	<u>\$ 74,988</u>

# Operating Cash Flow



	<b>Three Months Ended</b>	
	<b>3/31/18</b>	<b>3/31/17</b>
	<i>unaudited and dollars in thousands</i>	
Cash flow provided by operating activities - continuing operations	\$ 38,979	\$ 44,751
Purchases of property, plant and equipment	<u>(23,683)</u>	<u>(12,884)</u>
Operating Free Cash Flow	<u>\$ 15,296</u>	<u>\$ 31,867</u>

# GAAP to Non-GAAP Reconciliation



**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,					
	2018 GAAP	Adjustments	2018 Adjusted	2017 GAAP	Adjustments	2017 Adjusted
Net sales	\$ 632,720	\$ -	\$ 632,720	\$ 588,798	\$ -	\$ 588,798
Cost of sales	499,707	(12,640)	487,067	449,595	-	449,595
Gross profit	133,013	12,640	145,653	139,203	-	139,203
Operating expenses (a)	95,615	(5,971)	89,644	80,375	-	80,375
Acquisition related expenses, restructuring and integration charges	4,831	(4,831)	-	2,083	(2,083)	-
Accounting review and remediation costs, net of insurance proceeds	3,313	(3,313)	-	7,124	(7,124)	-
Operating income	29,254	26,755	56,009	49,621	9,207	58,828
Interest and other expenses (income), net (b)	5,222	1,465	6,687	7,471	(1,791)	5,680
Provision (benefit) for income taxes	(1,310)	11,946	10,636	9,149	7,480	16,629
Net income from continuing operations	25,241	13,344	38,585	32,824	3,518	36,342
Net (loss) income from discontinued operations, net of tax	(12,555)	12,555	-	(1,496)	1,496	-
Net income	12,686	25,899	38,585	31,328	5,014	36,342
Diluted net income per common share from continuing operations	0.24	0.13	0.37	0.31	0.03	0.35
Diluted net (loss) income per common share from discontinued operations	(0.12)	0.12	-	(0.01)	0.01	-
Diluted net income per common share	0.12	0.25	0.37	0.30	0.05	0.35

# GAAP to Non-GAAP Reconciliation (cont.)



## Details of Adjustments:

	Three Months Ended March 31, 2018	Three Months Ended March 31, 2017
2018 Project Terra SKU rationalization	\$ 4,913	\$ -
Plant closure related costs	3,246	-
Losses on terminated chilled desserts contract	2,939	-
Co-packer disruption	952	-
Machine break-down costs	317	-
Recall and other related costs	273	-
Cost of sales	<u>12,640</u>	<u>-</u>
Gross profit	<u>12,640</u>	<u>-</u>
Long-lived asset impairment charge associated with plant closure	4,839	-
Toys "R" Us bad debt	897	-
Litigation expenses	235	-
Operating expenses (a)	<u>5,971</u>	<u>-</u>
Acquisition related expenses, restructuring and integration charges	4,831	2,083
Acquisition related expenses, restructuring and integration charges	<u>4,831</u>	<u>2,083</u>
Accounting review and remediation costs	3,313	7,124
Accounting review and remediation costs, net of insurance proceeds	<u>3,313</u>	<u>7,124</u>
Operating income	<u>26,755</u>	<u>9,207</u>
Unrealized currency (gains) and losses	(1,465)	1,791
Interest and other expenses (income), net (b)	<u>(1,465)</u>	<u>1,791</u>
Income tax related adjustments	(11,946)	(7,480)
Provision (benefit) for income taxes	<u>(11,946)</u>	<u>(7,480)</u>
Net income from continuing operations	<u>\$ 13,344</u>	<u>\$ 3,518</u>

<sup>(a)</sup> Operating expenses include amortization of acquired intangibles, selling, general, and administrative expenses and long-lived asset impairment.

<sup>(b)</sup> Interest and other expenses (income), net include interest and other financing expenses, net and other (income)/expense, net.

# Net Sales and Adjusted Net Sales Growth



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

	<b>Hain</b>	<b>United Kingdom</b>	<b>Rest of World</b>
	<u>Consolidated</u>	<u>United Kingdom</u>	<u>Rest of World</u>
Net sales - Three months ended 3/31/18	\$ 632,720	\$ 238,321	\$ 113,347
Impact of foreign currency exchange	<u>(34,732)</u>	<u>(25,516)</u>	<u>(9,216)</u>
Net sales on a constant currency basis - Three months ended 3/31/18	<u>\$ 597,988</u>	<u>\$ 212,805</u>	<u>\$ 104,131</u>
Net sales - Three months ended 3/31/17	\$ 588,798	\$ 200,976	\$ 98,319
Net sales growth on a constant currency	1.6%	5.9%	5.9%

**Net Sales Growth at Constant Currency and Adjusted for Acquisitions, Divestitures and Other**

	<b>Hain</b>	<b>United States</b>	<b>United Kingdom</b>	<b>Rest of World</b>
	<u>Consolidated</u>	<u>United States</u>	<u>United Kingdom</u>	<u>Rest of World</u>
Net sales on a constant currency basis - Three months ended 3/31/18	\$ 597,988	\$ 281,052	\$ 212,805	\$ 104,131
Net sales - Three months ended 3/31/17	\$ 588,798	\$ 289,503	\$ 200,976	\$ 98,319
Acquisitions	6,581	-	6,208	373
Divestitures	(2,617)	(2,617)	-	-
Castle contract termination	(4,335)	-	(4,335)	-
2017 Project Terra SKU rationalization	(3,994)	(3,994)	-	-
2018 Project Terra SKU rationalization	(13,264)	(11,989)	-	(1,275)
Inventory realignment	<u>7,497</u>	<u>7,497</u>	<u>-</u>	<u>-</u>
Net sales on a constant currency basis adjusted for acquisitions, divestitures and other - Three months ended 3/31/17	<u>\$ 578,666</u>	<u>\$ 278,400</u>	<u>\$ 202,849</u>	<u>\$ 97,417</u>
Net sales growth on a constant currency basis adjusted for acquisitions, divestitures and other	3.3%	1.0%	4.9%	6.9%

	<b>Hain Daniels</b>	<b>Hain Celestial Canada</b>	<b>Hain Celestial Europe</b>	<b>Ella's Kitchen</b>	<b>Tilda</b>
Net sales growth - Three months ended 3/31/18	17.2%	11.7%	25.1%	26.6%	19.6%
Impact of foreign currency exchange	(13.1)%	(4.9)%	(16.7)%	(14.0)%	(10.7)%
Impact of acquisitions	(4.3)%	0.0%	0.0%	0.0%	0.0%
Impact of castle contract termination	<u>3.0%</u>	<u>0.0%</u>	<u>0.0%</u>	<u>0.0%</u>	<u>0.0%</u>
Net sales on a constant currency basis adjusted for acquisitions, divestitures and other - Three months ended 3/31/18	<u>2.8%</u>	<u>6.8%</u>	<u>8.4%</u>	<u>12.5%</u>	<u>8.8%</u>

# Historical Quarterly Adjusted EBITDA from Continuing Operations



	Three Months Ended		
	12/31/2017	9/30/2017	6/30/2017
	(dollars in thousands)		
Net Income	\$ 47,103	\$ 19,846	\$ 313
Net income from discontinued operations	3,973	1,233	1,817
Net income (loss) from continuing operations	\$ 43,130	\$ 18,613	\$ (1,504)
Provision (benefit) for income taxes	(17,690)	7,484	2,954
Interest expense, net	5,817	5,609	4,914
Depreciation and amortization	14,919	15,147	14,832
Equity in net income of equity method investees	(194)	(11)	(84)
Stock based compensation expense	4,158	3,164	2,139
Long-lived asset and tradename impairment	3,449	-	40,452
Unrealized currency (gains) and losses	(287)	(3,419)	14,056
<b>EBITDA</b>	<b>\$ 53,302</b>	<b>\$ 46,587</b>	<b>\$ 77,759</b>
Acquisition related expenses, restructuring, integration and other charges	4,070	4,850	6,095
Accounting review and remediation costs, net of insurance proceeds	4,451	(1,358)	9,473
Losses on terminated chilled desserts contract	2,142	1,472	2,583
U.K. start-up costs	422	737	-
Co-packer disruption	1,567	1,173	-
Regulated packaging change	1,007	-	-
Plant closure related costs	700	-	-
Realized currency gain on repayment of GBP denominated debt	-	-	(14,290)
<b>Adjusted EBITDA</b>	<b>\$ 67,661</b>	<b>\$ 53,461</b>	<b>\$ 81,620</b>