

Director Nominations Policy

The Director Nominations Policy has been adopted by the Governance and Social Responsibility Committee (the “Committee”) of the Mattel, Inc. (“Mattel”) Board of Directors (the “Board”). The purpose of the Director Nominations Policy is to describe the (i) methodology for selecting the candidates that are included in the Board’s recommended slate of director nominees and (ii) procedures for stockholders to follow in submitting nominations and recommendations of possible candidates for Board membership. The Director Nominations Policy is intended to provide a flexible set of guidelines for the effective functioning of Mattel’s director nominations process. The Committee shall review the Director Nominations Policy periodically and make such modifications as may be necessary from time to time as Mattel’s needs and circumstances evolve, and as applicable legal or listing standards change. The most current version of the Director Nominations Policy is available in the “Corporate Governance” section of Mattel’s corporate web site.

Qualifications of Nominees

The Committee evaluates potential nominees for election to the Board on the basis of the entirety of their credentials and in light of the criteria set forth below.

Each nominee should possess at least the following qualifications, as determined in the judgment of the Committee:

- an outstanding record of professional accomplishment in his or her field of endeavor;
- a high degree of professional integrity, consistent with Mattel’s values;
- willingness and ability to represent the general best interests of all of Mattel’s stockholders and not just one particular stockholder or constituency, including a commitment to enhancing stockholder value; and
- willingness and ability to participate fully in Board activities, including active membership on at least one Board committee and attendance at, and active participation in, meetings of the Board and the committee(s) of which he or she is a member, and no commitments that would, in the Committee’s judgment, interfere with or limit his or her ability to do so.

In addition, it is desirable that the nominees possess the following skills, experiences or qualities, as determined in the judgment of the Committee:

- skills and experiences relevant to Mattel’s business, operations or strategy. These skills and experiences might include, among other things, experience in senior management of a large consumer products or multinational company; and/or senior level experience in one or more of the following areas: finance, accounting, law, strategy and business

development, operations, sales, marketing, international business, information technology, and/or public relations;

- qualities that help the Board achieve a balance of a variety of knowledge, experience, and capability on the Board and an ability to contribute positively to the collegial and collaborative culture among Board members; and
- qualities that contribute to the Board's overall diversity – diversity being broadly construed to mean a variety of opinions, perspectives, professional and personal experiences, and backgrounds, as well as other differentiating characteristics.

The issue of whether the nominee would be an independent director of Mattel is also considered, in the context of the overall independence of Mattel's Board and the independence of the committees of the Board.

Internal Process for Identifying and Evaluating Candidates

The Committee, on a periodic basis and based upon the needs of the Board for additional or replacement Board members, solicits ideas for possible candidates from a number of sources, including members of the Board, individuals personally known to the members of the Board, research undertaken by or on behalf of the Committee and professional search firms. The Committee also considers recommendations and nominations made by stockholders, as described below. Once a potential candidate has been identified, the Committee evaluates the candidate and determines whether to recommend the candidate to the Board for nomination. Prior to such recommendation, a candidate will interview with at least two members of the Committee.

Pursuant to its Charter, the Committee has the sole authority to retain and terminate any search firm to be used to identify director candidates and has the sole authority to approve such search firm's fees and the other terms of such search firm's engagement. If the Committee retains such a search firm, the firm may be asked to identify possible candidates who meet the minimum and desired qualifications expressed in the Director Nominations Policy, to preliminarily interview and screen such candidates (including conducting appropriate background and reference checks), and to act as a liaison among the Board, the Committee and each candidate during the screening and evaluation process. In addition to or in lieu of such a search firm, the Committee may determine that its own members, other directors, Mattel personnel or other third parties should perform some or all of the screening functions.

Nominations and Recommendations by Stockholders

The Committee considers stockholder nominations of possible candidates for Board membership that are submitted properly pursuant to the advance notice provisions of Mattel's Bylaws and applicable law, as well as recommendations made by stockholders as described below. In evaluating such nominations and recommendations, the Committee applies the same criteria as are used for evaluating candidates generally, as described above under the subheading "Qualifications of Nominees."

Any stockholder of Mattel may nominate one or more persons for election as a director of Mattel at an annual meeting of stockholders if the stockholder complies with the timing and

other requirements for such nomination contained in the advance notice provisions of Mattel's Bylaws and applicable law. The notice should be sent to: Secretary, TWR 15-1; Mattel, Inc.; 333 Continental Boulevard; El Segundo, CA 90245-5012.

A stockholder of Mattel or group of Mattel stockholders may also nominate one or more persons for election as a director of Mattel at an annual meeting of stockholders and include the nominee(s) in Mattel's proxy statement for the meeting if the stockholder or group and the persons nominated comply with the ownership, timing and other requirements contained in the proxy access provision of Mattel's Bylaws. The notice should be sent to: Secretary, TWR 15-1; Mattel, Inc.; 333 Continental Boulevard; El Segundo, CA 90245-5012.

Finally, any stockholder of Mattel may recommend one or more persons for nomination by the Board for election as a director by sending to the Committee the name of such recommended nominee, as well as a detailed statement explaining why such person is making such recommendation. Any such recommendation must include all information that would be required for such stockholder to nominate such person for election to Mattel's Board under the advance notice provisions of Mattel's Bylaws and applicable law. Such recommendation should be sent to: Governance and Social Responsibility Committee, c/o Secretary, TWR 15-1; Mattel, Inc.; 333 Continental Boulevard; El Segundo, CA 90245-5012.

Any such nomination or recommendation made by a stockholder as set forth above is referred to the Committee, and any materials provided by the stockholder in connection with such a nomination or recommendation are forwarded to the Committee.