CORPORATE GOVERNANCE GUIDELINES
OF
THE HAIN CELESTIAL GROUP, INC.

As of October 2023

THE HAIN CELESTIAL GROUP, INC.
Corporate Governance Guidelines

I. INTRODUCTION

The Board of Directors (the "*Board*") of The Hain Celestial Group, Inc. (the "*Company*") has adopted the following Corporate Governance Guidelines (the "*Guidelines*") to reflect the Board's strong commitment to sound corporate governance practices and to encourage effective policy and decision making at both the Board and management level, with a view to enhancing long-term value for the Company's shareholders. These Guidelines are intended to assist the Board in the exercise of its governance responsibilities and serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations. These Guidelines are not intended to change or interpret any federal or state law or regulation, including the General Corporation Law of the State of Delaware, or the Company's charter or By-Laws. These Corporate Governance Guidelines are subject to modification from time to time by the Board.

II. BOARD COMPOSITION AND DIRECTOR QUALIFICATIONS

A. <u>Size of Board</u>.

The Company's By-Laws provide that the number of Directors will be determined by the Board from time to time. The Board reviews from time to time the appropriateness of its size and other factors affecting its composition and may adjust its size upward or downward to reflect the changing needs of the Company.

B. <u>Director Tenure</u>.

At this time, the Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Corporate Governance and Nominating Committee will review each Director's continued service on the Board annually. This will permit the Corporate Governance and Nominating Committee to regularly assess each Director's contribution to the Board and allow each Director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

C. <u>Retirement Age</u>.

It is the policy of the Board that no Director should stand for reelection during or after the year in which he or she will attain the age of 75. The Board may, however, upon evaluation of a Director that has reached 75 years of age, in its discretion, ask such Director to remain on the Board if the Board believes that such Director will continue to make significant contributions to the work of the Board.

D. <u>Directors Who Change Their Present Job Responsibility</u>.

Management Directors (i.e., Directors who are also executive officers of the Company) are expected to submit a letter of resignation to the Board at the time of retirement from employment with the Company, or when transferring from his or her most senior management position in the Company, other than as a result of promotion.

A Non-Management Director (*i.e.*, a Director who is not an executive officer of the Company whether or not he or she would also qualify as an "independent" Director) who retires or experiences a material change in the position he or she held when most recently elected to the Board (other than as a result of promotion) should provide notice of the change to the Chair of the Board and the Chair of the Corporate Governance and Nominating Committee. Upon review, the Chairs may recommend the Director submit his or her resignation to the Board, which the Board may accept or reject based on the recommendation of the Corporate Governance and Nominating Committee.

E. <u>Independence of Directors</u>.

It is the policy of the Board that a majority of the members of the Board will be "independent" Directors in accordance with the requirements of applicable laws, rules and regulations, including those of The Nasdaq Stock Market (*"Nasdaq")*. A Director will not qualify as an "independent" Director unless the Board has affirmatively determined pursuant to applicable legal and regulatory requirements that such Director has no material relationship with the Company. The Board may adopt categorical standards to assist it in making such independence determinations. The Board will identify the "independent" Directors and any transactions or relationships that were considered in making independence determinations in the Company's annual proxy statement in accordance with applicable legal and regulatory requirements. Compliance with the definition of "independent" Director will be reviewed annually by the Corporate Governance and Nominating Committee.

F. <u>Number of Directorships</u>.

The number of boards on which a Director may sit may be reviewed on a case-by-case basis by the Corporate Governance and Nominating Committee. However, as a general rule, each independent Director should not hold more than three directorships of public companies other than the Company. A Director should notify the Chair of the Corporate Governance and Nominating Committee prior to accepting a new position on another board in order that the Corporate Governance and Nominating Committee may examine the relationship for a potential conflict of interest. If the Chair of the Corporate Governance and Nominating Committee seeks to accept a new position on another Board, he or she should notify the Chair of the Board who will examine the relationship for a potential conflict of interest. In addition, Management Directors must obtain the prior written approval of the Chair of the Corporate Governance and Nominating Committee prior to accepting an invitation to serve on the board of directors of another public company.

G. Board Membership Criteria.

The Corporate Governance and Nominating Committee is responsible for recommending to the Board (1) nominees for Board membership to fill vacancies or newly created positions and (2) the persons to be nominated by the Board for election at the Company's Annual Meeting of Shareholders.

In connection with the nomination process, the Corporate Governance and Nominating Committee shall review the desired experience, skills and other qualities to assure appropriate Board composition, taking into account the current Board members and the specific needs of the Company and the Board. To be considered by the Corporate Governance and Nominating Committee, a Director nominee ideally should have experience as a board member or senior officer of a company in the consumer packaged goods or other related industries or have a strong financial background or be a leading participant in another field relative to our business or have achieved prominence in a relevant field or area of organizational operations as a faculty member, professional or government official. The Board will generally look for individuals who have obtained relevant industry experience or possess skills and expertise relevant to the Company's business or operations, have displayed high ethical standards, integrity, sound business judgment and a willingness to devote adequate time to Board duties. Lastly, as a majority of the Board must consist of individuals who are independent, a nominee's ability to meet the independence criteria established by Nasdaq is also a factor in the nominee selection process. This process is designed to ensure that the Board includes members with diverse backgrounds, skills and experience, including appropriate financial and other expertise relevant to the business of the Company.

The Board is committed to considering diversity of race, ethnicity and gender in identifying and assessing Director nominees. As part of the search process for each new Director, the Corporate Governance and Nominating Committee will actively seek diverse candidates for consideration.

The Corporate Governance and Nominating Committee will also consider proposals for nominees for Director from shareholders that are made in writing to the Corporate Secretary of the Company in compliance with the By-Laws of the Company and the written requirements, if any, provided by the Company from time to time in its public filings. Shareholders may also nominate individuals for election as a Director at the Company's Annual Meeting of Shareholders by complying with the procedural, informational and other requirements for proxy access set forth in the Company's By-Laws.

H. Selection of Directors.

The Board is responsible for selecting Director nominees for election to the Board and for filling vacancies on the Board and newly created directorships that may occur between annual meetings of shareholders.

I. Chair of the Board.

The Board believes that it is a best practice that the offices of Chair of the Board and Chief Executive Officer of the Company shall be maintained as separate roles. In the event that the current Chair of the Board is unable to carry out his or her responsibilities, the Corporate Governance and Nominating Committee will recommend a succession plan, either on an interim or permanent basis.

III. BOARD AND DIRECTOR RESPONSIBILITIES; PROCEDURES FOR MEETINGS

A. Board and Director Responsibilities.

The basic responsibility of the Directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, Directors should be entitled to rely on the honesty and integrity of the Company's senior management and its outside advisors and auditors. Each Director is expected to spend the time and effort necessary to properly discharge his or her responsibilities.

The Board oversees the members of senior management, who are charged by the Board with conducting the business and affairs of the Company. The Board will regularly monitor the effectiveness of senior management in order to evaluate whether the Company is being properly managed. The Board evaluates the Company's overall strategy and business planning process and approves strategic plans on at least an annual basis. As part of this review, the Board receives updates regarding key operational challenges, employee-related issues, company culture, significant matters of public policy, corporate responsibility and the Company's Environmental, Social and Governance ("ESG") Program. The Board also oversees risk management at the Company, with certain oversight being conducted by the relevant Board committees.

The Board expects each Director, as well as the Company's officers and employees, to be familiar with and comply with the Company's Code of Business Conduct and Ethics.

B. Frequency and Length of Meetings.

The annual schedule for regular meetings of the Board will be submitted and approved by the Board in advance. Board meetings will be for such length of time as may be required to cover the subjects on the scheduled agenda. Special meetings of the Board may be called as provided in the Company's By-Laws. Directors are expected to attend at least 75 percent of the Board meetings and the meetings of Board committees on which they serve, and to spend the time required and meet as frequently as necessary to properly discharge their responsibilities. Directors are also encouraged to attend the Company's Annual Meeting of Shareholders whether held in person or virtually.

C. Agenda for Board Meetings.

The Chair of the Board, working together with the Company's Chief Executive Officer and Corporate Secretary, and other Directors, will establish the agenda for each Board meeting. At the beginning of the fiscal year, and as applicable during the fiscal year, the Chair of Board will establish a schedule of agenda subjects to be discussed during the fiscal year (to the extent these can be foreseen).

Board members may suggest items for inclusion on the agenda and, subject to the will of the majority of those Directors present, may raise for discussion at any Board meeting subjects not on the agenda.

D. Board Materials Distributed in Advance.

Directors will be provided, sufficiently in advance of each meeting to permit ample time for review, background information and materials relating to the items to be addressed at such meeting. Directors have a responsibility to review these materials in advance of such scheduled meetings. The Company's officers will strive to make the information clear and concise yet comprehensive, and will make an ongoing effort to solicit suggestions from Non-Management Directors on how to best meet their information needs. Directors will also receive and are expected to review financial statements, earnings reports, significant press releases, certain analyst reports and other information designed to keep them informed of material aspects of the Company's business, performance and prospects.

E. Meetings of Independent Directors.

To promote open and unfettered discussion among independent Directors, the independent Directors will meet without management before or after each regularly scheduled Board meeting. Except as otherwise designated, the Chair of the Board shall serve as the presiding Director at each such executive session and meeting of independent Directors.

IV. BOARD COMMITTEES

A. Number and Structure.

The Board will at all times have an Audit Committee, a Compensation and Talent Management Committee and a Corporate Governance and Nominating Committee. These committees and all of the members of these committees will satisfy and comply with the independence requirements of Nasdaq and all other applicable laws, rules and regulations. The Board may also form additional committees and currently has a Strategy Committee (the members of which need not meet the independence requirements of Nasdaq and all other applicable laws, rules and regulations). Committee members will be recommended by the Corporate Governance and Nominating Committee and be approved by the Board and may be removed by the Board in its discretion. A Non-Management Director may attend any committee meeting *ex officio* with the concurrence of the chair of such committee. Committee members and committee chairs will be appointed by the Board upon recommendation of the Corporate Governance and Nominating Committee with consideration of the desires of individual Directors.

It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not feel that rotation should be mandated as a policy.

B. Committee Agenda.

The chair of each committee, in consultation with appropriate members of the applicable committee and management, will develop the committee's agenda. At the beginning of the Board year, each committee will establish a schedule of agenda subjects to be discussed during the year (to the extent these can be foreseen).

C. Committee Charter; Annual Self-Evaluation.

Each of the Audit Committee, the Compensation and Talent Management Committee and the Corporate Governance and Nominating Committee have developed, and will maintain and comply with, a charter describing, among other things, its duties and responsibilities in accordance with applicable legal and regulatory requirements, including those of Nasdaq. Additional committees formed or maintained by the Board may, under the leadership of their respective chairs, develop and maintain charters describing their respective duties and responsibilities. Committee charters developed or amended by a committee will be reviewed by the Corporate Governance and Nominating Committee and approved by the Board. Each committee shall, on an annual basis, review and reassess the adequacy of its charter, conduct an evaluation of its performance during such past year, and report these findings to the full Board as appropriate. In addition, the Corporate Governance and Nominating Committee shall, on an annual basis, review and reassess the adequacy of the charter of each other Board committee.

D. Number of Audit Committee Directorships.

Members of the Audit Committee shall not simultaneously serve on the audit committee of more than three public company boards (including the Company's).

V. BOARD ACCESS TO MANAGEMENT AND INDEPENDENT AND OUTSIDE ADVISORS

A. Board Access to Management and Counsel.

Directors will have open access to the Company's management team and counsel. Directors may contact members of the management team without permission of the Chief Executive Officer. However, they should use judgment to ensure that this contact is not distracting to Company business operations and will, to the extent appropriate, copy the Chief Executive Officer on any written communications between the Director and an officer or an employee of the Company.

Furthermore, the Board encourages the senior management team to, from time to time, bring other executives into Board meetings who (i) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (ii) are managers with future potential that the senior management believes should be given exposure to the Board.

B. Board and Committee Access to Independent and Outside Advisors.

The Board and each Committee shall have the authority to engage independent or outside counsel, accountants or other advisors, in each case, of its choice and as it determines to be necessary or appropriate. All related fees and costs of such advisors shall be paid promptly by the Company in accordance with its normal business practices.

VI. CHIEF EXECUTIVE OFFICER EVALUATION AND MANAGEMENT SUCCESSION

A. Evaluation of Chief Executive Officer and Executive Officers.

The Compensation and Talent Management Committee, in consultation with the Chair of the Board, shall be responsible for evaluating the performance of the Company's Chief Executive Officer, and reviewing the Chief Executive Officer's evaluation of the Company's executive officers. The Compensation and Talent Management Committee shall report to the Board periodically with respect to such evaluations. The Board shall review the evaluations to ensure that the executive officers are providing the best leadership for the Company over both the long- and short-term.

B. Management Succession.

On an annual basis, the Board plans for the Chief Executive Officer's succession as well as certain other senior executive positions. The Corporate Governance and Nominating Committee is responsible for making recommendations to the Board about succession planning for the Chief Executive Officer, with close coordination with the Compensation and Talent Management Committee. The Corporate Governance and Nominating Committee also recommends to the Board succession plans in the event of an emergency or the retirement of the Chief Executive Officer. The Compensation and Talent Management Committee is responsible for making recommendations to the Board about succession planning for executive officers and members of the executive management team, other than the Chief Executive Officer.

VII. BOARD ORIENTATION, COMPENSATION AND SELF-EVALUATION

A. Director Orientation and Continuing Education.

Each Director, upon his or her initial election to the Board, will receive, on an individualized basis, materials and briefings to permit such Director to become familiar with the Company's business, finances, corporate governance and compensation practices and policies.

The Company will also provide, on an ongoing basis, additional opportunities for Directors to further familiarize themselves with the Company's business, finances and operations, which may include, among other things, presentations from members of management of the Company and its subsidiaries and site visits to the Company's operational sites. In addition, Directors are encouraged to attend continuing director education programs on best practices at the Company's expense.

B. Director Compensation.

As provided in its charter, the Compensation and Talent Management Committee will periodically review and make recommendations to the Board regarding the form and amount of non-employee Director compensation, taking into consideration whether Directors are being rewarded in a manner consistent with the compensation strategy of the Company, competitive market practices and applicable legal and regulatory requirements. A meaningful portion of the compensation of the non-management Directors may consist of stock or other equity-based compensation. Directors who are employees of the Company or its subsidiaries and Directors who serve pursuant to contractual arrangements with the Company shall not be entitled to receive additional compensation for serving on the Board.

The Directors shall also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf and shall further be entitled to the benefits of indemnification to the fullest extent permitted by law and the Company's charter, By-Laws and any indemnification agreements, and to exculpation as provided by Delaware law and the Company's charter.

C. Board Self-Evaluation.

The Board will conduct a self-evaluation annually to determine whether it and its committees are functioning effectively. This review will be overseen by the Corporate Governance and Nominating Committee, in accordance with the charter, policies and principles of that committee. The objective of the self-evaluation is to increase the effectiveness of the Board, and thereby its value to the Company, through the consideration of, among other things, improved and alternative Board structures, organization or processes. The Board will discuss the results of such self-evaluation to determine whether any actions would be appropriate in order to improve Board or Board committee performance.

VIII. DIRECTOR STOCK OWNERSHIP GUIDELINES

The Board strongly believes that Directors should have a meaningful ownership interest in the Company and, to that end, has implemented stock ownership guidelines for Directors. Such ownership guidelines are reflected in The Hain Celestial Group, Inc. Stock Ownership Guidelines for Executive Officers, Other Executive Vice Presidents and Non-Employee Directors.

IX. GENERAL

A. Communications to the Board.

Shareholders of the Company and other interested parties may communicate with one or more of the Directors (including any Non-Management Directors as a group) by mail in care of the Corporate Secretary at the principal executive offices of the Company and should specify the intended recipient or recipients. All such communications that relate to matters that are within the scope of responsibilities of the Board and its committees will be forwarded to the appropriate Director or Directors, or if none is specified, to the Chair of the Board.

B. External Communications on Behalf of the Company.

The Board believes that, absent unusual circumstances, the Chief Executive Officer shall authorize all external communications on behalf of the Company. If comments from the Board are appropriate, they should come from the Chair of the Board, or as contemplated by the Committee charters, at the request of the Chief Executive Officer.

C. Periodic Review of These Guidelines.

The operation of the Board is a dynamic and evolving process. Accordingly, these Corporate Governance Guidelines will be reviewed at least annually by the Corporate Governance and Nominating Committee and any recommended revisions will be submitted to the Board for consideration.

D. Conflicts of Interest.

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the Director should immediately report the matter to the General Counsel. Any significant conflict must be resolved or the Director should resign. If a Director has a personal interest in a matter before the Board, the Director will disclose the interest to the Board, excuse himself or herself from discussion on the matter and not vote on the matter.

E. Shareholder Advisory Vote on Executive Compensation.

The Compensation and Talent Management Committee will review the results of any advisory shareholder votes on executive compensation ("*Say on Pay Votes*") as presented to the Company's shareholders at the Company's Annual Meeting of Shareholders as required by Section 14A of the Securities and Exchange Act of 1934, as amended, and the rules and regulations adopted thereunder. The Compensation and Talent Management Committee will consider whether to recommend any changes or modifications to the Company's executive compensation policies and practices as a result of the Say on Pay Votes. Further, the Compensation and Talent Management Committee will recommend for approval by the Board how frequently the Company should provide its shareholders with the opportunity to cast a Say on Pay Vote, taking into account the results of any prior shareholder votes regarding the subject.