

The Hain Celestial Group, Inc.
Corporate Governance and Nominating Committee Charter

Organization

The Board of Directors of The Hain Celestial Group, Inc. (the “*Company*”) shall designate annually a Corporate Governance and Nominating Committee (the “*Committee*”) comprised of three or more Directors, who may be appointed and removed by the Board of Directors in its discretion. The members of the Committee shall be “independent” directors as determined in accordance with the rules and regulations of the Nasdaq Stock Market, Inc. and, if determined applicable by the Board of Directors, the New York Stock Exchange and shall also comply with and satisfy all other applicable laws, rules, regulations, and requirements. The Committee shall report regularly to the Board of Directors.

A Chairman of the Committee shall be elected annually by the Board of Directors.

Purpose

The purpose of the Committee is to (1) identify individuals qualified to serve on the Board of Directors and to recommend that the Board of Directors select director nominees to be considered for election at the Company’s next annual meeting of stockholders or to be appointed by the Board of Directors to fill an existing or newly created vacancy on the Board of Directors, (2) identify members of the Board of Directors to serve on each board committee and to serve as chairman thereof and recommend each such member and chairman to the Board of Directors, (3) develop and revise, as appropriate, Corporate Governance Guidelines applicable to the Company and recommend such guidelines or the revision of such guidelines to the Board of Directors, (4) oversee the evaluation by the Board of Directors of itself and its committees and (5) identify individuals to serve as officers of the Company and recommend such individuals to the Board of Directors.

Meetings

The Committee shall meet as often as it deems necessary or appropriate to carry out its responsibilities and may, in its sole discretion, form and delegate authority to subcommittees (comprised only of Committee members) in furtherance of such responsibilities. Meetings of the Committee shall be called by the Chairman of the Committee, the Chairman of the Board of Directors, or the Chief Executive Officer (the “*CEO*”) of the Company. All such meetings shall be held pursuant to the By-Laws of the Company with regard to notice and waiver thereof, and written minutes of each such meeting shall be duly filed in the Company’s records.

Powers and Responsibilities

The Committee shall:

- 1) Actively seek to identify individuals qualified to serve on the Board of Directors and to recommend that the Board of Directors select director nominees to be considered for election at the Company's next annual meeting of stockholders or to be appointed by the Board of Directors to fill an existing or newly created vacancy on the Board of Directors in accordance with the Board Membership Criteria set forth in the Company's Corporate Governance Guidelines. The Committee shall also consider written proposals for director nominees received from stockholders of the Company in accordance with the Company's Corporate Governance Guidelines and By-Laws.
- 2) Identify qualified members of the Board of Directors to serve on each board committee and to serve as chairman thereof and recommend each such member and chairman to the Board of Directors. In addition, the Committee may designate a member of the Committee to participate in meetings of any other Board committee with the concurrence of the chairman of such other committee.
- 3) Develop Corporate Governance Guidelines applicable to the Company and recommend such guidelines or revisions of such guidelines to the Board of Directors. The Committee shall review such guidelines at least annually and, when necessary or appropriate, recommend changes to the Board of Directors.
- 4) Review at least annually the charters of the committees of the Board of Directors and, when necessary or appropriate, recommend changes in such charters to the Board of Directors.
- 5) Oversee the annual self-evaluation by the Board of Directors of itself and its committees.
- 6) Review and assess the management succession plan for the Chief Executive Officer position and other members of executive management and annually review such assessment with the Board of Directors.
- 7) Identify individuals to serve as officers of the Company and recommend such individuals to the Board of Directors.
- 8) Oversee and monitor compliance with applicable laws and regulations and the Company's Code of Business Conduct and Ethics.

- 9) Monitor the development of best practices regarding corporate governance and take a leadership role in shaping the corporate governance of the Company.
- 10) Review and approve the requests of “employee” Directors seeking to accept invitations to serve on the boards of directors of other public companies and committees thereof.

Additional Powers and Responsibilities

The Committee shall have the authority to engage and obtain advice and assistance from advisors, including independent or outside counsel, shall have sole authority to retain and/or terminate any search firm, including those used to identify individuals qualified to serve on the Board of Directors, and shall have the sole authority to approve the fees and other retention terms of any such engagement, as it determines is necessary or appropriate to carry out its duties.

The Committee shall, on an annual basis, review and reassess the adequacy of this Charter and conduct an evaluation of the Committee’s own performance during such past year.

The Committee shall perform such other activities as the Committee or the Board of Directors may from time to time deem necessary or appropriate.