

[Rule 14a-8 Proposal, June 30, 2008]

Resolved: That the stockholders of The Hain Celestial Group, Inc. ("Company") hereby request that the board of directors initiate the appropriate process to change the Company's jurisdiction of incorporation from Delaware to North Dakota and to elect that the Company be subject to the North Dakota Publicly Traded Corporations Act.

SUPPORTING STATEMENT OF KENNETH STEINER

Our Company prides itself on promoting healthy lifestyles and being environmentally friendly. This proposal asks our board of directors to become equally stockholder friendly by reincorporating our Company under the new North Dakota Publicly Traded Corporations Act.

The North Dakota law is far ahead of any other state corporation law in providing rights for stockholders. It addresses each of the major issues in corporate governance. If our Company were subject to the North Dakota law:

- There would be a right of proxy access for stockholders who have owned 5% or more of our Company's shares for at least two years.
- The board of directors could not be classified.
- There would be true majority voting for directors.
- Stockholders would be reimbursed for their expenses in proxy contests to the extent they are successful.
- Stockholders would vote each year on the executive compensation practices of our Company.
- The positions of CEO and Chair of the board of directors would have to be held by different individuals.
- Holders of 5% of the outstanding shares could propose an amendment to the articles of incorporation.
- The ability of the board of directors to adopt a poison pill would be limited in several respects.

The North Dakota law would give us as stockholders more rights than are available under any other state corporation law. If our Company were to reincorporate in North Dakota, it would instantly have the most stockholder friendly corporate governance in the United States. Our Company's commitment to its stockholders would finally match its commitment to healthy living and protecting the environment.

The SEC recently refused to change its rules to give shareholders a right of access to management's proxy statement. But such a right is part of the North Dakota law. As a result, reincorporation in North Dakota is now the best alternative for achieving a right of proxy access. And at the same time that proxy access would become available for our Company by reincorporating in North Dakota, our Company would also become subject to the other corporate governance rules listed above.

Although the Delaware General Corporation Law is acknowledged to be management friendly, stockholders are sometimes told that incorporation there is justified because of the Delaware courts. But a study by the American Justice Partnership, reported in June/July 2007 edition of *Directorship* magazine, of the most favorable legal environments for business ranked North Dakota 3rd and Delaware 13th.

Our board of directors should treat us, as stockholders, with as much concern as it shows for our Company's customers and the environment. Please support this important improvement in our Company's corporate governance practices.