
**CHARTER OF THE NOMINATING, GOVERNANCE AND SOCIAL RESPONSIBILITY
COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
HASBRO, INC.**

Purpose

The primary purpose of the Nominating, Governance and Social Responsibility Committee (the “Committee”) of Hasbro, Inc. (the “Company”) is to: (a) identify individuals qualified to become Board members, and recommend such individuals to the full Board for selection, and ultimately for election at a subsequent annual meeting of shareholders; (b) develop, recommend to the Board and oversee corporate governance principles and codes of business conduct and ethics applicable to the Company, and make recommendations to the Board regarding the governance of the Board and its committees; (c) oversee the evaluation of the Board and, in conjunction with the Company’s Compensation Committee, oversee the evaluation of the Company’s Chief Executive Officer; (d) review and make recommendations with respect to director compensation; and (e) analyze issues of social responsibility and related corporate conduct which are relevant to the Company’s business and make recommendations to the full Board regarding such matters.

The Committee shall review and reassess the adequacy of this Charter on an annual basis.

Structure, Processes and Membership

The Committee shall be comprised of not less than three members of the Board, and the Committee’s composition will meet the requirements of the Sarbanes-Oxley Act of 2002 (the “Act”), the New York Stock Exchange (the “NYSE”) and other applicable requirements.

Accordingly, in addition to any other applicable requirements, all of the members of the Committee will be directors:

1. Who have no material relationship to the Company that may interfere with the exercise of their independence from management and the Company; and
2. Who do not receive any consulting or other fees from the Company other than board fees and fees related to service on the Committee or on other committees of the Board.

Committee members shall be appointed and removed by the Board, which shall designate the Committee Chair, who shall preside over meetings of the Committee. A majority of the members of the Committee shall constitute a quorum for doing business. All actions of the Committee shall be taken by a majority vote of the members of the Committee present at the meeting, provided a quorum is present.

The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate. To the extent the Committee believes it to be appropriate or advisable, it shall meet in executive session, without management present. Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing. The Committee shall report regularly to the full Board.

Key Responsibilities

In order to fulfill its role, the Committee shall have the sole authority to retain and terminate search firms to assist in the identification of director candidates, and shall have the sole authority to approve such search firms' fees and other retention terms. Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company that it receives information from, and (ii) the accuracy of the information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board). The Committee has the authority to retain legal or other experts that it determines to be necessary to carry out its duties. It also has authority to determine compensation for such advisors.

The following functions shall be the common recurring activities of the Committee in carrying out its oversight function. These functions are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate, and as allowed by applicable legal and stock exchange requirements, given the circumstances.

Identification and Nomination of Board Candidates

- The Committee shall identify individuals qualified to become board members, receive and evaluate nominations for such qualified individuals, recommend to the Board qualified candidates for appointment or election as directors of the Company, and nominate to the Board qualified individuals to serve as members of the various Board committees;
- In considering potential candidates, the Committee shall consider a number of factors, including, without limitation, all requirements of the Act, the NYSE and other legal or regulatory requirements, as well as candidates' employment and other professional experience, past expertise and involvement in areas which are of relevance to the Company's business, business ethics and professional reputation, other Board experience, independence, and the Company's desire to have a Board which represents a diverse mix of backgrounds, perspectives and expertise;

- The criteria for assessing potential Board candidates shall be reassessed periodically in light of the composition of the Board and the needs and strategic direction of the Company; and
- The Committee shall also make recommendations to the Board with respect to (i) Directors interested in standing for re-election; (ii) removal of any existing Director where necessary or appropriate; and (iii) acceptance or rejection of any resignation submitted by an existing Director.

Board and Committee Effectiveness and Policies

- The Committee shall oversee procedures for new director orientation and continuing education for existing Directors on a periodic basis;
- The Committee shall articulate to each Director what is expected of that Director, including reference to the Company's corporate governance principles and a Director's basic duties and responsibilities with respect to attendance at board meetings and advance review of meeting materials;
- The Committee shall review the Company's practices and policies with respect to Directors, including retirement policies and compensation for non-employee Directors, the size of the Board, the ratio of employee Directors to non-employee Directors, the meeting frequency of the Board and its committees and the structure of Board and committee meetings, and the meeting frequency and conduct of executive sessions of the Board, and make recommendations to the Board with respect thereto;
- The Committee shall review the functions, duties and composition of the committees of the Board and make recommendations to the Board with respect thereto;
- The Committee shall consider and report to the Board on any questions of possible conflicts of interest of Board members; and
- The Committee shall annually perform an evaluation of the performance of the Committee and report to the Board on the results of such evaluations.

Oversight of Corporate Governance and Social Responsibility Matters

- The Committee shall develop and oversee corporate governance principles and guidelines applicable to the Company. Such principles shall address the following subjects: (i) Director qualification and independence standards, including the criteria used for evaluating and selecting potential Director candidates; (ii) Director responsibilities; (iii) Director access to management and, as necessary and appropriate, independent advisors; (iv) Director stock ownership; (v) Director orientation and continuing education; (vi) management succession; (vii) annual performance evaluations of the Board; (viii) committee member qualifications; (ix) committee member appointment and removal;

(x) committee structure, responsibilities, and operations (including authority to delegate to subcommittees); and (xi) committee reporting to the Board. These principles shall be reviewed annually, with recommendations made to the Board with respect to any needed changes;

- The Committee shall review and assess the adequacy and appropriateness of Director compensation and make recommendations to the Board regarding compensation of the Company's non-employee Directors;
- The Committee shall oversee and make recommendations to the Board concerning the Company's code of business conduct and ethics as applicable to Directors. The Committee shall also oversee the investigation of any potential conflict of interest by a Director, as assigned to it by the Board;
- In concert with the Board, the Committee shall review and assess Company policies and practices with respect to significant issues of corporate social responsibility, including, without limitation, compliance with the Company's Far East Code of Conduct, product safety, environmental compliance, transparency and charitable contributions;
- The Committee shall periodically review and assess the Company's communication to shareholders and the general public with respect to its policies and practices in the areas of corporate governance and corporate social responsibility, including the communication contained on the Company's website;
- The Committee shall recommend to the Board, or to the appropriate committee thereof, processes for annual evaluations of the performance of the Board, the Chairman of the Board, and the Chief Executive Officer, and oversee the conduct of such evaluations, either alone or in conjunction with the Company's Compensation Committee; and
- The Committee shall oversee the maintenance and presentation to the Board of plans with respect to management development and succession.

The Committee shall also perform any other activities consistent with the Articles of Incorporation and By-laws of the Company, and other governing laws, as the Board or the Committee shall deem appropriate.