

## SPIN MASTER CORP.

### CHARTER OF THE GOVERNANCE, NOMINATING AND COMPENSATION COMMITTEE

Effective Date: August 6th, 2015

#### 1. Introduction

This charter (the “**Charter**”) sets forth the purpose, composition, duties and responsibilities of the Governance, Nominating and Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Spin Master Corp. (the “**Company**”).

#### 2. Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- determining, recommending and reviewing the Company’s executive compensation;
- reviewing employee compensation and benefit programs;
- developing and recommending to the Board a set of corporate governance guidelines applicable to the Company and to periodically review the guidelines;
- overseeing the Board’s periodic evaluation of its performance and the performance of the other Board committees;
- advising the Board regarding membership and operations of the Board;
- overseeing the Company’s director nomination process, including, subject to the provisions of the Principal Shareholders Agreement dated July 29, 2015, entered into by the Company and others (the “**Principal Shareholders Agreement**”), identifying individuals qualified to serve as members of the Board, selecting, subject to ratification by the Board, the director nominees for the next annual meeting of shareholders and recommending to the Board individuals to fill vacancies on the Board; and
- carrying out responsibilities regarding related matters as required by applicable securities laws.

#### 3. Membership

##### 3.1 *Number of Members*

The Committee shall be composed of three or more members of the Board.

##### 3.2 *Independence of Members*

A majority of the members of the Committee must be independent. “Independent” shall have the meaning, as the context requires, given to it in National Instrument 58-101 *Disclosure of Corporate Governance Practices*, as may be amended from time to time.

### **3.3 Chair**

At the time of the annual appointment of the members of the Committee, the Board may appoint a chair of the Committee. If a Committee chair is not appointed by the Board, the members of the Committee may designate a chair by majority vote of the full Committee membership. The Committee chair shall be a member of the Committee.

### **3.4 Term of Members**

The members of the Committee shall be appointed annually by the Board. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board.

## **4. Meetings**

### **4.1 Number of Meetings**

The Committee may meet as many times per year as necessary to carry out its responsibilities. Generally, the Committee shall meet prior to each meeting of the Board, and hold additional meetings as necessary.

### **4.2 Quorum**

No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present. A majority of members of the Committee shall constitute a quorum.

### **4.3 Calling of Meetings**

The Committee chair, any member of the Committee, the Chair of the Board, or either Co-Chief Executive Officer may call a meeting of the Committee by notifying the Company's Corporate Secretary who will notify the members of the Committee.

### **4.4 Chair**

The Committee chair shall preside over all Committee meetings that he or she attends, and in the absence of the Committee chair, the members of the Committee present may appoint a chair for the meeting from among their number.

### **4.5 Minutes; Reporting to the Board**

The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board. However, the Committee chair may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board.

### **4.6 Attendance of Non-Members**

The Committee may invite to a meeting any officers or employees of the Company, legal counsel, compensation or other advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

#### **4.7 Meetings without Management**

As part of each meeting of the Committee, the independent directors shall hold an *in camera* session, at which management and non-independent directors are not present, and the agenda for each Committee meeting will afford an opportunity for such a session.

#### **4.8 Access to Management and Books and Records**

The Committee shall have unrestricted access to the Company's management and employees and the books and records of the Company.

### **5. Duties and Responsibilities**

#### **5.1 Compensation Responsibilities:**

The Committee shall have the following duties and responsibilities with respect to compensation:

- Review and recommend to the Board for approval the corporate goals and objectives relevant to compensation of the Co-Chief Executive Officers (the "**Co-CEOs**") and the Global President & Chief Operating Officer ("**Global President & COO**"). Evaluate the performance of the Co-CEOs and the Global President & COO in light of those corporate goals and objectives, and determine the compensation level of the Co-CEOs and Global President & COO for Board approval.
- Review and approve the corporate goals and objectives relevant to compensation for the Senior Management, including executive officers who are direct reports to the Co-CEOs and/or Global President & COO (collectively, "Senior Management"). Evaluate the performance of Senior Management in light of those corporate goals and objectives, and determine and approve the compensation levels of the Senior Management.
- Review and recommend for Board approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the Co-CEOs and Global President & COO, which includes the adoption, amendment and termination of such agreements, arrangements or plans.
- Review the recommendations to the Committee of the Co-CEOs respecting the appointment, compensation and other terms of employment of the Global President & Chief Operating Officer and approve, with or without modifications, any such appointment, compensation and other terms of any employment agreements and any severance arrangements or plans
- Review the recommendations to the Committee of the Co-CEOs and/or Global President & COO respecting the appointment, compensation and other terms of employment of the Senior Management and approve, with or without modifications, any such appointment, compensation and other terms of any employment agreements and any severance arrangements or plans

- Review and recommend for Board approval, the remuneration (fees and/or retainer) to be paid to, and the benefits to be provided, to directors of the Company.
- Review and approve any public disclosure requirements regarding executive and director compensation and related matters as may be required by securities regulatory authorities or others before the Company publicly discloses the information.
- Review and approve succession plans for the Global President & COO and Senior Management taking into account the objectives of the Company's Diversity Policy.
- Review and recommend for Board approval executive compensation policies and programs, including performance measures for the short and long-term incentive programs, equity based incentive grants, and pension and benefit plans
- Consider the potential risks associated with the adoption of the Company's compensation policies and practices and the adoption of particular organizational and individual objectives under such policies and practices.

## **5.2 *Nominating and Corporate Governance Responsibilities***

The Committee shall have the following duties and responsibilities, subject, in all respects, to the provisions of the Principal Shareholders Agreement:

- Board Size and Composition:
  - Identify potential nominees to the Board, review their qualifications and experience, determine their independence as required under all applicable corporate and securities laws, and recommend to the Board a slate of nominees for consideration by, and presentation to, the shareholders at the Company's next annual meeting. In making its recommendations, the Committee shall consider the competencies and skills that the Board considers to be necessary for the Board as a whole to possess, the competencies and skills that the Board considers each existing director to possess, and the competencies and skills each new nominee will bring to the boardroom, as well as the objectives of the Diversity Policy of the Company. The Committee shall also consider the amount of time and resources that nominees have available to fulfill their duties as Board members or committee members, as applicable.
  - Periodically review the size of the Board, with a view to determining the impact of the number of directors on the effectiveness of the Board, and recommend, if necessary, a reduction or increase in the size of the Board.
  - Periodically examine and make recommendations to the Board in relation to mechanisms of Board renewal which may or may not include term limits for directors.
  - Recommend to the Board, where appropriate, the removal of a director.
  - Consider and make recommendations to the Board in relation to resignations of directors pursuant to the Company's Majority Voting Policy in respect of the election of directors.

- Recommend to the Board one member of the Board to serve as Chair and, if applicable, one member of the Board to serve as Lead Director of the Board.
- Board Committees:
  - Evaluate and recommend to the Board those directors to be appointed to the various Board committees, including the persons recommended to serve as Chairperson of each committee. In making its evaluations and recommendations, the Committee should consider: (i) the qualifications for membership on each committee; (ii) the extent to which there should be a policy of periodic rotation of directors among the committees; and (iii) the number of boards and other committees on which the directors serve.
- Evaluation of the Board and Board Committees:
  - The Committee, in consultation with the Chair of the Board, shall endeavour to ensure that an appropriate system is in place to evaluate the effectiveness of the Board, as well as the committees of the Board and individual directors, with a view to ensuring that they are fulfilling their respective responsibilities and duties and working effectively together as a unit. These evaluations should take into account the competencies and skills each director is expected to bring to his or her particular role on the Board or on a committee, as well as any other relevant facts. If any serious problems are identified, the Committee will work with the director to resolve such problems or, if necessary, recommend to the Board that it seek such director's resignation.
- Other Matters:
  - The Committee shall review the disclosure in the public disclosure documents of the Company relating to corporate governance practices and prepare recommendations to the Board regarding any reports required or recommended on corporate governance.
  - As the Committee deems advisable, recommend other corporate governance related matters for consideration by the Board, including, without limitation: (i) the structure of Board meetings, including recommendations for the improvement in the conduct of such meetings, and the timeliness and adequacy of information provided to the Board prior to such meetings; (ii) director and officer insurance policy requirements; (iii) policies regarding the number of Boards on which a director may serve; and (iv) director orientation and training.
  - Develop and periodically review and assess the adequacy of position descriptions for the Chair of the Board, the Lead Director, the chair of each committee of the Board, and the Co-CEOs.
  - Develop and periodically review and assess the adequacy of the Company's Code of Ethics and Business Conduct, monitor compliance therewith and make recommendations for changes to the Board when necessary.

- The Committee shall periodically review the disclosure policy of the Company, any proposed material amendments to which shall be recommended to the Board for approval.
- Perform any other activities consistent with this Charter, the Company's constating documents and governing law as the Committee or the Board deems necessary or appropriate.

In the event of a conflict between the provisions of this Charter and the provisions of the Principal Shareholders Agreement, the provisions of such agreement shall prevail and the rights and obligations of the members of the Committee shall be limited accordingly.

## **6. Delegation**

The Committee may, to the extent permissible by applicable law, designate a sub-committee to review any matter within this Charter as the Committee deems appropriate.

## **7. Access to Information and Authority**

The Committee will be granted access to all information regarding the Company that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by members of the Committee. The Committee has the authority to retain, at the Company's expense, independent legal, financial and other advisors, consultants and experts (including any compensation consultants or search firms), to assist the Committee in fulfilling its duties and responsibilities, including sole authority to retain and to approve and pay any such advisor's fees and other retention terms without prior approval of the Board. Before retaining any such outside advisor, the Committee shall consider the independence of such advisor, including any independence factors that it is required to consider by law.

## **8. Limitation on Committee's Duties; No Rights Created**

Notwithstanding the foregoing and subject to applicable law, nothing contained in this Charter is intended to require the Committee to ensure the Company's compliance with applicable laws or regulations. In contributing to the Committee's discharge of its duties under this Charter, each member of the Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which the members of the Board are subject. This Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the Committee functions. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles and By-laws, it is not intended to establish any legally binding obligations.

## **9. Review of Charter**

Periodically, the Committee shall review and assess the adequacy of this Charter to ensure compliance with any rules of regulations promulgated by any regulatory body and recommend for Board approval any modifications to this Charter as considered advisable.