

MATTEL, INC.
AMENDED AND RESTATED GOVERNANCE
AND SOCIAL RESPONSIBILITY COMMITTEE CHARTER

Purpose

The primary purposes of the Governance and Social Responsibility Committee (the “Committee”) are (a) to assist the Board of Directors (the “Board”) of Mattel, Inc. (the “Company”) by identifying individuals qualified to become Board members, consistent with the criteria approved by the Board, and to select, or to recommend that the Board select, the director nominees for the next annual meeting of stockholders; (b) to develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; (c) to lead the evaluation of the Board’s performance; (d) to recommend to the Board director nominees for each committee; (e) to assist the Board with oversight and review of social responsibility matters such as sustainability, corporate citizenship, community involvement, global manufacturing principles, public policy matters and environmental, health and safety issues; and (f) to provide oversight with regard to philanthropic activities of the Company. The Committee also works closely with the Chief Executive Officer and other members of the Company’s management to assure that the Company is governed effectively and smoothly.

Membership

The Committee shall consist of not less than three members of the Board. The members and Chair of the Committee shall be appointed by the Board, on the recommendation of the Committee, and shall serve at the discretion of the Board. The members of the Committee shall be “independent directors” under the rules of the Nasdaq Stock Market (except as otherwise permitted by Nasdaq Rule 5605(e)).

Committee Organization and Procedures

The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee. The Committee shall have the authority to establish its own rules and procedures consistent with the Bylaws of the Company for notice and conduct of its meetings, should the Committee, in its discretion, deem it desirable to do so. The Committee shall meet at least two times in each fiscal year, and more frequently as the Committee in its discretion deems desirable. The Committee, through its Chair, shall report periodically, as deemed necessary or desirable by the Committee, but at least annually, to the Board regarding the Committee’s actions and recommendations.

The Committee shall have access to, and shall at its discretion meet with, any officer or other employee of the Company or its subsidiaries. The Committee may, in its discretion, utilize the services of the Company’s regular corporate legal counsel with

respect to legal matters or, at its discretion, retain other legal counsel if it determines that such counsel is necessary or appropriate under the circumstances.

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates or assist the Committee in making its annual assessment of the Board's performance and shall have sole authority to approve such search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

Authority and Responsibilities

The Committee shall have the following powers and duties:

1. On an annual basis, the Committee shall review and make recommendations to the Board concerning the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board. This review shall include an assessment of the talent base, skills, areas of expertise and experience, diversity and independence of the Board and its members, and consideration of any changes that may have occurred in any director's responsibilities, as well as such other factors as may be determined by the Committee to be appropriate for review, all in the context of an assessment of the perceived needs of the Board at that point in time.
2. The Committee shall actively seek individuals qualified to become Board members for recommendation to the Board. The Committee shall, with input from the Board Chair, screen candidates to fill vacancies on the Board; solicit recommendations from Board members as to such candidates; and consider nominations and recommendations for Board membership submitted by stockholders in accordance with the requirements set forth in the Director Nomination Policy. Prior to selection, a candidate will personally meet with at least two members of the Committee. The Committee shall recommend to the Board director nominees for election at each annual meeting of stockholders. The Board shall be responsible, in fact as well as procedure, for selecting the nominees to the Board.
3. In the event that a nominee for director who is an incumbent director is not elected at an annual meeting of stockholders and no successor has been elected at such annual meeting, and such incumbent director tenders his or her resignation to the Board in accordance with Article II, Section 3 of the Bylaws, the members of the Committee other than such incumbent director shall make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. In making their recommendation, the members of the Committee may

consider any factors and other information that they consider appropriate and relevant. The members of the Board other than such incumbent director shall act on the tendered resignation.

4. An annual report will be made to the Board on succession planning. The Board will work with the Committee to nominate and evaluate successors to the Chief Executive Officer and/or Board Chair when a vacancy occurs. The Chief Executive Officer and/or Board Chair will make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for those individuals.
5. The Committee shall evaluate Company policies relating to the recruitment of directors, including D&O insurance and indemnification provisions of the Company's Bylaws, and make recommendations to the Board, or any appropriate Board committee, regarding such matters.
6. The Committee shall review periodically with the Company's Chief Legal Officer or General Counsel, in the light of changing conditions, new legislation, regulations and other developments, the Company's Guidelines on Corporate Governance, and make recommendations to the Board for any changes, amendments and modifications to the Guidelines that the Committee shall deem desirable.
7. After receiving comments from all the Board's directors, the Committee shall report annually to the Board an assessment of the Board's and its committees' performance. This assessment will focus on the Board's contribution to the Company as a whole and specifically focus on areas in which the Board and/or the management believe that the Board could improve. The Committee shall encourage all Board members to be active contributors to the governance process.
8. The Committee shall review the continued appropriateness of Board membership in the event that individual directors change the nature of their primary employment.
9. The Committee shall make recommendations to the Board with regard to membership of Board committees. In making such recommendations the Committee shall consider the desires of individual directors and the input of the Board Chair.
10. The Committee shall oversee and review with management risks relating to governance and social responsibility matters.
11. The Committee shall appoint the individuals to serve as members of the Administrative Committee of the Company's broad-based employee benefit plans, which Administrative Committee shall be the "named

fiduciary” of such plans (within the meaning of Section 402(a)(2) of the Employee Retirement Income Security Act of 1974, as amended). The Committee shall receive reports periodically from the Administrative Committee regarding the Administrative Committee’s significant actions.

12. The Committee shall review the corporate social responsibility initiatives established by management to assist the Company in appropriately addressing its social responsibilities and the public interest in the Company’s affairs, including issues of concern to the Company’s stockholders, the business community and the general public. The Committee shall review developments in legislation, regulation, litigation and public discourse that are identified by management as potentially having a significant impact on the Company as a global corporate citizen.
13. The Committee shall review with management the impact of the Company’s business operations and business practices with respect to issues such as environmental, health and safety matters, sustainability, corporate citizenship, community involvement, diversity and equal opportunity matters.
14. The Committee shall receive reports from management at least annually with regard to the implementation and audits of the Company’s Responsible Supply Chain Standards, as well as the Company’s work with industry organizations and non-governmental organizations. The Committee shall review with management any proposed public Corporate Social Responsibility reports.
15. The Committee shall review with management the Company’s policies, programs and activities with regard to philanthropy and charitable contributions. The Committee shall annually recommend to the Board the donation to be made by the Company to the Mattel Children’s Foundation.
16. The Committee shall annually review any stockholder proposals that deal with governance or social responsibility matters and make recommendations to the Board regarding the Company’s response to such proposals. The Committee shall also oversee the Company’s engagement with institutional stockholders and proxy advisory firms concerning governance and social responsibility matters.
17. The Committee shall review with management the Company’s key public policy positions and the manner in which the Company conducts significant public policy and government relations activities.
18. The Committee shall review and reassess the adequacy of this Charter periodically, and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.

19. The Committee may form and delegate authority to subcommittees when appropriate.