

## **Anti-Bribery and Corruption Policy**

### **I. Introduction**

Hasbro expects its employees and agents to comply with the laws of the United States and other locally applicable laws and to maintain the highest ethical standards of business conduct. This Policy supplements the Hasbro Code of Conduct prohibitions against bribery and defines employee responsibilities under the U.S. Foreign Corrupt Practices Act (“FCPA”), the Brazil Anti-Corruption Law, the U.K. Bribery Act and any other applicable anti-corruption laws. This Policy applies to all employees and agents of Hasbro and its subsidiaries world-wide.

Failure to comply with this Policy may result in significant civil and criminal penalties for Hasbro, and the individuals involved, and is grounds for disciplinary action against employees, up to and including termination.

### **II. General Prohibition**

**Hasbro, and its officers, employees, and agents are prohibited from giving, offering, or promising anything of value to a government official or any other person with the intent to obtain or retain any business or any other advantage.**

This prohibition should be interpreted broadly. The following concepts are essential to understanding the scope of the prohibition against bribing government officials.

*Government Official*—“Government official” includes officers and employees, regardless of rank, of local governments, national governments, government-owned or -controlled companies, sovereign wealth funds, and public international organizations, such as the United Nations or World Bank. “Government official” also includes political parties, party officials, and candidates for public office.

*Giving*—If you are prohibited from making any payment, gift, offer, or promise directly, you are also prohibited from making it indirectly. You may not instruct, authorize, or allow a third party to make a prohibited payment on your behalf, and you may not make a payment to a third party knowing or having reason to know that it will likely be given improperly to a government official or any other person.

*Anything of Value*—For the purposes of this Policy, “Anything of value can include anything that might have value to the recipient, including cash and cash equivalents (e.g. gift cards), gifts, benefits for family members, meals, entertainment, discounts, political and charitable contributions, business opportunities, or promises or offers of employment (including unpaid internships), etc.

*Business or Advantage*—Any improper payment in connection with Hasbro business is prohibited, including payments to obtain government business or to gain any other advantage,

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such as reduction in taxes, tolerance of non-compliance with applicable rules, or other favors or preferential treatment.

### **III. Prohibition Against Commercial Bribery**

**Hasbro, and its officers, employees, and agents are prohibited from giving, offering, or promising anything of value to any individual or entity with the intent to obtain or retain any business or any other advantage.** Please consult the Gifts, Travel and Entertainment Policy for additional guidance regarding acceptable gifts and hospitality to or from non-government employees (e.g. any executives, employees, other agent of any current, former, or perspective customer, vendor, supplier, partner, contractor, or organization) [Link].

Employees who are provided, offered or promised anything of value by any individual or entity with the intent to obtain or retain Hasbro business must immediately report that activity to the Legal Department.

### **IV. Business Gifts, Travel and Entertainment Expenses for Government Officials**

Business entertainment, gifts, and payment for travel expenses for Government Officials must be approved in writing by the Legal Department, before any such expense is incurred, by completing the online Gift Approval Form [<https://hasbroinc.sharepoint.com/sites/intranet/legal/compliance/Lists/Gift%20Approval%20Form/NewForm.aspx>]. Hasbro employees cannot avoid the requirements set forth in this policy by paying for Business Entertainment, Gifts or Travel Expenses using their own personal funds.

The Legal Department will approve entertainment only if it has a valid business purpose and is reasonable in view of such business purpose. Entertainment will not be approved if it does not provide an opportunity to address business issues, is lavish, is requested too frequently for the particular Government Official, or might otherwise result in potential reputational harm to Hasbro.

Gifts will be approved only if they are of token value, are legal and customary in the jurisdiction in which they are given, and will be given openly to the Government Official, (i.e., with the knowledge of his or her government agency/department).

Travel expenses, including food and lodging, will be approved only if they are directly related to the promotion or demonstration of Hasbro products or services or related to the execution of a contract. Expenses beyond what is reasonably necessary for the business purpose, including lavish accommodations or expenses for spouses and children, will not be approved. Cash per diems are prohibited.

In all cases that entertainment, gifts, or travel expenses are approved, the expenses must be supported by receipts and accurately recorded in Hasbro books. To the extent possible, all expenses should be paid directly to the vendor of the services, and not to the government official(s).

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### **V. Consultants, Agents, Distributors, and other Third Parties**

No employee of Hasbro may retain a consultant, agent, or distributor until sufficient due diligence has been performed to enable the Hasbro to conclude with reasonable assurance that the consultant, agent, or intermediary understands and will fully abide by applicable anti-corruption laws (e.g. FCPA, U.K. Bribery Act, etc.) and Hasbro's Code of Conduct. Any employee seeking to retain a consultant, agent, distributor, or other third party who will act on the Company's behalf must follow Hasbro's procedures for due diligence (see Hasbro's Guideline for Corruption Screening for relevant due diligence procedures) and on-boarding the third party. In addition, employees must work with the Legal Department to ensure an agreement is in place binding the party to comply with all applicable anti-corruption laws.

In evaluating potential consultants, agents, distributors, or other third party who will act on the Company's behalf and then during any subsequent relationship with such parties, Hasbro employees must be alert to any "red flags" that may be present or arise. A "red flag" is a fact or circumstance that serves as a warning signal that an intermediary may act corruptly.

While the appearance of a "red flag" does not automatically disqualify a potential third party, it does require Hasbro employees to disclose those red flags to the Legal department (compliance@hasbro.com), who determines whether use of the third party is appropriate.

Examples of red flags may include, but not limited to, the following:

- Excessive commissions to third party agents or consultants;
- Third party agents and consultants requests payments in cash and unwilling to provide invoices;
- Unreasonably large discounts to third-party distributors;
- Third party "consulting agreements" that include only vaguely described services;
- The third party consultant is in a different line of business than that for which it has been engaged;
- The third party is related to or closely associated with the foreign official;
- The third party became part of the transaction at the express request or insistence of a foreign official;
- The third party is merely a shell company incorporated in an offshore jurisdiction; and
- The third party requests payment to offshore bank accounts.

### **VI. Facilitation Payments**

A facilitation or "grease" payment is a small payment to a low-level government employee to expedite or secure performance of a routine, non-discretionary governmental action, such as obtaining utility services. Facilitation payments are prohibited for purposes of influencing a discretionary action or to obtain business.

Facilitating payments are permitted by the FCPA but may violate the U.K. Bribery Act and local

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laws. As such, this Policy prohibits facilitation payments except in very limited circumstances, such as in situation where you reasonably believe that there is an imminent threat to your health, welfare or safety (e.g. in situations where foreign customs official demands payment in exchange for return of your passport).

If you think you need to make a facilitating payment, you must consult the Chief Legal Officer before providing any facilitating payments. If the situation does not allow time for prior approval, the payment must be reported to the Chief Legal Officer as soon as you are safely able to do so.

## **VII. Record-Keeping**

Employees must help to ensure that corporate books and records (which include virtually all forms of business documentation) accurately and fairly reflect, in reasonable detail, all transactions and dispositions of assets. No undisclosed or unrecorded fund or asset may be established or maintained for any purpose. No employee shall participate in falsifying any accounting or other business record, and all employees must respond fully and truthfully to any questions from Hasbro's internal or independent auditors.

## **VIII. Contact Information**

If you have any questions about this Policy or have information concerning possible violations of this Policy, contact the Legal Department ([compliance@hasbro.com](mailto:compliance@hasbro.com)) or the Hasbro Helpline: 1 (800) 9-Help-44 (United States and Canada) or +44 20 8744 6222 (Outside of United States and Canada).