

If your shares are held by your broker as your nominee (that is, in “street name”), you will need to obtain a proxy form from the institution that holds your shares and follow the instructions included on that form regarding how to instruct your broker to vote your shares. If you do not give instructions to your broker, your broker can vote your shares with respect to “discretionary” items, but not with respect to “non-discretionary” items. Discretionary items are proposals considered routine under the rules of the New York Stock Exchange (“NYSE”) on which your broker may vote shares held in street name in the absence of your voting instructions. On non-discretionary items for which you do not give your broker instructions, the shares will be treated as broker non-votes. Under NYSE rules, elections of directors and, under a new amendment to the NYSE rules, executive compensation, including the advisory stockholder votes on the compensation of named executive officers and on the frequency of solicitation of stockholder advisory votes on the compensation of named executive officers, are considered to be non-routine and, therefore, brokers and other nominees will not be able to vote in the election of directors unless they receive instructions from the beneficial owners of the shares.

How are votes counted?

Votes will be counted by the inspector of election appointed for the meeting, who will separately count “For” and “Withhold” votes and any broker non-votes for the election of directors. Broker non-votes will not count for or against any nominees.

With respect to the non-binding advisory vote on the preferred frequency of named executive officer compensation, the inspector of election will separately count votes for “one,” “two” or “three” years. Broker non-votes will have no effect and will not be counted towards the vote total for the proposal.

With respect to the ratification of Ernst & Young, the non-binding advisory vote on named executive officer compensation and the approval of the LeapFrog Enterprises, Inc. 2011 Equity Incentive Plan, the inspector of election will separately count “For” and “Against” votes, abstentions and any broker non-votes. Abstentions will be counted towards the vote total for the proposal, and will have the same effect as “Against” votes. Broker non-votes will have no effect and will not be counted towards the vote total for the proposal.

How many votes are needed to approve each of the proposals?

- **Proposal 1—Election of our nine nominees for director.** The nine nominees receiving the most “For” votes (among votes properly cast in person or by proxy) will be elected. Broker non-votes will have no effect.
- **Proposal 2—Ratification of the selection by the audit committee of the board of directors of Ernst & Young LLP as the independent registered public accounting firm of LeapFrog for our fiscal year ending December 31, 2011.** This proposal must receive a “For” vote from the holders of a majority of the voting power present and entitled to vote either in person or by proxy on the proposal. If you “Abstain” from voting, it will have the same effect as an “Against” vote.
- **Proposal 3—Non-binding advisory vote on named executive officer compensation.** This proposal must receive a “For” vote from the holders of a majority of the voting power present and entitled to vote either in person or by proxy on the proposal in order to pass. If you “Abstain” from voting, it will have the same effect as an “Against” vote. Broker non-votes will have no effect.
- **Proposal 4—Non-binding advisory vote on the preferred frequency of named executive officer compensation votes.** The frequency of the advisory vote on executive compensation receiving the greatest number of votes (every “One,” “Two” or “Three” years) from the holders of the voting power present and entitled to vote either in person or by proxy will be considered the frequency preferred by stockholders. Abstentions and broker non-votes will have no effect.
- **Proposal 5—Approval of the LeapFrog Enterprises, Inc. 2011 Equity Incentive Plan.** This proposal must receive a “For” vote from the holders of a majority of the voting power present and entitled to vote either in person or by proxy on the proposal. If you “Abstain” from voting, it will have the same effect as an “Against” vote. Broker non-votes will have no effect.