

MATTEL, INC.
AMENDED AND RESTATED
COMPENSATION COMMITTEE CHARTER

PURPOSE:

The purpose of the Compensation Committee (the “Committee”) is to develop, evaluate, and in certain instances approve or determine the compensation plans, policies, and programs of Mattel, Inc. (the “Company”). The Committee has the authority to undertake and may exercise all of the powers of the Board of Directors (the “Board”) with respect to the specific responsibilities listed below and will have the authority to undertake such other specific responsibilities as the Board from time to time prescribes.

STATEMENT OF PHILOSOPHY:

The Committee is guided by three basic principles:

- The Company must offer competitive salaries and other benefits in order to attract, retain and motivate highly-qualified and experienced executives;
- Cash compensation for executives in excess of base salaries should be tied to Company performance, individual performance, or both; and
- The financial interest of the executives should be aligned with the financial interest of the Company’s stockholders primarily through equity programs and short and long- term incentive plans.

Such principles are intended to create a competitive compensation structure that will help attract and retain key management talent, assure the integrity of the Company’s compensation practices and link compensation to performance.

MEMBERSHIP:

The Committee shall consist of not less than three members of the Board. Each member of the Committee (a) shall be an “independent director” under, and shall satisfy the requirements for compensation committee membership under, the rules of the Nasdaq Stock Market (except as otherwise permitted by Nasdaq Rule 5605(d)) and the Company’s Corporate Governance Guidelines, (b) shall be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (c) shall be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”).

The members and Chair of the Committee shall be appointed by the Board on the recommendation of the Governance and Social Responsibility Committee with consideration of the desires of individual directors and input of the Board Chair. Committee members may only be removed and replaced by the Board.

COMMITTEE ORGANIZATION AND PROCEDURES:

The Chair (or in his or her absence, a Committee 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 in its discretion meet with, any officer or other employee of the Company or its subsidiaries. The Committee shall meet at least once each calendar year without the Chief Executive Officer present. The Committee may utilize the services of the Company's regular corporate legal counsel with respect to legal matters or, in its discretion, retain other legal counsel if it determines that such counsel is necessary or appropriate under the circumstances.

The Committee may, in its discretion, directly retain the services of one or more compensation consultants, legal counsel or other advisers (each, a "Compensation Adviser") to provide data and advice to the Committee regarding the compensation of executives of the Company and to assist the Committee in performing its other responsibilities. The retention, oversight and, where appropriate, the termination of a Compensation Adviser shall be the responsibility of the Committee at its sole discretion. The Committee, in its sole discretion, shall approve the fees to be paid to any Compensation Adviser retained by the Committee, and any other terms of the engagement of any such adviser. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any Compensation Adviser retained by the Committee.

Subject to any exceptions permitted under applicable law and listing standards, the Committee shall undertake an analysis of the independence of each Compensation Adviser retained by the Committee, with such analysis to occur prior to the selection of such Compensation Adviser and at a minimum on an annual basis. In such analysis, the Committee shall consider the nature and extent of any services provided by such Compensation Adviser (other than at the direction of the Committee) to the Company or to any executive or member of management of the Company and such other factors required under Nasdaq listing standards, applicable law, rules and guidelines. As to the compensation consultant that is identified in the Compensation Disclosure and Analysis of the Proxy Statement (in accordance with the requirements of Item 407(e)(3)(iii) of Regulation S-K of the Exchange Act), such compensation consultant shall be independent as determined under Nasdaq Rule 5605(d)(3) and without conflicts of interest as determined under Item 407(e)(3)(iii) of Regulation S-K.

Further, as to any compensation consultant, legal counsel or other advisor not directly retained by the Committee but who provides advice to the Committee, the Committee also shall undertake an independence analysis as required under Nasdaq listing standards, applicable law, rules and guidelines.

RESPONSIBILITIES:

The responsibilities of the Committee include:

1. The Committee shall review and approve, or recommend to the Board for approval, all forms of compensation to be provided to the Chief Executive Officer and all other executives who are subject to Section 16 of the Exchange Act (the “Executive Officers”), including (i) annual base salary, (ii) short-term incentive opportunities, (iii) long-term incentive opportunities, (iv) grants of options, restricted stock, restricted stock units and other equity compensation, (v) any employment agreements, severance arrangements and change in control provisions/agreements, (vi) any loan or guarantee of any obligation (to the extent a loan or guarantee is permitted by law), (vii) any supplemental executive retirement plan and (viii) any significant special or supplemental benefits. The Committee shall receive periodic reports on the Company’s compensation programs as they affect Executive Officers and directors.
2. The Committee shall annually review and approve corporate goals and objectives relevant to the Chief Executive Officer’s compensation, evaluate the Chief Executive Officer’s performance in light of those goals and objectives and meet with the Chief Executive Officer to discuss the Committee’s evaluation. In determining the incentive components of the Chief Executive Officer’s compensation, the Committee should consider the Company’s performance and relative stockholder return, the value of similar incentive awards to Chief Executive Officers at comparable companies, the awards given to the Chief Executive Officer in past years and other factors deemed relevant by the Committee. The Chief Executive Officer may not be present during voting or deliberations with regards to his or her compensation.
3. The form and amount of director compensation and perquisites will be periodically reviewed by the Committee. Director compensation shall be determined by the Board based upon the recommendation of the Committee.
4. The Committee shall act as administrator of the short-term and long-term incentive plans of the Company that may be adopted by the Board from time to time. The Committee shall have the authority to exercise all powers granted to the administrator under such plans, including, but not limited to, making grants or awards, amending the terms of such grants or awards where determined by the Committee to be appropriate, determining what performance objectives are appropriate with respect to each plan, whether such objectives have been satisfied and whether any adjustments to those objectives should be made due to external circumstances or other unusual or nonrecurring items (in each case pursuant to the terms and limitations of such plans). The Committee shall have the authority, in its discretion and pursuant to the terms of such plans, to delegate all responsibility for the administration of such plans to officers of the Company.

5. The Committee shall act as administrator of the equity compensation plans of the Company that may be adopted by the Board from time to time. Except to the extent otherwise set forth in such plans, the Committee shall have the authority to exercise all powers granted to the administrator under such plans, including, but not limited to, granting stock options, restricted stock, restricted stock units or other equity compensation to individuals eligible for such grants (including grants to the Executive Officers in compliance with Rule 16b-3 promulgated thereunder and all other executives designated as being in the “Business Unit Leadership” level (or its equivalent) and above in the Company’s compensation structure, collectively with Executive Officers, “Executive Leadership Officers”) and amending such grants where determined by the Committee to be appropriate (in each case pursuant to the terms and limitations of such plans). Notwithstanding the foregoing, the Committee shall ensure that no equity compensation plan will be adopted or modified without a stockholder vote to the extent that a stockholder vote is required by applicable laws, regulations or stock exchange listing standards. The Committee shall also account for the number of equity awards granted and available under the respective plans and make recommendations to the Board with respect to any changes in the number of shares reserved for issuance thereunder. The Committee may authorize the repurchase of shares of the Company’s stock from terminated employees pursuant to applicable law. The Committee shall have the authority, in its discretion and pursuant to the terms of such plans, and to the extent permitted by applicable laws, regulations and stock exchange listing standards, to delegate any or all responsibilities for the administration of such plans to any of the following persons: a member or members of the Committee, a member or members of the Board, or an officer or officers of the Company, or a committee or committees composed of one or more of such persons, provided, however, that the Committee shall not delegate to anyone the Committee’s responsibility with respect to grants of stock options, restricted stock, restricted stock units or other equity compensation to (a) any persons subject to Section 16 of the Exchange Act or (b) any Executive Leadership Officers.
6. The Committee shall oversee and periodically assess material risks associated with the Company’s compensation structure, policies and programs generally (for all employees including the Executive Leadership Officers).
7. The Committee shall (i) review and discuss with management the Company’s Compensation Discussion and Analysis (“CD&A”) and related disclosures that Securities and Exchange Commission (“SEC”) rules require to be included in the Company’s annual report and proxy statement, (ii) recommend to the Board based on such review and discussions whether the CD&A should be included in the annual report and proxy statement, and (iii) prepare the compensation committee report required by SEC rules for inclusion in the Company’s annual report and proxy statement.
8. The Committee shall oversee all actions taken by the Company regarding stockholder approval of executive compensation matters, including advisory

votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans. In conjunction with the Governance and Social Responsibility Committee, the Committee shall oversee the Company's engagement with institutional stockholders and proxy advisory firms concerning executive compensation matters.

9. To the extent not prohibited by applicable law, securities exchange rules and plan requirements, the Committee may delegate any of the Committee's authority and responsibilities to a subcommittee of the Committee or to officers of the Company at any time and as the Committee deems appropriate.
10. 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 its own performance.
11. The Committee shall make regular reports to the Board.