

MATTEL, INC. AMENDED AND RESTATED  
AUDIT COMMITTEE CHARTER

**Purpose**

The purpose of the Audit Committee (the “Committee”) is to provide assistance to the Board of Directors (the “Board”) of Mattel, Inc. (the “Company”) in fulfilling the Board’s oversight responsibilities regarding (a) the accounting and financial reporting processes of the Company, including the quality and integrity of the Company’s financial reporting and the audits of the Company’s financial statements, (b) the independence, qualifications and performance of the Company’s independent auditor (c) the performance of the Company’s internal audit function and (d) the compliance by the Company with legal and regulatory requirements. In so doing, the Committee should endeavor to maintain free and open means of communication between the members of the Committee, other members of the Board, the independent auditor and the management of the Company.

The Committee’s responsibility is oversight. Management of the Company has the responsibility for the Company’s financial statements as well as the Company’s financial reporting process, principles and internal controls. The independent auditor is responsible for performing an audit of the Company’s annual financial statements, expressing an opinion as to the conformity of such annual financial statements with generally accepted accounting principles, reviewing the Company’s quarterly financial statements and other procedures. It is recognized that the members of the Committee are not engaged in the accounting or auditing profession and, consequently, are not experts in matters involving auditing or accounting including in respect of auditor independence. As such, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements fairly present the Company’s financial position and results of operation and are in accordance with generally accepted accounting principles and applicable laws and regulations. Each member of the Committee shall be entitled to rely on (i) the integrity of those persons within the Company and of the professionals and experts (such as the independent auditor) from which it receives information, (ii) the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts absent actual knowledge to the contrary and (iii) representations made by management or the independent auditor as to any information technology services of the type described in Rule 2-01(c)(4)(ii) of Regulation S-X and other non-audit services provided by the independent auditor to the Company.

**Membership**

The Committee shall consist of at least three members of the Board, each of whom (i) is “independent” under the rules of the Nasdaq Stock Market, except as permitted by Nasdaq Rule 5605(c), (ii) meets the criteria for independence set forth in Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the rules and regulations of the Securities and Exchange Commission (the “Commission”), and (iii) has not participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the preceding three years. All members of the Committee must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement, and cash flow statement, and the Committee shall have at least one member who has past employment experience in finance or accounting,

requisite professional certification in accounting, or other comparable experience or background which results in the member's financial sophistication.

A Committee member shall not simultaneously serve on the audit committees of more than two other public companies, unless the Board determines with regard to such member that such simultaneous service would not impair his or her ability to serve effectively on the Committee. The members of the Committee shall be appointed by the Board on the recommendation of the Governance and Social Responsibility Committee and the input of the Board Chair. Committee members may only be replaced by the Board.

### **Committee Organization and Procedures**

The members of the Committee shall appoint a Chair of the Committee by majority vote. 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 four times in each fiscal year, and more frequently as the Committee in its discretion deems desirable.

The Committee shall meet periodically with management, the internal auditors, the Chief Legal Officer, and the independent auditor in separate executive sessions. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

### **Authority and Responsibilities**

The Committee shall have the sole authority to appoint or replace the independent auditor, taking into consideration the results of any vote by stockholders to ratify such decision. The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.

The Committee shall pre-approve all auditing services, internal-control-related services and permitted non-audit services (including the terms thereof) to be performed for the Company by its independent auditor, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Committee prior to the completion of the audit. The Committee may form and delegate to subcommittees consisting of one or more members, when appropriate, the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next scheduled meeting.

The Committee may, in its discretion, utilize the services of the Company's regular corporate legal counsel with respect to legal matters. The Committee shall have the

authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report and to any advisors employed by the Committee, and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties.

The Committee shall make regular reports to the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review the Committee's own performance.

In performing its functions, the Committee shall undertake those tasks and responsibilities that, in its judgment, would most effectively contribute to and implement the purposes of the Committee. In addition to the general tasks and responsibilities noted above, the following are the specific functions of the Committee, to be performed as the Committee deems necessary or appropriate:

#### **Financial Statement and Disclosure Matters**

1. Review and discuss with management and the independent auditor the annual audited financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
2. Review and discuss with management and the independent auditor the Company's quarterly financial statements including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the results of the independent auditor's review of the quarterly financial statements, prior to the filing of its Form 10-Q.
3. Discuss with the independent auditor and management, as applicable, the matters relating to the conduct of the audit that the independent auditor must communicate to the Committee under applicable Public Company Accounting Oversight Board (the "PCAOB") standards as amended from time to time, including but not limited to:
  - (a) Discussing with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles.
  - (b) Reviewing and discussing reports from the independent auditors on:
    - i) Critical accounting policies and practices to be used.
    - ii) Alternative treatments of financial information within generally accepted accounting principles and practices related to material items that have been discussed with management, ramifications of the use of

such alternative disclosures and treatments, and the treatment preferred by the independent auditor.

iii) Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

4. Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
5. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives, as appropriate, as well as off-balance sheet structures on the Company's financial statements.
6. Oversee the Company's assessment and management of material risks (a) impacting the Company's business and (b) relating to financial reporting and accounting and compliance, and annually review and discuss with management the material risks impacting the Company and the steps management has taken to monitor and control these risks.

### **Internal Controls**

7. Review and discuss with management, the principal internal auditor and with the independent auditor, the Company's required internal controls report and the independent auditor's internal controls opinion, any special steps adopted in light of material weaknesses in internal controls and the adequacy of disclosures about changes in internal controls over financial reporting prior to the filing of the Company's Form 10-K.
8. Discuss with the independent auditor and with management any management letter provided by the independent auditor and any other significant matters brought to the attention of the Committee by the independent auditor as a result of its annual audit. The Committee should allow management adequate time to consider any such matters raised by the independent auditor.
9. Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls over financial reporting or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls over financial reporting.

### **Oversight of the Company's Relationship with the Independent Auditor**

10. Review and evaluate the lead partner of the independent auditor team.

11. Obtain and review a report from the independent auditor at least annually regarding (a) the independent auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent auditor and the Company, consistent with PCAOB Rule 3526.
12. Actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor, and take, or recommend that the Board take, appropriate action to oversee the independence of the independent auditor.
13. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and internal auditors. The Committee shall present its conclusions with respect to the independent auditor to the Board.
14. Ensure the rotation of the audit partner as required by law.
15. Set policies for the Company's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company.
16. Discuss with the independent auditor issues on which the national office of the independent auditor was consulted by the Company's audit team, to the extent such issues were deemed to be material by the independent auditor.
17. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.

### **Internal Audit**

18. Discuss at least annually with the principal internal auditor the activities and organizational structure of the Company's internal audit function and the qualifications of the primary personnel performing such function. Any appointment or replacement of the principal internal auditor shall require approval by the Committee. Any material outsourcing arrangement, or any extension or termination thereof, shall require approval by the Committee.
19. Review the significant issues reported to management by the internal auditing department and management's responses.
20. Meet periodically with the principal internal auditor, the independent auditor and management to discuss the internal audit department responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit, and any issues identified by them or any other matters brought to the attention of the Committee.

21. The principal internal auditor shall be granted unfettered access to the Committee.

### **Compliance Oversight Responsibilities**

22. Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.
23. Obtain from the independent auditor reports of any fraud involving senior management and any fraud (whether caused by senior management or other employees) that causes a material misstatement of the financial statements.
24. Obtain reports from management and the Company's principal internal auditor that the Company and its subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Company's Code of Conduct. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Conduct.
25. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
26. Discuss with management and the independent auditor, in the discretion of the Committee, any correspondence with regulators or governmental agencies and any known published reports which raise material issues regarding the Company's financial statements or accounting policies.
27. Annually review the results of internal audit's examination of officers' travel and entertainment reports.
28. Review and approve or ratify all related party transactions of the Company in accordance with the policies of the Company in effect from time to time, and discuss with the independent auditor the matters required to be communicated by the independent auditor regarding such transactions.
29. Discuss with the Company's Chief Legal Officer legal matters that may have a material impact on (a) the financial statements, (b) the Company's compliance policies or (c) internal controls over financial reporting.
30. At least annually, meet to review the implementation and effectiveness of the Company's compliance and ethics program with the Chief Legal Officer.
31. The Chief Legal Officer shall have the authority to communicate directly to the Committee promptly about any matters involving criminal or potential criminal conduct or other actual or alleged violations of the Company's Code of Conduct and other policies and procedures.

## **Audit Committee Report**

32. Oversee preparation of the report required by the rules of the Commission to be included in the Company's annual proxy statement.