

February 2018

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**CHARTER OF THE  
CYBERSECURITY AND DATA PRIVACY COMMITTEE  
OF  
THE BOARD OF DIRECTORS  
OF  
HASBRO, INC.**

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**Purpose**

The primary purpose of the Cybersecurity and Data Privacy Committee (the “Committee”) of Hasbro, Inc. (the “Company”) is to assist the Board of Directors of the Company (the “Board”) in its oversight of the (i) protection of information and assets collected, created, used, processed and/or maintained by or on behalf of the Company, including intellectual property, whether belonging to the Company or the Company’s customers, consumers, employees or business partners, globally, (ii) protection of the Company’s customers’, consumers’, and employees’ privacy and personal information, (iii) Company’s compliance with all applicable global data privacy and security regulations and requirements, and (iv) Company’s other cyber risk management activities, including measures to maintain the availability, integrity and functionality of the Company’s information technology systems, networks, and Company Information Assets (defined below).

In discharging its oversight role, the Committee is empowered to investigate any matter with full access to all books, records, facilities, systems and personnel of the Company and has the power to retain outside counsel, outside security experts or other experts for this purpose. It also has authority to determine compensation for such advisors.

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.

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, or participating by conference telephone or similar communications equipment, 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 sessions, 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 it recognizes that the Company's cybersecurity and protection of Company Information Assets, including the Company's compliance with applicable regulatory requirements, including global data privacy and security regulations and requirements, is the responsibility of the Company's management. 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 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 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 stock exchange requirements, given the circumstances.

The Committee shall review and discuss with management:

- the types of information, data, and assets collected, created, used, processed, and/or maintained by or on behalf of the Company, including personal information and/or any information or assets of the Company's customers, consumers, employees and business partners (collectively, "Company Information Assets");
- for Company Information Assets, how and why that information is being collected, created, used, processed, and/or maintained and how such activities align with the Company's strategic objectives and risk profile;
- the data privacy and security aspects of any digital products or services offered by the Company, including without limitation connected products or services;
- the systems, controls and procedures used by the Company and business partners engaged by the Company to collect, create, use, maintain, process and protect Company Information Assets;
- the Company's systems, controls and procedures to ensure compliance with all applicable regulatory requirements, including global data privacy and security regulations and requirements;

- measures to maintain the availability, integrity and functionality of the Company's information technology systems, networks, and Company Information Assets;
- the Company's cyber risks, including methods for identifying, assessing and mitigating those risks;
- the effectiveness of the Company's digital technology security and cybersecurity programs and capabilities, including the Company's resources committed to such programs;
- systems and controls to prevent, detect and respond to cybercrimes, cyberattacks or other breaches or attempted breaches involving the Company's information technology systems, networks, and/or Company Information Assets;
- in the event of an identified breach or attempted breach, the details and impact of any such breach or attempted breach of the Company's information technology systems, networks and/or Company Information Assets, the appropriate investigation of any such events, the response to such events, and the implementation of measures to help prevent the recurrence of such events; and
- such other matters as the members of the Committee consider relevant to the Committee's oversight of the Company's cyber risk management activities.

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 shall deem appropriate.