

October 6, 2017

Denise Faltischek  
Executive Vice President and General Counsel  
The Hain Celestial Group, Inc.  
1111 Marcus Avenue  
Lake Success, NY 11042-1034

Re: Shareholder Proposal Withdrawal

Dear Denise,

As You Sow and Green Century Capital Management greatly appreciate the recent constructive dialogue with Hain Celestial (the "Company") on sustainability reporting. Following the submission of a shareholder proposal for inclusion in the 2017 proxy statement by As You Sow on behalf of James McRitchie and by the Green Century Equity Fund (collectively the "Proponents"), and subsequent dialogue, the Company and the Proponents have agreed to the following:

- 1) The Company will publish a sustainability report within one calendar year of the 2017 annual meeting (the "2018 Sustainability Report"), including the following information:
  - a) Discussion of the Company's approach to managing water stewardship throughout its supply chain, including:
    - Report on progress toward Company's stated water stewardship commitments, explained in the Company's Corporate Water Management Statement available on its website<sup>1</sup>, with a focus on data, metrics, and quantifiable evidence.
    - Discussion of the Company's commitment to complete a water risk assessment across its entire value chain by the end of 2018.
  - b) Discussion related to pesticide use, particularly for the Company's non-organic brand portfolio supply chain, including:
    - Discussion of the Company's approach to managing and mitigating the impacts of pesticide use in its agricultural supply chain, including impacts on pollinators.
    - Recognition of the impact of pesticides on public health and pollinators, in relation to the Company's supply chain needs.
    - Define terms that are used to describe Company's efforts to reduce pesticide use, such as "natural," using tangible indicators.
    - Disclose overall goals to reduce pesticide use and/or toxicity, if applicable.
    - Disclose quantitative metrics tracking the amount and/or classes of pesticides avoided annually, if applicable.
    - Discuss measures, including technical assistance and incentives, provided to growers to avoid or minimize the use of pesticides, if applicable.
    - Discuss relevant Company projects and/or partnerships with third-party organizations aimed at managing or mitigating the impacts of pesticide use in the Company's agricultural supply chain, if applicable.
  - c) Discussion of climate risks, including:

- Discussion of the Company's approach to managing climate risks in its supply chain, including an assessment of time-bound, quantitative, company-wide goals for reducing total GHG emissions.
  - Report on progress toward Company's stated climate commitments, explained in the Company's Climate Change Statement available on its website<sup>2</sup>, with a focus on data, metrics, and quantifiable evidence.
- 2) The Company's 2018 Sustainability Report, and all such subsequent reports, should be published publicly at least once annually.
  - 3) The Company's 2018 Sustainability Report, and all such subsequent reports, should be metric-driven, disclosing relevant goals, timelines, and progress; prepared at reasonable cost and omitting proprietary information.

We recommend the Company use a transparent mechanism to regularly disclose progress in adopting and implementing stated policies and goals in the 2018 Sustainability Report and all such subsequent reports, such as CDP, Sustainability Accounting Standards Board (SASB), and/or the Global Reporting Initiative (GRI). Further, relating to water stewardship we recommend that the Company consider adopting disclosures and practices scored by Ceres in its annual *Feeding Ourselves Thirsty* report, including Governance and Management, and aim to make future water reporting public, such as the results of the CDP Water Assessment.

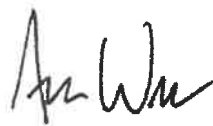
As You Sow, Green Century, and Hain Celestial commit to continued dialogue on sustainability reporting, water stewardship, pesticide management, climate risk management, and related issues. As You Sow on behalf of James McRitchie and the Green Century Equity Fund agree to withdraw the pending shareholder proposal.



Denise Faltischek  
Executive Vice President and General Counsel  
The Hain Celestial Group, Inc.



Marissa LaFave  
Shareholder Advocate  
Green Century Capital Management, Inc.



Austin Wilson  
Environmental Health Program Manager  
As You Sow

<sup>1</sup> <http://www.hain.com/wp-content/uploads/2016/10/Water-Management-HAIN-Statement-2016.pdf>

<sup>2</sup> <http://www.hain.com/wp-content/uploads/2016/02/Climate-Change-HAIN-Statement-2016-2.pdf>