
**CHARTER OF THE FINANCE AND CAPITAL ALLOCATION COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
HASBRO, INC.**

Purpose

The primary purpose of the Finance and Capital Allocation Committee (the “Committee”) of Hasbro, Inc. (the “Company”) is to assist the Board of Directors (the “Board”) in overseeing the Company’s (i) annual and long-term financial plans, (ii) capital structure, (iii) capital allocation decisions, (iv) use of funds, (v) investments, (vi) financial and risk management and (vii) proposed significant transactions.

In discharging its oversight role, the Committee is empowered to investigate any matter with full access to all books, records, facilities and personnel of the Company and the power to retain outside counsel, auditors or other experts for this purpose.

The Committee shall review and reassess the adequacy of this Charter on an annual basis.

Structure, Processes and Membership

The Committee shall be comprised of not less than three members of the Board. The Committee’s composition will meet any applicable legal or other requirements. In addition, at least a majority of the members of the Committee will be independent as defined under the Company’s Standards for Director Independence and the requirements for independence under The NASDAQ Stock Market’s corporate governance listing standards. Accordingly, at least a majority of the members of the Committee will be directors:

1. Who have no relationship to the Company that would interfere with the exercise of their independence from management and the Company; and
2. Who do not receive, directly or indirectly, any consulting, advisory or other compensatory fees from the Company or any of its affiliates other than board fees and fees related to service on the Committee or on other committees of the Board.

Committee members shall be appointed and removed by the Board, which shall designate the Committee Chair, who shall preside over meetings of the Committee. A majority of the members of the Committee shall constitute a quorum for doing business. All actions of the Committee shall be taken by a majority vote of the members of the Committee present at the meeting, provided a quorum is present.

The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate. To the extent the Committee believes it to be appropriate or advisable, it shall meet in executive session, without management present. Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing. The Committee shall report regularly to the Board.

Key Responsibilities

The Committee's job is one of oversight and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company that it receives information from and (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board). The Committee has the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties. It also has authority to determine compensation for such advisors.

The following functions shall be the common recurring activities of the Committee in carrying out its oversight function. These functions are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate, and as allowed by applicable legal and other requirements, given the circumstances.

Review of Annual and Long-Term Financial Plans

- The Committee shall review and discuss with management the Company's annual and long-term business and financial plans, including the financial impacts of these plans; and
- As part of its review of the Company's annual and long-term business and financial plans, the Committee will report to the Board concerning its review of such plans and the financial and business assumptions underlying the Company's financial projections and budgets.

Review of Capital Structure, Capital Allocation and Use of Funds

- The Committee shall review and discuss with management the Company's capital structure, including appropriate debt levels for the Company;
- The Committee shall review and discuss with management the Company's short and long-term financing plans, including all debt and equity financing and the use of securitization facilities;
- The Committee shall review and discuss with management the Company's capital allocation priorities with a view to maximizing long-term shareholder value, including use of available funds for investment in the business, capital investments, stock repurchases, dividends, acquisitions or other strategic actions;
- The Committee shall periodically review and discuss the metrics, hurdle rates and underlying assumptions used to evaluate and determine capital allocation decisions;

- The Committee shall review proposed significant capital allocation decisions, including their strategic rationale, projected performance against metrics and hurdle rates, and underlying assumptions, and make recommendations to the Board with respect to such significant capital allocation decisions;
- The Committee shall review the Company's actual performance with respect to past capital allocation decisions, investments and initiatives versus original projections; and
- The Committee shall review and discuss with management the Company's international tax planning and cash repatriation strategies.

Review of Investments

- The Committee shall review and discuss with management the Company's investment of its cash and cash equivalents and the performance of these investments;
- The Committee shall periodically review funding levels for the Company's pension, 401(k), deferred compensation and other benefit plans; and
- The Committee shall review the investments and the investment performance of assets within the Company's benefit plans, including, without limitation, pension, 401(k), deferred compensation and other retirement plans.

Review of Financial and Risk Management

- The Committee shall, in conjunction with the Company's Audit Committee, review and discuss with management the Company's financial risk management activities and strategies, including with respect to foreign currency, credit risk and interest rate exposure, and use of hedging and other techniques to manage these risks.

Review of Transactions

- The Committee shall review and make recommendations to the Board concerning any proposed transactions which require Board approval and which the Board deems appropriate for Committee review, including, without limitation, licensing arrangements, capital expenditures and acquisitions or divestitures to the extent any such arrangements or transactions involve commitments over \$25 million; and
- The Committee shall review the Company's actual performance with respect to past significant transactions versus original projections.

Reporting to the Board

- The Committee shall report its actions to the Board on a regular basis and, as part of this reporting, will discuss with the Board those matters reviewed by the Committee, and will

make recommendations to the Board on such matters, as the Board and the Committee shall deem appropriate.

The Committee shall also perform any other activities consistent with the Articles of Incorporation and By-laws of the Company, and other governing laws, as the Board or the Committee shall deem appropriate.