
**CHARTER OF THE EXECUTIVE COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
HASBRO, INC.**

Purpose

The primary purpose of the Executive Committee (the “Committee”) of Hasbro, Inc. (the “Company”) is to act as specifically assigned by the Board on behalf of the full Board between Board meetings, or when it is otherwise impracticable for the full Board to act, and to perform such other functions as are assigned to it by the Board from time to time. The Committee is vested with all of the powers that are held by the Board, except for such powers as the Committee is not authorized to exercise by applicable legal and other requirements, or which the Board otherwise restricts the Committee from exercising from time to time.

In discharging its 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 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.

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 meetings as circumstances dictate and as authorized by the full Board. 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 primary purpose of the Committee is to act as specifically assigned by the Board on behalf of the full Board between Board meetings or when it is otherwise impracticable for the full Board to do so, and to perform such other functions as are assigned to it by the Board from time to time. The Committee shall have and may exercise all power of the Board in the management of the business and affairs of the Company, provided, however, that the Committee may not exercise the power of the Board with respect to:

- amendment of the Articles of Incorporation or By-laws of the Company;
- adoption of a plan of merger or consolidation;
- recommending to shareholders the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Company, other than in the usual and regular course of the Company's business;
- recommending to the shareholders a voluntary dissolution or revocation of the Company; or
- any other matters that according to applicable laws or other requirements, must be performed by another committee of the Board or cannot be delegated to a committee of the Board.

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 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 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.