

HASBRO INC  
Form DEF 14A  
April 02, 2019  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**SCHEDULE 14A INFORMATION**

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934 (AMENDMENT NO. \_\_)

Filed By The Registrant

Filed By A Party Other Than The Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

**HASBRO, INC.**

(Name of Registrant as Specified In Its Charter)

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- 3) Filing Party:
- 4) Date Filed:

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Dear Fellow Hasbro Shareholders,

On behalf of Hasbro's Board of Directors, we invite you to join us on Thursday, May 16, 2019 at 11:00 a.m. Eastern Time for Hasbro's 2019 Annual Meeting of Shareholders. The meeting will be held at Hasbro's Corporate headquarters located at 1027 Newport Avenue, Pawtucket, RI 02861. We encourage you to closely review the enclosed Notice of Annual Meeting and Proxy Statement as you vote your shares for this important meeting.

2018 was a disruptive year. Despite the challenges this past year presented, your Company is in a strong financial position. The bankruptcy of Toys R Us reset the retail landscape in many markets around the world. It resulted in lost revenues from closed stores, as well as a meaningful near-term impact from large volumes of liquidated products sold into the market at discounted prices. In Europe, the retailer's bankruptcy added to the challenges of a region already dealing with disintermediation across retail by online and omni-channel retailers as well as political and economic headwinds, notably in the U.K.

Throughout 2018, the team made investments in high-margin growth areas, including gaming and content, lowered the fixed cost base of the Company and returned \$559.4 million to shareholders, consisting of \$309.3 million in cash dividends and \$250.1 million in share repurchases. In February 2019, our Board of Directors voted to increase the quarterly dividend 8% to \$0.68 per share. This higher quarterly dividend is first payable on May 15, 2019 to shareholders of record as of May 1, 2019.

Hasbro's Board supported management and the global teams as they made real time changes to the business last year. We did so with a focus on delivering our long-term targets for the business, including revenue growth, profit expansion and improving return on invested capital. Our goal was to ensure that the near-term actions made Hasbro stronger over the long term.

In support of these efforts, this past summer the Board spent several days in Ireland in meetings with Hasbro's European commercial teams to review their plans to navigate the changing consumer and retail environment. We also met with the Boulder Media team, our animation studio, as we invest in further establishing industry-leading animation talent and skillsets. In February of 2019 we attended Toy Fair to see first-hand the brands and products that will drive our business this year.

To ensure Hasbro is positioned to deliver on the full potential we see from these teams, the Board is deeply engaged in ensuring we have the right talent on the Board and in management, including succession planning across key management positions. In 2018, we extended the employment agreement of Hasbro's Chairman and CEO, Brian Goldner, for two additional years through December 31, 2022. We also entered into an employment agreement with John Frascotti, adding him to the Board of Directors and expanding his responsibilities to include Chief Operating Officer along with his role as Company President. Our 13-member Board includes 5 female members and is 85% independent.

We are tremendously proud of the excellence of this Company, including Hasbro being recognized as a World's Most Ethical Company for the eighth consecutive year; ranking #5 on CR Magazine's Best Corporate Citizens list; and our continued inclusion in the Civic 50 list as one of the most community minded companies in America. Our corporate social responsibility efforts, which are overseen by the Nominating, Governance and Social Responsibility Committee of our Board of Directors, are fundamental to who we are as an organization and are at the core of our recognitions in these important areas.

Over time we have delivered profitable growth while transforming Hasbro and its brands. Following a challenging 2018, the teams are focused on returning to profitable growth this year. We appreciate your support and partnership as we continue building the industry's leading global play and entertainment company to deliver superior long-term shareholder value.

Sincerely,

**Brian D. Goldner**

*Chairman of the Board and*

*Chief Executive Officer, Hasbro, Inc.*

**Edward M. Philip**

*Lead Independent Director*

*Hasbro's Board of Directors*

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[Hasbro, Inc. Notice of 2019](#)

**Annual Meeting of Shareholders**

<b>Time</b>	<b>Date</b>	<b>Place</b>
11:00 a.m.	Thursday	Hasbro, Inc. Corporate Office
Local Time	May 16, 2019	1027 Newport Avenue Pawtucket, RI 02861

**Purpose**

Elect thirteen directors.

Conduct an advisory vote on the compensation of the Company's named executive officers.

Ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for the 2019 fiscal year.

Transact such other business as may properly come before the meeting and any adjournment or postponement of the meeting.

**Board Recommendations**

The Company's Board of Directors recommends that you vote your shares **FOR** each of the nominees for director, **FOR** the advisory vote to approve the compensation of the Company's named executive officers, and **FOR** the ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for fiscal 2019.

**Record Date**

Shareholders of record of the Company's common stock at the close of business on March 20, 2019 may vote at the meeting.

**Voting**

You are cordially invited to attend the meeting to vote your shares in person, to hear from our senior management, and to ask questions. If you are not able to attend the meeting in person, you may vote by Internet, telephone or mail. See the Proxy Statement for specific instructions. **Please vote your shares.**

**Important Notice Regarding the Availability**

**of Proxy Materials**

On or about April 2, 2019 we will begin mailing a *Notice of Internet Availability of Hasbro's Proxy Materials* to shareholders informing them that this Proxy Statement, our *2018 Annual Report to Shareholders* and voting instructions are available online. As is more fully described in that Notice, all shareholders may choose to access our proxy materials on the Internet or may request to receive paper copies of the proxy materials.

By Order of the Board of Directors

Tarrant Sibley

Senior Vice President, Chief Legal Officer & Corporate Secretary

Dated: April 2, 2019

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**Table of Contents****Proxy Statement Highlights**

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information you should consider and you should read the entire Proxy Statement before voting. For more complete information regarding the Company's 2018 performance, please review the Company's Annual Report on Form 10-K for the year ended December 30, 2018.

**Annual Meeting of Shareholders**

<b>Date and Time</b>	<b>Record Date</b>	<b>Place</b>
11:00 a.m. Local Time	Wednesday	Hasbro, Inc. Corporate Office
Thursday, May 16, 2019	March 20, 2019	1027 Newport Avenue Pawtucket, RI 02861

**Meeting Agenda and Voting Recommendations**

<b>Agenda Item</b>	<b>Board Vote Recommendation</b>	<b>Page Reference for More Information</b>
<b>Proposal 1</b> Election of Thirteen Directors	<b>FOR</b> each director nominee	5
<b>Proposal 2</b> Advisory Vote to Approve the Compensation of the Company's Named Executive Officers	<b>FOR</b>	76
<b>Proposal 3</b>	<b>FOR</b>	85

Ratification of the Selection of KPMG LLP as the  
Company's Independent Registered Public  
Accounting Firm for Fiscal 2019



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### **2018 Business Highlights**

2018 was a very disruptive year for our business, driven by the bankruptcy and liquidation of Toys R Us across most of the world, a rapidly shifting consumer and retail landscape, the need to reduce retail inventories in some markets, particularly in Europe, where we worked to address changing consumer shopping behaviors, and challenging economic conditions in key markets, notably the U.K.

Over the period from 2012 through 2017 we delivered on our medium-term objectives. During that six-year period we delivered:

5% compound annual growth rate ( CAGR ) for revenues in developed markets

15% CAGR for revenues in emerging markets

Improved operating profit margins

Average operating cash flow of \$584 million per year

Improved return on invested capital

Following our delivery of record revenues in 2016 and again in 2017, revenues for 2018 declined. Despite the challenging environment, during 2018 we managed through these conditions, diversifying our retailer base, meaningfully reducing retail inventories, delivering innovative new offerings to our global consumers and modernizing our global organization, including streamlining and focusing our teams and cutting costs across our business.

We were not, however, able to recapture as much of the lost Toys R Us business during 2018 as we had anticipated, as the effect of its liquidation of inventory in the market was more impactful than we and industry experts had expected. In 2018 we continued taking the steps to position our business for the future and our focus remains on the long-term profitable growth of our Company and on achieving our strategic objectives and investment priorities.

### **2018 Financial Performance and Key Accomplishments**

In 2018 we delivered net revenues of \$4.58 billion, a decrease of 12% from 2017. The decline in net revenues included an unfavorable foreign currency translation of \$43.0 million.

Revenues in the Entertainment and Licensing segment increased, but declined in the U.S. and Canada and International segments.

Retailer inventories declined significantly in the U.S. and Europe, reflecting the loss of Toys R Us in addition to our, and our retailers, continued efforts to reduce retail inventory levels.

Franchise brand revenues declined 9%.

Partner brand revenues declined 22%.

Hasbro Gaming revenues declined 12%.

Emerging brand revenues increased 1%.

We acquired the POWER RANGERS brand from Saban Properties.

Reported net earnings were \$220.4 million or \$1.74 per diluted share.

Adjusted net earnings were \$488.8 million, or \$3.85 per diluted share, excluding aggregate after tax charges detailed below of \$268.4 million, or \$2.11 per diluted share.

We generated \$646 million in operating cash flow.

We returned \$559.4 million to our shareholders, consisting of \$309.3 million in cash dividends and \$250.1 million in share repurchases.

In February 2019, our Board of Directors approved an 8% increase in the quarterly dividend, bringing the quarterly dividend to \$0.68 per common share. This is the highest quarterly dividend rate in our history. We have increased the quarterly dividend in 15 of the prior 16 years.

The after-tax charges excluded from 2018 full-year adjusted net earnings consist of:

\$96.9 million, or \$.76 per diluted share, associated with fourth quarter 2018 non-cash impairment charges related to Backflip Studios goodwill and other intangible assets.

\$77.9 million, or \$.61 per diluted share, of severance costs associated with organizational actions.

\$52.8 million, or \$.42 per diluted share, associated with Toys R Us, primarily bad debt expense.

\$40.7 million, or \$.32 per diluted share, impact from U.S. tax reform based on remeasurement of current liabilities and additional regulations issued in 2018.

**Table of Contents****Board Nominees****Proposal 1 Election of Directors**

You are being asked to vote on the election of the following thirteen nominees for director. All directors are elected annually by the affirmative vote of a majority of votes cast. Detailed information about each director's background, skills and areas of expertise can be found beginning on page 5.

Name	Age	Director Since	Principal Occupation	Independent Director	Committee Memberships
<b>Kenneth A. Bronfin</b>	59	2008	Senior Managing Director of Hearst Ventures		Compensation Cybersecurity and Data Privacy Finance
<b>Michael R. Burns</b>	60	2014	Vice Chairman of Lions Gate Entertainment Corp.		Finance Nominating, Governance and Social Responsibility
<b>Hope F. Cochran</b>	47	2016	Managing Director of Madrona Venture Group		Audit (Chair) Executive Finance
	70	2016			Compensation



**Sir Crispin H. Davis**

Retired Chief Executive Officer of Reed Elsevier, PLC

Nominating,  
Governance and  
Social  
Responsibility

**John A. Frascotti**

58

2018

President and Chief Operating Officer of Hasbro, Inc.

**Lisa Gersh**

60

2010

Former Chief Executive Officer of Alexander Wang

Audit

Compensation

**Brian D. Goldner**

55

2008

Chairman and Chief Executive Officer of Hasbro, Inc.

Executive

**Alan G. Hassenfeld**

70

1978

Retired Chairman and Chief Executive Officer of Hasbro, Inc.

Cybersecurity and  
Data Privacy

Executive (Chair)

Finance

**Tracy A. Leinbach**

59

2008

Retired Executive Vice President and Chief Financial Officer of Ryder System, Inc.

Audit

Executive

Nominating,  
Governance and  
Social  
Responsibility  
(Chair)

**Edward M. Philip**

53

2002

Retired Chief Operating Officer of  
Partners in Health

Compensation  
(Chair)

Executive

Nominating,  
Governance and  
Social  
Responsibility

<b>Richard S. Stoddart</b>	56	2014	President and Chief Executive Officer of InnerWorkings, Inc.	Audit
				Cybersecurity and Data Privacy (Chair)
				Executive
				Nominating, Governance and Social Responsibility

<b>Mary Beth West</b>	56	2016	Senior Vice President, Chief Growth Officer of The Hershey Company	Executive
				Finance (Chair)
				Nominating, Governance and Social Responsibility

<b>Linda K. Zecher</b>	65	2014	Chief Executive Officer and Managing Partner of The Barkley Group	Audit
				Compensation
				Cybersecurity and Data Privacy



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*Our Board Profile*

Our Board consists of a strong group of proven leaders and executives with experience across a wide range of industries giving us a diverse set of skills, viewpoints and expertise. It is also well balanced by age, gender and tenure. The Board is a collegial group, with each member contributing and having his or her voice heard while supporting and appropriately challenging management. We believe the mix of experience, diversity and perspectives on the Board serves to strengthen management and our Company.

**Ongoing Refreshment**

*Diverse, Independent Board with Relevant Skills*

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***Corporate Governance Matters***

Hasbro is committed to strong corporate governance, ethical conduct, sustainability and the accountability of our Board and our senior management team to the Company's shareholders.

***Corporate Governance Highlights***

**Board and Board Committee Practices**

- Entire Board is elected annually
- 11 out of 13 directors are independent
- 38% of our Board nominees are women
- Balance of experience, gender, tenure and qualifications
- Lead Independent Director role with clearly defined responsibilities
- All required committees consist of independent directors
- Risk oversight by Board and its committees
- Separate Cybersecurity and Data Privacy Committee
- Annual Board and committee self-evaluations
- Director orientation and continuing education
- Policy limiting the number of boards on which our directors may serve

**Shareholder Rights, Accountability and Other Governance Practices**

- Comprehensive shareholder outreach program
- No shareholder rights plan
- Annual shareholder advisory vote on executive compensation ( Say-on-Pay )
- Majority vote standard with a plurality carve-out for contested elections
- Proxy access bylaw provision
- Prohibit the pledging or hedging of Company stock
- Strong compensation clawback policy
- Stock ownership and share retention policy for Board members, executive officers and other key employees
- Written code of conduct and corporate governance principles
- Long-standing commitment to corporate sustainability

***Shareholder Outreach and Responsiveness to Shareholders***

Hasbro has engaged with our major shareholders on governance and compensation matters for several years. We do this as part of our commitment to be responsive to shareholders and to ensure that our actions are informed by the

viewpoints of you, our investors. Over the past several years, our discussions with shareholders have led to changes to our executive compensation and corporate governance programs, such as amendments to the terms of the employment agreement with our Chief Executive Officer, Brian Goldner, and the adoption of a proxy access bylaw. Our shareholders overwhelmingly supported our Say-on-Pay votes in the last three years, with favorable votes from 97.4%, 98.1% and 96.8% of the shares voted at the 2016, 2017 and 2018 Annual Meetings, respectively.

In 2018, we again spoke with shareholders who expressed an interest in speaking with us. In addition to speaking with any shareholders who reached out to us, we proactively extended an invitation to our top shareholders (who held in aggregate approximately 56% of our outstanding shares) to meet and we had discussions with all of such shareholders who accepted our invitation.

Based upon our continuing dialog with shareholders and our Say-on-Pay vote results, we believe our current compensation program for our executive officers reflects our shareholder's views and strongly drives our pay for performance objectives.

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**Executive Compensation Matters**

**Proposal 2 Advisory Vote on Compensation of Named Executive Officers**

Our Board of Directors recommends that shareholders vote, on an advisory basis, to approve the compensation paid to the Company's named executive officers (NEOs) as described in this Proxy Statement. Detailed information about the compensation paid to our NEOs can be found beginning on page 30.

Our compensation programs embody a pay-for-performance philosophy that supports our business strategy and aligns executive interests with those of our shareholders. Highlights of our compensation programs for 2018 and our compensation best practices follow.

**Pay-for-Performance**

Executive compensation program is tightly linked to long-term shareholder value creation, incorporating short-term and long-term forms of executive compensation that are structured to incentivize company performance and the achievement of corporate objectives the Committee believes are critical to driving sustained long-term shareholder value.

Program elements are designed to attract and retain top executive talent with the creativity, innovation, relentless drive and diverse skills in storytelling and entertainment, branded-play, consumer products, media and technology that are critical to execution of our strategy and ongoing business transformation.

In 2018, 81.5% of the Chief Executive Officer's total target compensation was performance based and at risk.

**2018 CEO/NEO Compensation Program Elements**

### Type of Annual Cash Compensation

Base Salary	Fixed compensation
	Set at industry competitive level, in light of individual experience and performance
Management Incentive	Performance-based
Awards	Tied to company and individual achievement against stated annual financial and strategic goals
	Aligns management behavior with shareholder interests
	Performance measures evaluated (weighting)
	Total Net Revenues (40%)
	Operating Margin (40%)
	Free Cash Flow (20%)

### Type of Long-Term Incentive Compensation

Performance	Represent ~50% of annual target equity award value
Contingent Stock Awards	Earned based on challenging long-term three-year goals requiring sustained strong operating performance
	Tied to achievement of EPS, Net Revenue and ROIC targets over a 3-year performance period
Stock Options	Represent ~50% of annual target equity award value for CEO (25% for the other NEOs)
	7-year term



Vest in three equal annual installments over the first three anniversaries of the grant date

Restricted	Granted to the NEOs other than the CEO (25% of annual target equity award value for NEOs)
Stock Units	Vest in three equal annual installments over the first three anniversaries of the grant date

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Compensation Best Practices	
Robust shareholder engagement process	Proxy access mechanisms
Program informed by and responsive to shareholder input	Robust anti-hedging and pledging policies prohibiting pledging or hedging of Company stock
Significant portion of compensation is variable and performance based	Double-trigger change in control provisions for equity grants
Significant share ownership and retention requirements	Fully independent Compensation Committee
5x base salary for CEO	Independent Compensation Consultant
2x base salary for other NEOs	No tax gross-ups
NEOs must hold 50% of net shares received upon option exercises or award vesting until they achieve the required ownership levels	No excessive perquisites
Maximum payout caps under incentive plans	No repricing of equity incentive awards
Do not incentivize excessive risk taking	Strong clawback policy

**Our Auditors**

**Proposal 3 Ratification of Independent Registered Public Accounting Firm**

You are being asked to vote to ratify the selection of KPMG LLP as our independent registered public accounting firm for fiscal 2019. Detailed information about this proposal can be found beginning on page 85.

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**QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING**

**Q: Why are these materials being made available to me?**

**A:** The Board of Directors (the Board) of Hasbro, Inc. (the Company or Hasbro) is making these proxy materials available to you on the Internet, or sending printed proxy materials to you in certain situations, including upon your request, beginning on or about April 2, 2019, in connection with Hasbro's 2019 Annual Meeting of Shareholders (the Meeting), and the Board's solicitation of proxies in connection with the Meeting. The Meeting will take place at 11:00 a.m. local time on Thursday, May 16, 2019 at Hasbro's corporate offices, 1027 Newport Avenue, Pawtucket, Rhode Island 02861. The information included in this Proxy Statement relates to the proposals to be voted on at the Meeting, the voting process, the compensation of Hasbro's named executive officers and Hasbro's directors, and certain other information. Hasbro's 2018 Annual Report to Shareholders is also available to shareholders on the Internet and a printed copy will be mailed to shareholders upon their request.

**Q: What proposals will be voted on at the Meeting?**

**A:** There are three proposals scheduled to be voted on at the Meeting:

**Proposal 1** Election of thirteen directors.

**Proposal 2** An advisory vote to approve the compensation of the Company's named executive officers.

**Proposal 3** Ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for fiscal 2019.

**Q: Why did I receive a Notice of the Internet Availability of Hasbro's Proxy Materials, instead of a full set of printed proxy materials?**

**A:** Rules adopted by the Securities and Exchange Commission allow us to provide access to our proxy materials over the Internet instead of mailing a full set of such materials to every shareholder. We have sent a Notice of Internet Availability of Hasbro's Proxy Materials (the Notice) to our shareholders who have not requested to receive a full set of the printed proxy materials. Because of certain legal

requirements, shareholders holding their shares through the Hasbro 401(k) Retirement Savings Plan were mailed a full set of proxy materials this year. Our other shareholders may access our proxy materials over the Internet using the directions set forth in the Notice. In addition, by following the instructions in the Notice, a shareholder may request that a full set of printed proxy materials be sent to them.

We have chosen to send the Notice to shareholders, instead of automatically sending a full set of printed materials to all shareholders, to reduce the impact of printing our proxy materials on the environment and to save on the costs of printing and mailing incurred by the Company.

**Q: How do I access Hasbro's proxy materials online?**

**A:** The Notice provides instructions for accessing the proxy materials for the Meeting over the Internet, including the Internet address where those materials are available. Hasbro's Proxy Statement for the Meeting and 2018 Annual Report to Shareholders can be viewed on Hasbro's website at <https://investor.hasbro.com/financial-information/annual-meeting>.

**Q: How do I request a paper copy of the proxy materials?**

**A:** Paper copies of Hasbro's proxy materials will be made available at no cost to you, but they will only be sent to you upon request. To request a paper copy of the proxy materials follow the instructions on the Notice that you received. You will be able to submit your request for copies of the proxy materials by sending an email to the email address set forth in the Notice, by going to the Internet address set forth in the Notice or by calling the phone number provided in the Notice.

**Q: What shares owned by me can be voted?**

**A:** All shares of the Company's common stock, par value \$.50 per share ( Common Stock ) owned by you as of the close of business on March 20, 2019, the *record date*, may be voted by you. These shares include those (1) held directly in your name as the *shareholder of record*, including shares purchased through the Computershare CIP, a Direct Stock Purchase and Dividend Reinvestment Plan for Hasbro, Inc., and (2) held for you as the *beneficial owner* through a broker, bank or other nominee.

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**Q: What is the difference between holding shares as a shareholder of record and as a beneficial owner?**

**A:** Most Hasbro shareholders hold their shares through a broker, bank or other nominee rather than directly in their own name as the shareholder of record. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

***Shareholder of Record***

If your shares are registered directly in your name with Hasbro's Transfer Agent, Computershare Trust Company, N.A. (Computershare), you are considered, with respect to those shares, the shareholder of record. As the shareholder of record, you have the right to grant your voting proxy directly to the individuals named as proxies by Hasbro or to vote in person at the Meeting.

***Beneficial Owner***

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name and your broker, bank or other nominee is considered, with respect to those shares, the shareholder of record. As the beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote and are also invited to attend the Meeting. However, since you are not the shareholder of record, you may not vote these shares in person at the Meeting unless you receive a legal proxy from your broker, bank or other nominee. Your broker, bank or other nominee has provided voting instructions for you to use. If you wish to attend the Meeting and vote in person, please mark the box on the voting instruction card you received and return it to your broker, bank or other nominee or contact your broker, bank or other nominee to obtain a legal proxy or follow the instructions on the Notice or voting instruction card that you received.

**Effect of Not Casting Your Vote**

Whether you hold your shares in street name as a beneficial owner, or you are a shareholder of record, it is critical that you cast your vote.

If you hold your shares in street name, you must cast a vote if you want it to count in the election of directors (Proposal No. 1) and in the shareholder advisory vote on the compensation of the Company's named executive officers (Proposal No. 2).

In the past, if you held your shares in street name and you did not indicate how you wanted your shares voted in the election of directors, or on many other matters, your broker was allowed to vote those shares on your behalf as they felt appropriate. However, brokers no longer have the ability to vote

your uninstructed shares in the election of directors on a discretionary basis, and brokers do not have any discretionary ability to vote shares on the advisory vote with respect to the compensation of the Company's named executive officers. Therefore, if you hold your shares in street name and you do not instruct your broker how to vote in the election of directors (Proposal 1) or on the shareholder advisory vote on the compensation of the Company's named executive officers (Proposal 2), no vote will be cast on your behalf on the matter for which no instructions have been provided. Your broker will, however, continue to have discretion to vote any uninstructed shares on the ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for fiscal 2019 (Proposal No. 3).

If you are a shareholder of record and you do not cast your vote, no votes will be cast on your behalf on any of the items of business at the Meeting, including the ratification of the appointment of the independent registered public accounting firm.

**Q: How can I attend the Meeting?**

**A:** You may attend the Meeting if you are listed as a shareholder of record as of the close of business on March 20, 2019 and bring proof of your identification. If you hold your shares through a broker, bank or other nominee, you will need to provide proof of your share ownership by bringing either a copy of a brokerage or bank statement showing your share ownership as of March 20, 2019, and a legal proxy if you wish to vote your shares in person at the Meeting. In addition to the items mentioned above, you should bring proof of your identification.

**Q: How can I vote my shares in person at the Meeting?**

**A:** Shares held directly in your name as the shareholder of record may be voted in person at the Meeting. Please bring proof of your identification to the meeting. Shares beneficially owned may be voted by you if you receive and present at the Meeting a legal proxy from your broker, bank or other nominee, together with proof of identification. Even if you plan to attend the Meeting, we recommend that you also vote in one of the ways described below so that your vote will be counted if you later decide not to attend the Meeting or are otherwise unable to attend.

**Q: How can I vote my shares without attending the Meeting?**

**A:** Whether you hold shares directly as the shareholder of record or beneficially in street name, you may direct your vote without attending the Meeting. You may vote by granting

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a proxy or, for shares held in street name, by submitting voting instructions to your broker, bank or other nominee. In most instances, you will be able to do this over the Internet, by telephone or by mail. Please refer to the summary instructions below, the instructions included on the Notice, and if you request printed proxy materials, the instructions included on your proxy card or, for shares held in street name, the voting instruction card provided by your broker, bank or other nominee.

**By Internet** If you have Internet access, you may submit your proxy from any location by following the Internet voting instructions on the Notice you received or by following the Internet voting instructions on the proxy card or voting instruction card sent to you.

**By Telephone** You may submit your proxy by following the telephone voting instructions on the proxy card or voting instruction card sent to you.

**By Mail** You may do this by marking, dating and signing your proxy card or, for shares held in street name, the voting instruction card provided to you by your broker or nominee, and mailing it in the enclosed, self-addressed, postage prepaid envelope. No postage is required if mailed in the United States. Please note that for Hasbro shareholders, other than those shareholders holding their shares through the Hasbro 401(k) Retirement Savings Plan who are all being mailed a printed set of proxy materials, you will only be mailed a printed set of the proxy materials, including a printed proxy card or printed voting instruction card, if you request that such printed materials be sent to you. You may request a printed set of proxy materials by following the instructions in the Notice.

**Please note that you cannot vote by marking up the Notice of Internet Availability of the Proxy Materials and mailing that Notice back. Any votes returned in that manner will not be counted.**

**Q: What is the quorum for the Meeting?**

**A:** Holders of record of the Common Stock at the close of business on March 20, 2019 are entitled to vote at the Meeting or any adjournments thereof. As of that date there were 125,996,661 shares of Common Stock outstanding and entitled to vote and a majority of the outstanding shares will constitute a quorum for the transaction of business at the Meeting. Abstentions and broker non-votes are counted as present at the Meeting for purposes of determining whether there is a quorum at the Meeting. A broker non-vote occurs when a broker holding shares for a customer does not vote on a particular proposal because the broker has not received voting instructions on the matter from its customer and is barred by stock exchange rules from exercising discretionary authority to vote on the matter.

**Q: What vote is required to approve each proposal?**



**A:** The vote required to approve each proposal is:

**Proposal 1 Election of Directors:** Under the Company's majority vote standard in order to be elected a director must receive a number of For votes that exceed the number of votes cast Against the election of the director.

**Proposal 2 Advisory Vote on Compensation:** The affirmative vote of a majority of the shares of Common Stock present (in person or by proxy) and entitled to vote at the Meeting on this shareholder advisory vote is required for approval of this proposal.

**Proposal 3 Ratification of the Selection of KPMG:** The affirmative vote of a majority of the shares of Common Stock present (in person or by proxy) and entitled to vote at the Meeting on the ratification of the selection of KPMG is required for approval of this proposal.

**Q: How are votes counted?**

**A:** Each share of Common Stock entitles its holder to one vote on all matters to come before the Meeting, including the election of directors. In the election of directors, for each of the nominees you may vote FOR such nominee, AGAINST such nominee, or you may ABSTAIN from voting with respect to such nominee. For proposals 2 and 3, you may vote FOR, AGAINST or ABSTAIN. If you ABSTAIN, it has the same effect as a vote AGAINST proposal on proposals 2 and 3.

If you properly sign and return your proxy card or complete your proxy via the Internet or telephone, your shares will be voted as you direct. If you sign and submit your proxy card or voting instruction card with no instructions, your shares will be voted in accordance with the recommendations of the Board.

If you are a shareholder of record and do not vote via the Internet, via telephone, return a signed proxy card or vote in person at the Meeting, your shares will not be voted.

If you are a beneficial shareholder and do not vote via the Internet, telephone, in person at the Meeting or by returning a signed voting instruction card, your shares may only be voted in situations where brokers have discretionary voting authority over the shares. Discretionary voting authority is only permitted on the proposal for the ratification of the selection of KPMG as the Company's independent registered public accounting firm for 2019.

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**Q: What is the recommendation of our Board on each of the matters scheduled to be voted on at the Meeting?**

**A:** Our Board recommends that you vote:

**FOR** each of the nominees for director (Proposal 1);

**FOR** the advisory vote to approve the compensation for the Company's named executive officers (Proposal 2);  
and

**FOR** the ratification of the selection of KPMG as the Company's independent registered public accounting firm for fiscal 2019 (Proposal 3).

**Q: Can I change my vote or revoke my proxy?**

**A:** You may change your proxy instructions at any time prior to the vote at the Meeting. For shares held directly in your name, you may accomplish this by granting another proxy that is properly signed and bears a later date, by sending a properly signed written notice to the Secretary of the Company or by attending the Meeting and voting in person. To revoke a proxy previously submitted by telephone or through the Internet, you may simply vote again at a later date, using the same procedures, in which case your later submitted vote will be recorded and your earlier vote revoked. Attendance at the Meeting will not cause your previously granted proxy to be revoked unless you specifically so request. For shares held beneficially by you, you may change your vote by submitting new voting instructions to your broker or nominee.

**Q: What does it mean if I receive more than one Notice or more than one proxy or voting instruction card?**

**A:** It means your shares are registered differently or are held in more than one account. Please provide voting instructions for all Notices or proxy and voting instruction cards you receive.

**Q: Where can I find the voting results of the Meeting?**

**A:** We will announce preliminary voting results at the Meeting. We will publish final voting results in a Current Report on Form 8-K within a few days following the Meeting.

**Q: What happens if I have previously consented to electronic delivery of the Proxy Statement and other annual meeting materials?**

**A:** If you have previously consented to electronic delivery of the annual meeting materials you will receive an email notice with instructions on how to access the Proxy Statement, notice of meeting and annual report on the Company's website, and the proxy card for registered shareholders and voting instruction card for beneficial or street name shareholders, on the voting website. The notice will also inform you how to vote your proxy over the Internet. You will receive this email notice at approximately the same time paper copies of the Notice, or annual meeting materials are mailed to shareholders who have not consented to receive materials electronically. Your consent to receive the annual meeting materials electronically will remain in effect until you specify otherwise.

**Q: If I am a shareholder of record how do I consent to receive my annual meeting materials electronically?**

**A:** Shareholders of record who choose to vote their shares via the Internet will be asked to choose a current and future delivery preference prior to voting their shares. After entering the access information requested by the electronic voting site, click "Submit" and then respond as to whether you would like to receive current proxy material electronically or by mail. If you already have access to the materials, choose that option and click the "Next" button. On the following screen, choose whether you would like to receive future proxy materials by e-mail (and enter and verify your e-mail address), by mail or make no change or no preference and click "Next." During the year, shareholders of record may sign up to receive their future annual meeting materials electronically over the Internet by going to [www.computershare.com/investor](http://www.computershare.com/investor). Shareholders of record with multiple Hasbro accounts will need to consent to electronic delivery for each account separately.

**Table of Contents****ELECTION OF DIRECTORS (Proposal No. 1)**

Thirteen directors are to be elected at the Meeting. All of the directors elected at the Meeting will serve until the 2020 Annual Meeting of Shareholders (the 2020 Meeting ), and until their successors are duly elected and qualified, or until their earlier death, resignation or removal.

The Board has recommended as nominees for election as directors, to serve until the 2020 Meeting, the persons named below. All of the nominees are currently directors of the Company. The proxies cannot be voted for more than thirteen directors at the Meeting.

Unless otherwise specified in your voting instructions, the shares voted pursuant thereto will be cast FOR the persons named below as nominees for election as directors. If, for any reason, any of the nominees named below should be unable to serve as a director, it is intended that such proxy will be voted for the election, in his or her place, of a substituted nominee who would be recommended by the Board. The Board, however, has no reason to believe that any nominee named below will be unable to serve as a director.

**Selection of Board Nominees**

In considering candidates for election to the Board, the Board, the Nominating, Governance and Social Responsibility Committee of the Board, and the Company consider a number of factors, including employment and other experience, qualifications, attributes, skills, expertise and involvement in areas that are of importance to the Company's business, business ethics and professional reputation, other board service, business, financial and strategic judgment, the Company's needs, and the desire to have a Board that represents a diverse mix of backgrounds, perspectives and expertise. Each of the nominees for election to the Board at the Meeting has served in senior positions at complex organizations and has demonstrated a successful track record of strategic, business and financial planning, execution and operating skills in these positions. In addition, each of the nominees for election to the Board has proven experience in management and leadership development and an understanding of operating and corporate governance issues for a large multinational company.

The following chart highlights certain skills, experience and characteristics possessed by the nominees for election to the Board. Further information on each nominee's qualifications is provided below in the individual biographies. In addition to the skills listed below, our directors each have experience with oversight of risk management, as further described below under the heading Role of the Board in Risk Oversight .

**Bronfin Burns Cochran Davis Frascotti Gersh Goldner Hassenfeld Leinbach Philip Stoddart West Zecher**

Experience

Senior  
Management

Industry  
Background

Sales and  
Marketing

Strategic  
Planning

Global Business

Digital  
Gaming/Media/  
Products

Talent  
Development

Governance/  
Corporate  
Social  
Responsibility

Finance/  
Accounting

IT/Technology

Gender

Male

Female

**5** **HASBRO 2019 PROXY STATEMENT**

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The following information set forth below as to each director nominee includes: (i) his or her age; (ii) all positions and offices with the Company; (iii) principal occupation or employment during the past five years; (iv) current directorships of publicly-held companies or investment companies; (v) other previous directorships of publicly-held companies or investment companies during the past five years; (vi) period of service as a director of the Company; and (vii) particular experience, qualifications, attributes or skills (beyond those indicated in the preceding chart), which led the Company's Board to conclude that the nominee should serve as a director of the Company. Except as otherwise indicated, each person has had the same principal occupation or employment during the past five years.

## **Nominees for Election as Directors**

### **Kenneth A. Bronfin**

Age: 59

Director Since: 2008

Committees:

Compensation

Cybersecurity and Data Privacy

Finance

### **Experience and Qualifications**

Kenneth A. Bronfin is Senior Managing Director of Hearst Ventures (the strategic investment division of diversified media, information and services company Hearst Corporation), serving in this role since 2013. Prior thereto, he was President of Hearst Interactive Media since 2002. Prior thereto, Mr. Bronfin was Deputy Group Head of Hearst Interactive Media since 1996.

The Board has nominated Mr. Bronfin for election as a director because of his extensive expertise and experience in operational and executive roles in the media and digital services sectors, as well as his experience in strategic planning and corporate finance. Mr. Bronfin's experience includes serving in a number of executive positions where he was in charge of interactive media and digital businesses and where he led new business ventures, strategic investments and acquisitions in the digital content and media industries. Mr. Bronfin has experience serving on private and public company boards of directors. Mr. Bronfin possesses substantial knowledge, expertise and experience, including operations and business planning experience, in the media, digital products and digital services industries, including expertise in international media, advertising, marketing, and analyzing and anticipating consumer trends.

### **Other Current Public Company Boards**

None

**Former Public Company Boards Held in the Past Five Years**

None



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**Michael R. Burns**

Age: 60

Director Since: 2014

Committees:

Finance

Nominating, Governance and Social Responsibility

**Experience and Qualifications**

Michael R. Burns is the Vice Chairman and a member of the board of directors of Lions Gate Entertainment Corp. (a global entertainment company with significant motion picture and television operations), serving in this role since 2000. Lions Gate acquired Starz in December 2016. From 1991 to 2000, Mr. Burns was the Managing Director and Head of the Los Angeles Investment Banking Office of Prudential Securities Inc.

The Board has nominated Mr. Burns for election as a director because of his extensive knowledge and experience in content development and brand building, including in the use of creative storytelling and immersive entertainment across platforms to build global entertainment franchises, in the entertainment industry, including operating and financial expertise in motion picture and television development, production, financing, marketing, distribution and monetization, and expertise in strategic planning for, investing in and building content and entertainment-driven multi-platform businesses. Mr. Burns also possesses expertise in investment banking, corporate finance, and international business.

**Other Current Public Company Boards**

Lions Gate Entertainment Corp.

**Former Public Company Boards Held in the Past Five Years**

None

**Hope F. Cochran**

Age: 47

Director Since: 2016

Committees:

Audit (Chair)

Executive

Finance

**Experience and Qualifications**

Hope Cochran is a Managing Director at Madrona Venture Group (a technology-focused venture capital group). Prior to joining Madrona in January 2017, Ms. Cochran was the Chief Financial Officer of King Digital Entertainment from 2013 to 2016. From 2005 to 2013, Ms. Cochran was the Chief Financial Officer for Clearwire, Inc.

The Board has nominated Ms. Cochran for election as a director because of her extensive experience spanning more than 20 years as a senior financial executive in the digital gaming and telecom industries, her knowledge of how to develop digital content businesses, her expertise in managing global teams, and her talent in managing, growing and overseeing global businesses. Ms. Cochran also possesses international business expertise, substantial experience as a public company chief financial officer, and expertise in financial and accounting issues for large public companies. The Board has determined that Ms. Cochran qualifies as an Audit Committee Financial Expert due to her prior experience, including as a Chief Financial Officer of public companies.

**Other Current Public Company Boards**

MongoDB, Inc.

New Relic, Inc.

**Former Public Company Boards Held in the Past Five Years**

None

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**Sir Crispin H. Davis**

Age: 70

Director Since: 2016

Committees:

Compensation

Nominating, Governance and Social Responsibility

**Experience and Qualifications**

Sir Crispin H. Davis served as the Chief Executive Officer of Reed Elsevier, PLC (a leading provider of scientific, legal and business publishing) from 1999 to 2009. From 1994 to 1999 he was the Chief Executive Officer of Aegis Group, PLC (media and digital marketing communications company).

The Board has nominated Sir Davis for election as a director because of his experience and success transforming a print-based publishing company into a leading online information provider, international business expertise, proven leadership in driving the growth of large multinational corporations, expertise in brand building, organizational development and global marketing, background in media and digital marketing, and knowledge of corporate governance and board best practices.

**Other Current Public Company Boards**

Vodafone Group, PLC

Rentokil Initial PLC

**Former Public Company Boards Held in the Past Five Years**

None

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**John A. Frascotti**

Age: 58

Director Since: 2018

Committees:

None

**Experience and Qualifications**

John A. Frascotti has served as President and Chief Operating Officer and a Director of the Board of Hasbro, Inc. since August 2018. Mr. Frascotti is responsible for leading a global organization focused on creating and delivering the world's best play and entertainment experiences across Hasbro's Brand Blueprint, including toys and games, immersive entertainment experiences, digital gaming and consumer products. Prior to his current position, Mr. Frascotti held the positions of President, Hasbro, Inc. from 2017 until August 2018, President, Hasbro Brands from 2014 to 2017, and Executive Vice President and Chief Marketing Officer from 2008 to 2014. Before joining Hasbro in 2008, Mr. Frascotti served as a Senior Vice President of Sports Division at Reebok International, Ltd. and in a number of other senior marketing and licensing positions with Reebok. Mr. Frascotti also practiced law in Los Angeles at Mitchell, Silberberg & Knupp and in Boston at Palmer & Dodge. Mr. Frascotti serves as an officer and/or director of a number of Hasbro subsidiaries and joint ventures at the request and convenience of the Company, including as a member of the Board of Discovery Family Channel, a joint venture between Hasbro and Discovery Communications. He also serves as the Chair of Hasbro's IP Security Committee and is a member of Hasbro's Global Information Systems Steering Committee.

The Board has nominated Mr. Frascotti for election as a director because of his extensive knowledge, expertise and leadership in marketing, brand management, licensing, acquisitions and other strategic transactions, global operations, and talent development. He has played and continues to play a critical role in the re-imagination and re-invention of key Hasbro brands, including TRANSFORMERS, NERF, MY LITTLE PONY, BABY ALIVE, MONOPOLY, MAGIC: THE GATHERING and PLAY-DOH, in addition to Hasbro's Gaming Business, and its portfolio of Partner and Emerging Brands. Mr. Frascotti's experience and strategic insights into brand building, digital marketing, consumer products, and entertainment have greatly contributed to the expanded global reach of Hasbro's brands. He was recognized by Forbes Magazine as one of top 5 most influential CMO's among the top 500 companies in Forbes Global 2000 Biggest Public Companies list. In his role as a director of Corus Entertainment Inc., a Canadian public company focused on creating and delivering high quality brands and content for audiences around the world, Mr. Frascotti has gained further experience and insights in media and content delivery. Outside of the play, media and entertainment industry, Mr. Frascotti gives back to the community through this service on the Board of Directors of the Serious Fun Children's Network, a non-profit global network of camps for seriously ill children, and the advisory board of Newman's Own, which provides high-level advice and assistance on strategic matters to both Newman's Own Foundation and the food company, Newman's Own, Inc.

**Other Current Public Company Boards**

Corus Entertainment Inc.

**Former Public Company Boards Held in the Past Five Years**

None

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**Lisa Gersh**

Age: 60

Director Since: 2010

Committees:

Audit

Compensation

**Experience and Qualifications**

Lisa Gersh served as the Chief Executive Officer of Alexander Wang (a global fashion brand) from October 2017 to October 2018. Ms. Gersh served as the Chief Executive Officer of Goop, Inc. (lifestyle publication curated by Gwyneth Paltrow) from 2014 to 2016. Ms. Gersh served as President and Chief Executive Officer of Martha Stewart Living Omnimedia, Inc. (integrated media and merchandising company) from 2012 to 2013. Prior thereto, she served as President and Chief Operating Officer of Martha Stewart Living Omnimedia, Inc. from 2011 to 2012. Ms. Gersh served as a director of Martha Stewart Living Omnimedia, Inc. from 2011 to 2013.

The Board has nominated Ms. Gersh for election as a director because of her extensive experience in the media, branded products and entertainment industries, including television, digital entertainment and publishing. These roles involved operating and executive positions with multiple leading media and brand-driven companies, including as Chief Executive Officer of Alexander Wang, Chief Executive Officer of Goop, Inc., President and Chief Executive Officer of Martha Stewart Living Omnimedia and President of Oxygen Media. Ms. Gersh possesses expertise in business and strategic planning, expertise in the media, retail, brand-driven and entertainment industries, including the cable television and digital industries, and expertise in marketing and branding, media trends and in building global brand-driven businesses. The Board has determined that Ms. Gersh qualifies as an Audit Committee Financial Expert due to her prior experience, including her service on public company audit committees and experience as the Chief Executive Officer overseeing Chief Financial Officers of a public company.

**Other Current Public Company Boards**

None

**Former Public Company Boards Held in the Past Five Years**

comScore, Inc.



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**Brian D. Goldner**

Age: 55

Director Since: 2008

Committees:

Executive

**Experience and Qualifications**

Brian D. Goldner has served as the Chief Executive Officer of Hasbro, Inc. since 2008, and additionally has served as the Chairman of the Board since May 2015. In addition to being Chief Executive Officer, from 2008 to 2016 Mr. Goldner was also the President of Hasbro. Prior to 2008, Mr. Goldner served as the Chief Operating Officer of Hasbro from 2006 to 2008 and as President, U.S. Toys Segment from 2003 to 2006. Prior to joining Hasbro in 2000, Mr. Goldner held a number of management positions in the family entertainment and advertising industries, including as Executive Vice President and Chief Operating Officer of Bandai America, Worldwide Director in charge of the Los Angeles Office of J. Walter Thompson and as a Vice President and Account Director of Leo Burnett Advertising.

The Board has nominated Mr. Goldner for election as a director because of the fundamental role he has played and continues to play in the transformation of Hasbro's business globally and in successfully formulating and executing the Company's strategy, including its expansion into new geographies and new categories.

Mr. Goldner is the chief architect of the Company's Brand Blueprint and has led the Company's transformation from a traditional toy and game manufacturer into a global play and entertainment leader. Under Mr. Goldner's leadership, Hasbro brands are more pervasive, more global, and more inclusive than ever before. Today, Hasbro brands are activated globally across toy and game, digital gaming, consumer products, esports, omni-channel content, publishing, music, and many more categories. Mr. Goldner has also evolved the Company's retail strategy, and Hasbro is leading the industry in omni-channel retail activation and eCommerce growth.

Mr. Goldner pioneered Hasbro's entry into entertainment and oversees the Company's omni-channel storytelling. Through its film labels, Allspark Pictures and Allspark Entertainment, its animation studio, Boulder Media, its in-house creative agency, Cake Mix Studios, and a co-production and distribution partnership with Paramount Pictures, Hasbro delivers stories across all content platforms. Mr. Goldner has also led the Company's digital-first approach, engaging consumers in content to commerce solutions across multiple platforms.

Hasbro successfully now manages licenses with some of the most valuable properties in the industry, including Marvel, Star Wars, Disney Princess and Disney Frozen with The Walt Disney Company, Universal Dreamworks Trolls, Sesame Street and Beyblade. Under Mr. Goldner's leadership, the company has also forged important relationships with trending properties that have a massive global fan base, such as Fortnite and Overwatch. Hasbro's targeted fan strategy, centered on direct-to-consumer content and commerce solutions, has deepened engagement among global audiences and delivered incremental growth across some of Hasbro's most beloved brands. Mr. Goldner led the Company's recent acquisition of Saban Brands, and is driving the Brand Blueprint activation of Power Rangers to maximize the opportunity surrounding that brand.



Mr. Goldner possesses knowledge, expertise and experience regarding strategic and operational planning and execution in global brand and entertainment industries. He has driven immersive play offerings and used storytelling to build global consumer franchises. His expertise in recognizing the industry's trends and challenges, expertise in the media and entertainment industries, and experience in marketing, product and brand development have been paramount in developing the framework for creating multi-faceted brand experiences for fans, families, kids and audiences around the world.

Mr. Goldner also serves as an officer and/or director of a number of the Company's subsidiaries at the request and convenience of the Company.

### **Other Current Public Company Boards**

CBS Corporation

The Gap, Inc.

### **Former Public Company Boards Held in the Past Five Years**

Molson Coors Brewing

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**Alan G. Hassenfeld**

Age: 70

Director Since: 1978

Committees:

Cybersecurity and Data Privacy

Executive (Chair)

Finance

**Experience and Qualifications**

Alan G. Hassenfeld served as Chairman of the Board of Hasbro, Inc. from 1989 to 2008. Prior to May 2003, Mr. Hassenfeld served as Chairman of the Board and Chief Executive Officer of Hasbro since 1999. Prior thereto, he was Chairman of the Board, President and Chief Executive Officer of Hasbro since 1989. Mr. Hassenfeld is co-chairman of the Governing Body of the International Council of Toy Industries CARE Process, Chairman of the Jerusalem Foundation, and Co-Chair of the International Business School at Brandeis University.

The Board has nominated Mr. Hassenfeld for election as a director because of his more than 40 years of experience in the toy, game and family entertainment industry, including his extensive service in senior leadership roles at Hasbro, culminating in his service as the Company's Chairman of the Board and Chief Executive Officer. Throughout his career at Hasbro, Mr. Hassenfeld held a number of positions of increasing responsibility in marketing and sales for the Company's domestic and international operations, including responsibilities overseeing global markets. He became Vice President of International Operations in 1972 and later served as Vice President of Marketing and Sales and then as Executive Vice President, prior to being named President of the Company in 1984 and President and Chief Executive Officer in 1989. The Board believes Mr. Hassenfeld possesses particular knowledge, expertise and experience regarding strategic and operational planning and execution in the toy, game and family entertainment industries, expertise in industry trends and challenges, global markets, and international business operations, expertise in issues of corporate social responsibility and sustainability, and experience and expertise in the competitive and financial positioning of the Company and its business.

**Other Current Public Company Boards**

Salesforce.com, Inc.

**Former Public Company Boards Held in the Past Five Years**

None



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**Tracy A. Leinbach**

Age: 59

Director Since: 2008

Committees:

Audit

Executive

Nominating, Governance and Social Responsibility (Chair)

**Experience and Qualifications**

Tracy A. Leinbach served as the Executive Vice President and Chief Financial Officer for Ryder System, Inc. (a global logistics and transportation and supply chain solutions provider) from 2003 until 2006. Prior thereto, Ms. Leinbach served as Executive Vice President, Fleet Management Solutions for Ryder since 2001.

The Board has nominated Ms. Leinbach for election as a director because of her extensive business experience in global operations, strategic and financial planning, auditing and accounting. Ms. Leinbach held a number of positions involving increasing global operating and global financial management, responsibility and oversight, as well as global supply chain management, with Ryder, spanning a career with Ryder of over 21 years. During her career she led the company's largest business unit in the U.S., as well as units in Europe, Mexico and Canada. In addition to extensive operating experience, her time with Ryder included service as controller and chief financial officer at many of Ryder's subsidiaries and divisions. Ms. Leinbach's career with Ryder culminated in her service as Executive Vice President and Chief Financial Officer. Prior to her career with Ryder, Ms. Leinbach worked for PricewaterhouseCoopers in public accounting and was a CPA. The Board believes Ms. Leinbach possesses knowledge, expertise and experience in strategic planning, management, operations, logistics and risk management for a large multinational company, corporate finance, sales, and expertise in issues regarding financial reporting and accounting issues for large public companies. The Board has determined that Ms. Leinbach qualifies as an Audit Committee Financial Expert due to her prior experience, including as the Chief Financial Officer of a public company (Ryder System, Inc.).

**Other Current Public Company Boards**

Veritiv Corporation

**Former Public Company Boards Held in the Past Five Years**

Forward Air Corporation



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**Edward M. Philip**

Age: 53

Director Since: 2002

Committees:

Compensation (Chair)

Executive

Nominating, Governance and Social Responsibility

**Experience and Qualifications**

Edward M. Philip served as the Chief Operating Officer of Partners in Health (a non-profit healthcare organization) from January 2013 to March 2017. In addition, Mr. Philip was a Special Partner at Highland Consumer Fund (consumer-oriented private equity fund), serving in this role from 2013 to 2017. He served as Managing General Partner at Highland Consumer Fund from 2006 to 2013. Prior thereto, Mr. Philip served as President and Chief Executive Officer of Decision Matrix Group, Inc. (research and consulting firm) from May 2004 to November 2005, and prior to that he was Senior Vice President of Terra Networks, S.A. (global Internet company) from October 2000 to January 2004. In 1995, Mr. Philip joined Lycos, Inc. (an Internet service provider and search company) as one of its founding members. During his time with Lycos, Mr. Philip held the positions of President, Chief Operating Officer and Chief Financial Officer at different times.

The Board has nominated Mr. Philip for election as a director because of his more than 25 years of business and management experience, including years of experience as both an operating executive and chief financial officer of multinational corporations, and his experience in strategic, business and financial planning in consumer-based and technology-based industries and in overseeing management teams of such companies, as well as in managing teams responding to complex and critical international issues. Mr. Philip possesses expertise regarding internet and technology-based industries, the use of the internet and digital media for building businesses, expertise in strategic planning and execution in complex global organizations, expertise in consumer trends and in the family entertainment industry, corporate finance, financial reporting and accounting matters for large multinational public companies, as well as in the operation and management of large multinational organizations.

**Other Current Public Company Boards**

BRP Inc.

United Continental Holdings, Inc.

**Former Public Company Boards Held in the Past Five Years**

None

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**Richard S. Stoddart**

Age: 56

Director Since: 2014

Committees:

Audit

Cybersecurity and Data Privacy (Chair)

Executive

Nominating, Governance and Social Responsibility

**Experience and Qualifications**

Richard S. Stoddart is the President and Chief Executive Officer of InnerWorkings, Inc. (global marketing execution firm), serving in that role since 2017. Mr. Stoddart was the Chief Executive Officer of Leo Burnett Worldwide from February 2016 to 2017, the Chief Executive Officer of Leo Burnett North America from 2013 to 2016 and the President of Leo Burnett North America from 2005 to 2013.

The Board has nominated Mr. Stoddart for election as a director because of his extensive experience in the advertising, marketing and communications industries, including in television, digital, social media, point-of-sale, packaging and in print, and in building global brands and businesses. As the Chief Executive Officer of InnerWorkings, the largest global marketing execution company, Mr. Stoddart is recognized for his strategic and commercial leadership of the company, investor and analyst communications, and financial stewardship as well as his expertise in all facets of marketing execution and marketing supply chain management. In his prior role as Chief Executive Officer of one of the world's largest advertising agencies, Mr. Stoddart was recognized for his leadership in the development and integration of shopper, digital, social and mobile capabilities as part of a company's overall marketing and brand strategy. The Board believes Mr. Stoddart possesses knowledge, expertise and experience regarding branding and brand building, marketing and marketing strategy across media platforms, including in traditional advertising, digital advertising and social media; expertise in media planning, launching branded content and products; expertise in marketing production, logistics and execution; and expertise in media trends and strategic planning for businesses building content-driven brands.

**Other Current Public Company Boards**

Innerworkings, Inc.

**Former Public Company Boards Held in the Past Five Years**



None

**Mary Beth West**

Age: 56

Director Since: 2016

Committees:

Executive

Finance (Chair)

Nominating, Governance and Social Responsibility

**Experience and Qualifications**

Mary Beth West is the Senior Vice President, Chief Growth Officer of The Hershey Company, serving in that role since May 2017. Ms. West served as Executive Vice President, Chief Customer & Marketing Officer of J.C. Penney Company from 2015 through March 2017. From 2012 to 2014 she was the Executive Vice President, Chief Category & Marketing Officer for Mondelez International, Inc. Prior thereto, she served as the Chief Marketing Officer for Kraft Foods, Inc. from 1986 to 2012.

The Board has nominated Ms. West for election as a director because of her extensive experience and expertise in marketing, brand building, managing global franchises, understanding and applying consumer insights, and in developing compelling retail and sales experiences. Ms. West also possesses expertise in strategic and operational planning and execution, skill in managing global teams and a proven track record in delivering top tier consumer experiences and in building global brands.

**Other Current Public Company Boards**

None

**Former Public Company Boards Held in the Past Five Years**

J.C. Penney Company



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**Linda K. Zecher**

Age: 65

Director Since: 2014

Committees:

Audit

Compensation

Cybersecurity and Data Privacy

**Experience and Qualifications**

Linda K. Zecher is the Chief Executive Officer and Managing Partner of the Barkley Group (consulting firm focused on effective digital transformation), serving in those roles since January 2017. Prior to that, Ms. Zecher served as the President and Chief Executive Officer, and a member of the Board of Directors, of Houghton Mifflin Harcourt Company, from 2011 to 2016. Prior thereto, she was Corporate Vice President, Worldwide Public Sector of Microsoft Corporation from 2003 to 2011.

The Board has nominated Ms. Zecher for election as a director because of her extensive experience in leading the transformation of businesses in the fields of digital publishing, digital learning, and online sales and marketing, as well as her expertise and skill in driving technological innovation and in leading content development and distribution across channels and platforms. Ms. Zecher possesses expertise and experience in unified analog and digital content development and distribution, in strategic planning and execution for businesses focused on global cross-platform content development and delivery, and expertise in digital brand building, online business development and in driving technological innovation. The Board has determined that Ms. Zecher qualifies as an Audit Committee Financial Expert due to her prior experience, including service on public company audit committees and as the Chief Executive Officer, overseeing the Chief Financial Officer, of a public company.

**Other Current Public Company Boards**

None

**Former Public Company Boards Held in the Past Five Years**

Houghton Mifflin Harcourt

*Vote Required.* Under the Company's majority vote standard in order to be elected a director must receive a number of For votes that exceed the number of votes cast Against the election of the director. As such, an abstention is effectively a vote against a director. The Company's majority vote standard and mandatory resignation policy are discussed in detail beginning on page 19 of this proxy statement.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE ELECTION OF EACH OF THE THIRTEEN DIRECTOR NOMINEES NAMED ABOVE.**

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### **GOVERNANCE OF THE COMPANY**

Hasbro is committed to strong corporate governance, ethical conduct, sustainability and the accountability of our Board and our senior management team to the Company's shareholders. We review our corporate governance principles and practices on a regular basis. Set forth below is a summary of our key governance principles and practices.

#### **Code of Conduct**

Hasbro has a Code of Conduct which is applicable to all of the Company's officers, other employees and directors, including the Company's Chief Executive Officer, Chief Financial Officer and Controller. The Code of Conduct addresses such issues as conflicts of interest, protection of confidential Company information, financial integrity, compliance with laws, rules and regulations, insider trading and proper public disclosure. Compliance with the Code of Conduct is mandatory for all Company officers, other employees and directors. Any violation of the Code of Conduct can subject the person at issue to a range of sanctions, including dismissal.

The Code of Conduct is available on Hasbro's website at [www.hasbro.com](http://www.hasbro.com), under Investors Corporate Governance Overview. Although the Company generally does not intend to provide waivers of, or amendments to, the Code of Conduct for its Chief Executive Officer, Chief Financial Officer, Controller, or any other officers, directors or employees, information concerning any waiver of, or amendment to, the Code of Conduct for the Chief Executive Officer, Chief Financial Officer, Controller, or any other executive officer or director of the Company, will be promptly disclosed on the Company's website in the location where the Code of Conduct is posted.

#### **Corporate Governance Principles**

Hasbro has adopted a set of Corporate Governance Principles which address qualifications for members of the Board of Directors, director responsibilities, director access to management and independent advisors, director compensation and many other matters related to the governance of the Company. The Corporate Governance Principles are available on Hasbro's website at [www.hasbro.com](http://www.hasbro.com), under Investors Corporate Governance Overview.

#### **Director Independence**

Hasbro's Board has adopted Standards for Director Independence (the Independence Standards) in accordance with The NASDAQ Stock Market's (Nasdaq) corporate governance listing standards. The Independence Standards specify criteria used by the Board in making determinations with respect to the independence of its members and include strict guidelines for directors and their immediate family members with respect to past employment or affiliation with the Company or its independent auditor. The Independence Standards are available on Hasbro's website at [www.hasbro.com](http://www.hasbro.com), under Investors Corporate Governance Overview. A copy of the Independence Standards is also attached as Appendix A to this Proxy Statement.

The Independence Standards restrict commercial relationships between directors and the Company and include the consideration of other relationships with the Company, including charitable relationships, in making independence

determinations. The Board has determined in accordance with our Independence Standards, that each of the following directors are independent and have no relationships which impact an independence determination under the Company's Independence Standards: Kenneth A. Bronfin, Michael R. Burns, Hope F. Cochran, Sir Crispin H. Davis, Lisa Gersh, Alan G. Hassenfeld, Tracy A. Leinbach, Edward M. Philip, Richard S. Stoddart, Mary Beth West and Linda K. Zecher.

Alan G. Hassenfeld was formerly an employee and Chief Executive Officer of the Company. However, Mr. Hassenfeld's officer and employee relationship with the Company ended in December 2005. Although Mr. Hassenfeld has a greater than 5% shareholding in the Company, which is detailed in the stock ownership tables in this Proxy Statement, that interest is only a minority interest in the total share ownership of the Company. The Board does not believe that the former employment relationship or equity interest impact Mr. Hassenfeld's independence.

The only members of the Company's Board who were determined not to be independent were Brian D. Goldner, the Company's current Chairman and Chief Executive Officer, and John A. Frascotti, the Company's President and Chief Operating Officer.

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**Lead Independent Director**

At the Company's 2015 Annual Meeting, the role of Presiding Non-Management Director was replaced with an expanded role of Lead Independent Director. This reflected Hasbro's continued commitment to good governance and to providing a strong voice for its independent directors. Edward M. Philip serves in the role of Lead Independent Director.

The Lead Independent Director's primary responsibilities include:

reviewing and approving all information and materials to be sent to the Board;

reviewing and approving agendas and meeting schedules for all Board and Committee meetings, including to assure that there is sufficient time for discussion of all agenda items;

developing the agendas for, and moderating, executive sessions of the Board's non-management and independent directors;

advising management on the quality, quantity and timeliness of information provided to the Board;

presiding at all meetings of the Board at which the Chairman and Chief Executive Officer is not present, including all executive sessions of the non-management and independent directors;

providing feedback to the Chairman and Chief Executive Officer regarding the matters discussed at such meetings and sessions, as appropriate;

having the authority to call meetings of the non-management and independent directors whenever the Lead Independent Director deems it appropriate or necessary;

serving as the principal liaison between the non-management and independent directors and the Chairman and Chief Executive Officer and management;

serving as the liaison between the non-management and independent directors and other constituents of the Company, such as shareholders, and meeting and consulting with major shareholders as part of the Company's shareholder outreach programs and when otherwise requested by such shareholders;

serving as a conduit for third parties to contact the non-management and independent Directors as a group;

regularly consulting with the Chairman and Chief Executive Officer and other members of the Board on matters related to corporate governance and Board performance;

facilitating the retention of outside advisors for the independent directors and the Board as needed; and

performing such other duties as the Board may from time to time delegate or request.

### **Board Leadership Structure**

The Chairman of the Company's Board is elected by the Board on an annual basis. Currently, Mr. Goldner serves as Chairman of the Board, as well as Chief Executive Officer. Mr. Goldner's appointment as Chairman in May 2015 reflected the integral role he has played and continues to play in the transformation of Hasbro's business globally and in successfully formulating, reshaping and executing the Company's strategy, including its expansion into new geographies and new categories, both before and following his appointment as Chief Executive Officer in 2008. The Board believes that combining these roles at this time is best for the Company and its shareholders as it will facilitate the functioning of the Board with senior management in strategic planning for the Company, in determining the Company's key business opportunities and objectives as well as setting plans for achieving those objectives. Hasbro believes the combination of these roles with a proven leader positions the Company well for future success.

The Chairman of the Board provides leadership to the Board by, among other things, working with the Lead Independent Director and the Chief Legal Officer and Corporate Secretary to set Board calendars, determine agendas for Board meetings, ensure proper flow of information to Board members, facilitate effective operation of the Board and its Committees, help promote Board succession planning and the recruitment and orientation of new directors, oversee director performance, assist in consideration and Board adoption of the Company's strategic plan and annual operating plans, and help promote senior management succession planning.

The Lead Independent Director, whose responsibilities are described in detail above, works with the Chairman to ensure the proper operation of the Board, and serves as the principal liaison between the non-management, independent directors and the Chairman and other constituents of the Company, such as shareholders.



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### **Majority Vote Standard**

The Company has a majority vote standard for the election of directors in uncontested director elections (with a plurality vote standard applying to contested director elections), coupled with a director resignation policy for those directors who do not receive a majority vote.

In an election of directors which is not a contested election (as defined below), when a quorum is present, each nominee to be elected by shareholders shall be elected if the votes cast for such nominee exceed the votes cast against such nominee. In cases where as of the tenth (10th) day preceding the date on which the Company first mails its notice of meeting, for the meeting at which directors are being elected, the number of nominees for director exceeds the number of directors to be elected (referred to as a contested election), when a quorum is present, each nominee to be elected by shareholders shall be elected by a plurality of the votes cast.

In order for an incumbent director to become a nominee for re-election to the Board, such person must submit an irrevocable resignation, contingent on both that person not receiving a for vote that exceeds the against vote cast in an election that is not a contested election and acceptance of that resignation by the Board in accordance with the policies and procedures of the Board adopted for such purpose. In the event an incumbent director fails to receive a for vote that exceeds the against vote in an election that is not a contested election, the Company's Nominating, Governance and Social Responsibility Committee shall make a recommendation to the Board as to whether to accept or reject the resignation of such incumbent director.

The Board shall act on the resignation, taking into account the recommendation of the Nominating, Governance and Social Responsibility Committee, and publicly disclose (by filing an appropriate disclosure with the Securities and Exchange Commission) its decision regarding the resignation and, if such resignation is rejected, the rationale for that decision, within sixty (60) days following the final certification of the vote at which the election was held. The Nominating, Governance and Social Responsibility Committee in making its recommendation, and the Board in making its decision, may each consider all factors and information that they consider relevant and appropriate. Both the Nominating, Governance and Social Responsibility Committee, in making their recommendation, and the Board in making its decision, with respect to any given nominee who has not received the requisite vote in an election that is not a contested election, will act without the participation of the nominee in question.

### **Overboarding Policy**

The Company has a policy providing that our board members may not serve on the boards of directors of more than a total of four public companies (including the Company's Board) and/or registered investment fund families. If the director is also a sitting Chief Executive Officer of a public company, the director may not serve on more than one other public company board or registered investment fund family board, in addition to the Company's board. In connection with Mr. Goldner's appointment to the board of CBS Corporation, he was provided a transitional period to cease service on the board of The Gap, Inc.

The Board does not have a policy setting rigid limits on the number of audit committees on which a member of the Company's Audit Committee can serve. Instead, in cases where an Audit Committee member serves on more than three public company audit committees, the Board evaluates whether such simultaneous service would impair the service of such member on the Company's Audit Committee.

## **Director Orientation and Continuing Education**

New directors receive an orientation to assist them in their roles as Board and committee members. Orientation includes subjects such as board governance and operation, Company history, strategic plans, business operations, financial position and legal and regulatory environment. Management also provides information on an ongoing basis to assure that Board members are aware of the business, legal and other developments necessary to fulfill their role. We also make available outside educational opportunities as the Board deems relevant and appropriate.

## **Annual Self-Evaluation for the Board and Board Committees**

Every year the entire Board, as well as each of the committees of the Board, conduct a self-evaluation process. This process includes each director and each committee member submitting confidential feedback on the performance of the Board, as well as the performance of each committee on which they serve. The feedback is then collected and reviewed and discussed by the applicable committees, as well as the entire Board of Directors. This feedback informs changes the Board and the committees consider making to their processes and areas of review for the next year.

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### **Board Tenure**

Although the Company does not have a formal policy with respect to Board tenure, the Board does seek to keep a balance of tenures to provide continuity of understanding of the business, long-term succession planning, and meaningful onboarding of new directors, including educating new directors with respect to the Company's business, while also providing for new perspectives brought to bear by new Board members. The Board is targeting a mix of tenures in which roughly one-third of the Board members have been on the Board for five years or less, one-third of the members have been on the Board for six to ten years, and one-third of the members have served on the Board for longer than ten years. Although that is a general target, the composition of Board tenures may vary over time for many factors, including the availability of appropriate director candidates.

### **Proxy Access**

In response to the affirmative vote of a majority of our shareholders on a proxy access shareholder proposal at our 2015 Annual Meeting, and other feedback received from our shareholders, including as part of our ongoing shareholder outreach, in October 2015 the Board amended the Company's Amended and Restated By-Laws to implement a proxy access procedure. The By-Law amendment allows a shareholder or a group of up to 20 shareholders, who has maintained continuous ownership of at least 3% of the voting power of the Company's outstanding voting stock for at least 3 years, to include nominees for election to the Board of Directors in the Company's proxy statement. Subject to compliance with the requirements of the proxy access By-Law provisions, the shareholder or group of shareholders may include director nominees for up to the greater of (i) 20% of the Board, rounded down to the nearest whole number, or (ii) 2 nominees.

### **Share Retention Requirements**

The Company has historically had share ownership guidelines which apply to all officers and employees at or above the Senior Vice President level and establish target share ownership levels which executives are expected to achieve over a five-year period and then maintain, absent extenuating circumstances. To further align executives' interests with the long-term interests of shareholders, effective March 1, 2014, the Company adopted amendments to the share ownership policy, which include a requirement to retain a portion of any net shares realized from stock vesting or option exercises during the five-year period an executive has to achieve their stock ownership requirement until the executive's ownership requirement level is satisfied. Until the applicable ownership level is achieved, the executive is required to retain an amount equal to at least 50% of the net shares received as a result of the exercise, vesting or payment of any equity awards granted to the executive following such executive becoming subject to the policy. Once the required stock ownership level is achieved, the executive is required to maintain the stock ownership level for as long as the executive is employed by the Company and is subject to the policy.

### **Equity Awards Granted in 2013 and Beyond Subject to Double Trigger Following a Change in Control**

At the Company's 2013 Annual Shareholder Meeting, shareholders approved amendments to the Company's Restated 2003 Stock Incentive Performance Plan, as amended. This approval by our shareholders provided that all awards granted in 2013 and thereafter will be subject to a double trigger change in control provision. This means that rather than vesting automatically upon a change in control of the Company, such awards will only vest following a change in control if the award recipient's employment with the Company is terminated under specified circumstances.

### **Clawback Policy**

Under our Board approved Clawback Policy, all equity and non-equity incentive plan compensation granted by the Company in 2013 and thereafter is subject to this Clawback Policy. The policy provides that if an accounting restatement is required due to the Company's material non-compliance with any accounting requirements, then all of the Company's executive officers, regardless of whether they were at fault or not in the circumstances leading to the restatement, will be subject to forfeiting any excess in the incentive compensation they earned over the prior three years over what they would have earned if there had not been a material non-compliance in the financial statements.

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### **Policy Prohibiting the Pledging or Hedging of Company Stock**

Under the Company's Board approved insider trading policy, we prohibit any pledges or hedges of Company stock by directors, officers or other employees on a prospective basis. The Board believes this policy furthers the interest of shareholders by ensuring that directors, officers and employees have the same economic incentives as shareholders and that equity held by directors, officers and employees will not be sold in situations beyond the control of the director, officer or employee.

### **No Tax Gross-Ups**

We do not have any existing tax gross-up arrangements with any of our directors, officers or other employees and we have made a commitment to not enter into such arrangements in the future.

### **Corporate Social Responsibility**

At Hasbro, we believe that every day is a chance to do better. We strive to always act responsibly, and in doing so we find smarter ways of doing business. Our deep commitment to corporate social responsibility (CSR) reflects our desire to help build a safer, more sustainable world for future generations. It inspires and guides us to play with purpose: To take what we love most about play and entertainment—creativity, innovation, imagination—and make a difference where it matters most. And it makes every part of Hasbro's business stronger.

While our CSR commitments address many areas, we focus on four key priorities: product safety, human rights and ethical sourcing, environmental sustainability, and diversity and inclusion.

**Product Safety** At Hasbro, product safety is essential to upholding our consumers' trust and expectations, and we embed quality and safety into every Hasbro product and play experience.

**Human Rights and Ethical Sourcing** Treating people with fairness, dignity and respect and operating ethically in our supply chain are core values at Hasbro. We demonstrate these deep beliefs in the way we treat our employees and in the expectations and requirements we have of those with whom we do business. We work closely with our third-party factories and licensees to ensure all products are manufactured in safe and healthy environments and the human rights of workers in our supply chain are being upheld.

**Environmental Sustainability** We are passionate about protecting our planet and conserving natural resources for future generations, including pursuing innovative ways to reduce our environmental impacts across business. Through Hasbro's Sustainability Center of Excellence, we drive our strategic environmental blueprint across our global organization with a focus on reducing the environmental impacts of our products and packaging, minimizing the environmental footprint of our operations and supply chain, and encouraging our employees to embrace and

promote environmental responsibility.

**Diversity and Inclusion** At Hasbro, we believe that supporting gender equality and promoting inclusion across our business and society makes the world a better place for all. We know that the more inclusive we are as a company, the stronger our business will be. Our commitment also extends to our supply chain where we strive to support the personal and professional growth of female factory workers who make up the majority of the worker base, with a goal of positively impacting their lives and well-being.

Another important element of the Company's CSR efforts is our tradition of supporting children worldwide through a variety of philanthropic programs. In 2018, our support exceeded \$20 million, including both financial contributions and donations of more than 1.4 million toys and games.

Hasbro received several prestigious recognitions for our CSR efforts, including being named one of the 2019 World's Most Ethical Companies® by the *Ethisphere Institute*, marking our eighth consecutive year to receive this distinction. Additionally, in 2018, we ranked #5 on the 100 Best Corporate Citizens list by *Corporate Responsibility Magazine*, marking the seventh consecutive year Hasbro has been ranked at the top of the list. We were also named one of America's Most Reputable Companies by the Reputation Institute and named one of America's Most Community Minded Companies by the Civic 50.

### **Board Meetings and Director Attendance at the Annual Meeting**

During 2018, the Board held ten meetings. All directors attended at least 75% of the aggregate of (i) the Board meetings held during their tenure as directors during 2018 and (ii) the meetings of any committees held during their tenure as members of such committees during 2018. Although the Company does not have a formal policy requiring attendance of directors at the annual meeting of shareholders, the expectation of the Company and the Board is that all directors will attend the annual meeting of shareholders unless conflicts prevent them from attending. All members of the Board attended the 2018 Annual Meeting of Shareholders.

**Table of Contents****Board Committees**

Our Board of Directors has six standing committees: Audit, Compensation, Cybersecurity and Data Privacy, Executive, Finance, and Nominating, Governance and Social Responsibility.

The members of each of our required committees, namely Audit, Compensation and Nominating, Governance and Social Responsibility, are all independent directors, as defined by Nasdaq rules and our Independence Standards. Additionally, all members of our Audit Committee meet the additional SEC and Nasdaq independence and experience requirements applicable specifically to audit committee members, and all members of our Compensation Committee satisfy the additional independence requirements specifically applicable to compensation committee members. The Chair of each committee regularly reports to our Board of Directors on committee deliberations and decisions. Each committee's charter is posted on our website, [www.hasbro.com](http://www.hasbro.com), under the Investors Corporate Governance Overview subsection of the website.

The principal functions of each committee, together with the committee composition and number of meetings held in 2018 are set forth in the table below.

Committee	Principal Function	Number of Meetings in 2018	2018 Committee Members
Audit	Directly responsible for the appointment, compensation, retention and oversight of the Company's independent auditor	13	Hope F. Cochran (Chair)
	Assists the Board in its oversight of:		Lisa Gersh
	the integrity of the Company's financial statements, including management's conduct of the Company's financial reporting process, the financial reports provided by the Company, the Company's systems of internal accounting and financial controls, and the quarterly review and annual independent audit of the Company's financial statements		Tracy A. Leinbach
			Richard S. Stoddart
	the Company's compliance with legal and regulatory requirements		Linda K. Zecher

the independent auditor’s qualifications and independence

performance of the Company’s internal audit function and internal auditor

Compensation	Responsible for establishing and overseeing the compensation policies, arrangements and plans of the Company with respect to senior management, including all executive officers	6	Edward M. Philip (Chair)
			Kenneth A. Bronfin
	Oversight of the Company’s incentive compensation and equity-based plans, including authorization to make grants and awards under the Company’s employee stock equity plan		Crispin H. Davis
			Lisa Gersh
	Shares responsibility for evaluation of the Company’s Chief Executive Officer with the Nominating, Governance and Social Responsibility Committee		Linda K. Zecher

Cybersecurity and Data Privacy	Assists the Board in its oversight of the protection of information and assets collected, created, used, processed and/or maintained by or on behalf of the Company, including intellectual property, whether belonging to the Company or the Company’s customers, consumers, employees or business partners, globally	4	Richard S. Stoddart (Chair)
			Kenneth A. Bronfin
			Alan G. Hassenfeld
			Linda K. Zecher



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Committee	Principal Function	Number of Meetings in 2018	2018 Committee Members
	Assists the Board in its oversight of the protection of the Company's customers, consumers, and employees' privacy and personal information		
	Assists the Board in its oversight of the Company's compliance with applicable global data privacy and security regulations and requirements, and the Company's other cyber risk management activities, including measures to maintain the availability, integrity and functionality of the Company's information technology systems, networks, and assets		
Executive	Acts on such matters as are specifically assigned to it from time to time by the Board and is vested with all of the powers that are held by the Board to the extent permitted by law		<p>Alan G. Hassenfeld (Chair)</p> <p>Hope F. Cochran</p> <p>Brian G. Goldner</p> <p>Tracy A. Leinbach</p> <p>Edward M. Philip</p> <p>Richard S. Stoddart</p> <p>Mary Beth West</p>

Finance	Assists the Board in overseeing the Company's annual and long-term financial plans, capital structure, use of funds, investments, financial and risk management and proposed significant transactions	4	Mary Beth West (Chair)
			Kenneth A. Bronfin
			Michael R. Burns
			Hope F. Cochran
			Alan G. Hassenfeld
Nominating, Governance and Social Responsibility	Identifies and evaluates individuals qualified to become Board members and makes recommendations to the full Board for possible additions to the Board and on the director nominees for election at the Company's annual meeting	5	Tracy A. Leinbach (Chair)
			Michael R. Burns
	Oversees and makes recommendations regarding the governance of the Board and its committees, including the Company's governance principles, Board and Board committee evaluations		Crispin H. Davis
			Edward M. Philip
	Shares with the Compensation Committee responsibility for evaluation of the Chief Executive Officer		Richard S. Stoddart
			Mary Beth West
	Periodically reviews and makes recommendations to the full Board with respect to, the compensation paid to non-employee directors for their service on the Company's Board, including the structure and elements of non-employee director compensation		

Oversees the Company's codes of business conduct and ethics

Analyzes significant issues of corporate social responsibility and related corporate conduct, including product safety, environmental sustainability and climate change, human rights and ethical sourcing, responsible marketing, transparency, public policy matters, community relations and charitable contributions

The Board has determined that this person qualifies as an Audit Committee Financial Expert under applicable SEC rules.

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### **Role of the Board in Risk Oversight**

The Board of Directors is actively involved in risk oversight for the Company. Although the Board as a whole has retained oversight over the Company's risk assessment and risk management efforts, the efforts of the various committees of the Board are instrumental in this process. Each committee, generally through its Chair, then regularly reports back to the full Board on the conduct of the committee's functions. The Board, as well as the individual Board committees, also regularly speaks directly with key officers and employees of the Company involved in risk assessment and risk management. Set forth below is a description of the role of the various Board committees, and the full Board, in risk oversight for the Company.

The Audit Committee assists the Board in risk oversight for the Company by reviewing and discussing with management, internal auditors and the independent auditors the Company's significant financial and other exposures, and guidelines and policies relating to enterprise risk assessment and risk management, including the Company's procedures for monitoring and controlling such risks. In addition to exercising oversight over key financial and business risks, the Audit Committee oversees, on behalf of the Board, financial reporting, tax, and accounting matters, as well as the Company's internal controls over financial reporting. The Audit Committee also plays a key role in oversight of the Company's compliance with legal and regulatory requirements.

The Cybersecurity and Data Privacy Committee assists the Board in its oversight of the protection of information and assets collected, created, used, processed and/or maintained by or on behalf of the Company, including intellectual property, whether belonging to the Company or the Company's customers, consumers, employees or business partners, globally, the Company's compliance with all applicable global data privacy and security regulations and requirements, and the Company's other cyber risk management activities.

The Finance Committee of the Board reviews and discusses with management the Company's financial risk management activities and strategies, including with respect to foreign currency, credit risk, interest rate exposure, and the use of hedging and other techniques to manage these risks. As part of its review of the operating budget and strategic plan the Finance Committee also reviews major business risks to the Company and the Company's efforts to manage those risks.

The Compensation Committee oversees the compensation programs for the Company's executive officers. As part of that process the Compensation Committee ensures that the performance goals and metrics being used in the Company's compensation plans and arrangements align the interests of executives with those of the Company and its shareholders and maximize executive and Company performance, while not creating incentives on the part of executives to take excessive or inappropriate risks.

The Nominating, Governance and Social Responsibility Committee has oversight over the Company's governance policies and structures, management and director succession planning, corporate social responsibility, and issues related to health, safety and the environment, as well as risks and efforts to manage risks to the Company in those areas.

The full Board then regularly reviews the efforts of each of its committees and discusses, at the level of the full Board, the key strategic, financial, business, legal and other risks facing the Company, as well as the Company's efforts to manage those risks.

### **Director Retirement Age**

The Board has established a target retirement age of 72. Normally, a Director who has reached this age will serve out his or her current term and not stand for re-election at the end of that term. However, the Board recognizes that from time to time there may be unusual circumstances where exceptions need to be made to this general rule to retain needed continuity and expertise, or for other business reasons.

#### **Additional Availability of Corporate Governance Materials**

In addition to being accessible on the Company's website, copies of the Company's Code of Conduct, Corporate Governance Principles and the charters of the six committees of the Board of Directors are all available free of charge to any shareholder upon request to the Company's Chief Legal Officer and Corporate Secretary, c/o Hasbro, Inc., 1011 Newport Avenue, P.O. Box 1059, Pawtucket, Rhode Island 02861.

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### **Shareholder Proposals**

#### *General Shareholder Proposals*

***To Be Considered at the Annual Meeting and Considered for Inclusion in the Proxy Materials.*** Any proposal which a shareholder of the Company wishes to have considered for inclusion in the proxy statement and proxy relating to the Company's 2020 Annual Meeting of Shareholders must be received by the Secretary of the Company at the Company's executive offices no later than December 4, 2019 (the date that is 120 calendar days before the anniversary of the release date of the proxy statement relating to the 2019 Annual Meeting of Shareholders). The address of the Company's executive offices is 1011 Newport Avenue, Pawtucket, Rhode Island 02861. Such proposals should be sent to the attention of the Chief Legal Officer and Corporate Secretary and must also comply with the other requirements of the rules of the United States Securities and Exchange Commission relating to shareholder proposals.

***To Be Considered at the Annual Meeting But Not Included in the Proxy Materials.*** With the exception of the submission of director nominations for consideration by the Nominating, Governance and Social Responsibility Committee, which must be submitted to the Company in the manner described below, any new business proposed by any shareholder to be taken up at the 2020 Annual Meeting, but not included in the proxy statement or proxy relating to that meeting, must be stated in writing and filed with the Secretary of the Company no later than 150 days prior to the date of the 2020 Annual Meeting. Except for shareholder proposals made pursuant to the preceding paragraph, the Company will retain discretion to vote proxies at the 2020 Annual Meeting with respect to proposals received prior to the date that is 150 days before the date of such meeting, provided (i) the Company includes in its 2020 Annual Meeting proxy statement advice on the nature of the proposal and how it intends to exercise its voting discretion and (ii) the proponent does not issue a proxy statement.

### **Director Nominations**

Our Nominating, Governance and Social Responsibility Committee is responsible for identifying individuals qualified to be members of our Board of Directors and reviewing candidates recommended by our shareholders. In making its nominations for election to the Board the Nominating, Governance and Social Responsibility Committee seeks candidates who meet the current challenges and needs of the Board. As part of this process the Committee considers a number of factors, including, among others, a candidate's employment and other professional experience, past expertise and involvement in areas which are relevant to the Company's business, business ethics and professional reputation, independence, other board experience, and the Company's desire to have a Board that represents a diverse mix of backgrounds, perspectives and expertise. The Company does not have a formal policy for considering diversity in identifying and recommending nominees for election to the Board, but the Nominating, Governance and Social Responsibility Committee considers diversity of viewpoint, experience, education, skill, background and other qualities in its overall consideration of nominees qualified for election to the Board. The Nominating, Governance and Social Responsibility Committee will consider and evaluate nominees recommended by shareholders for election to the Board on the same basis as candidates from other sources if such nominations are made in accordance with the processes set forth below. The Nominating, Governance and Social Responsibility Committee uses multiple sources for identifying and evaluating nominees for director, including referrals from current directors, recommendations by shareholders and input from third-party executive search firms. The Company is proud that of the thirteen director nominees standing for election to the Board at the 2019 Annual Meeting of Shareholders, five of those candidates are female.

***Director Nominations to be made at the Annual Meeting But Not Included in the Proxy Materials.*** The Company's By-laws provide that shareholders may themselves nominate directors for consideration at an annual meeting provided they give timely written notice to the Secretary of the Company. Such notice must be received at the principal executive office of the Company not less than 90 days nor more than 120 days prior to the one-year anniversary date of the immediately preceding annual meeting of shareholders (provided that if the date of the annual meeting is advanced by more than thirty (30) days prior to or delayed by more than thirty (30) days before or after such anniversary date, notice by the shareholder must be delivered not earlier than one hundred twenty (120) days prior to the annual meeting and not later than (i) the ninetieth (90<sup>th</sup>) day prior to the date of such annual meeting or (ii) the tenth (10<sup>th</sup>) day following the day on which the notice of the date of the annual meeting was mailed or public disclosure of the date of the annual meeting was made, whichever first occurs). To be in proper form the notice must provide specified information regarding the proposed nominee and each shareholder proposing such nomination, as set forth in the Company's By-Laws. As such, director nominations to be considered for the Company's 2020 Annual Meeting of Shareholders must be submitted no earlier than January 17, 2020, and no later than February 16, 2020. Nominations made by

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shareholders in this manner are eligible to be presented by the shareholder to the meeting, but such nominees will not have been considered by the Nominating, Governance and Social Responsibility Committee as a nominee to be potentially supported by the Company and will not have been included in the Company's proxy materials.

***Director Nominations to be Considered by the Company's Nominating, Governance and Social Responsibility Committee.*** To be considered by the Nominating, Governance and Social Responsibility Committee, director nominations must be submitted to the Chief Legal Officer and Corporate Secretary of the Company at the Company's executive offices, 1011 Newport Avenue, Pawtucket, Rhode Island 02861 not less than ninety (90) nor more than one hundred twenty (120) days prior to the one-year anniversary of the preceding year's annual meeting. As such, director nominations to be considered for the Company's 2020 Annual Meeting of Shareholders must be submitted no earlier than January 17, 2020, and no later than February 16, 2020. The Nominating, Governance and Social Responsibility Committee is only required to consider recommendations made by shareholders, or groups of shareholders, that have beneficially owned at least 1% of the Company's Common Stock for at least one year prior to the date the shareholder(s) submit such candidate to the Nominating, Governance and Social Responsibility Committee and who undertake to continue to hold at least 1% of the Company's Common Stock through the date of the next annual meeting. In addition, a nominating shareholder(s) may only submit one candidate to the Nominating, Governance and Social Responsibility Committee for consideration.

Submissions to the Nominating, Governance and Social Responsibility Committee should include (a) as to each person whom the shareholder proposes to nominate for election or re-election as a director (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the class or series and number of shares of capital stock of the Company that are owned beneficially or of record by the person, (iv) any other information relating to the person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the rules and regulations promulgated thereunder, and (v) confirmation that the candidate is independent under the Company's Independence Standards and Nasdaq rules, or if the candidate is not independent under all such criteria, a description of the reasons why the candidate is not independent; and (b) as to the shareholder(s) giving the notice (i) the name and record address of such shareholder(s) and each participant in any group of which such shareholder is a member, (ii) the class or series and number of shares of capital stock of the Company that are owned beneficially or of record by such shareholder(s) and each participant in any group of which such shareholder is a member, (iii) if the nominating shareholder is not a record holder of the shares of capital stock of the Company, evidence of ownership as provided in Rule 14a-8(b)(2) under the Exchange Act, (iv) a description of all arrangements or understandings between such shareholder(s) and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such shareholder(s), and (v) any other information relating to such shareholder(s) that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder.

The Nominating, Governance and Social Responsibility Committee may require that any proposed nominee for election to the Board furnish such other information as may reasonably be required by the Nominating, Governance and Social Responsibility Committee to determine the eligibility of such proposed nominee to serve as director of the Company. The written notice from the nominating shareholder specifying a candidate to be considered as a nominee for election as a director must be accompanied by a written consent of each proposed nominee for director. In this written consent the nominee must consent to (i) being named as a nominee for director, (ii) serve as a director and represent all shareholders of the Company in accordance with applicable laws and the Company's Articles of Incorporation, By-laws and other policies if such nominee is elected, (iii) comply with all rules, policies or requirements generally applicable to non-employee directors of the Company, and (iv) complete and sign customary



information requests upon the request of the Company.

***Director Nominations Under Proxy Access Bylaw.*** In 2015, we adopted an amendment to the Company's Amended and Restated By-Laws to include a proxy access procedure that permits, under certain circumstances, a stockholder or group of stockholders to include director candidates that they have nominated in the Company's proxy statement. Shareholders are referred to the By-laws for the full details related to this procedure.

The By-Law amendment allows a shareholder or a group of up to twenty (20) shareholders, who has maintained continuous ownership of at least 3% of the voting power of the Company's outstanding voting stock for at least 3 years, to include nominees for election to the Board of Directors in the Company's proxy statement. Subject to

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compliance with the requirements of the proxy access By-Law provisions, the shareholder or group of shareholders may include director nominees for up to the greater of (i) 20% of the Board, rounded down to the nearest whole number, or (ii) 2 nominees. The nominating shareholder or group of shareholders must timely deliver notice to the Secretary of the shareholder nominee together with the other information required by our By-Laws, and each nominee must meet the qualifications required by our By-Laws.

To be timely, the notice to include shareholder-nominated candidates in the Company's proxy materials to the Secretary must be delivered to or mailed and received at the principal executive offices of the Company not less than ninety (90) days nor more than one hundred and twenty (120) days prior to the one-year anniversary date of the immediately preceding annual meeting of shareholders (provided that if the date of the annual meeting is advanced more than thirty (30) days prior to or delayed by more than thirty (30) days after such anniversary date, notice by the shareholder to be timely must be so delivered not earlier than the one hundred twentieth (120th) day prior to such annual meeting and not later than the later of (x) the ninetieth (90th) day prior to the date of such annual meeting or (y) the tenth (10th) day following the day on which notice of the date of the annual meeting was mailed or public disclosure of the date of the annual meeting was made, whichever first occurs). As such, requests to include shareholder-nominated candidates in our proxy materials for the 2020 annual meeting must be received by our Secretary no earlier than January 17, 2020, and no later than February 16, 2020.

**Table of Contents****CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS**

The Company has a policy that any transaction which would require disclosure under Item 404(a) of Regulation S-K of the rules and regulations of the United States Securities and Exchange Commission, with respect to a director or nominee for election as a director, must be reviewed and approved or ratified by the Company's full Board, excluding any director interested in such transaction. All other related person transactions which would require disclosure under Item 404(a), including, without limitation, those involving executive officers of the Company, must be reviewed and approved or ratified by either the Company's full Board or a committee of the Board which has been delegated with such duty. Any such related person transactions will only be approved or ratified if the Board, or the applicable committee of the Board, determines that such transaction will not impair the involved person's service to, and exercise of judgment on behalf of, the Company, or otherwise create a conflict of interest which would be detrimental to the Company. This policy is contained in Section 20, entitled "Code of Conduct; Conflicts of Interest" of the Company's Corporate Governance Principles.

In 2015 the Company entered into a Rights Agreement with NGC Films, Inc. ( "NGC" ), an affiliate of Lions Gate Entertainment Corp., pursuant to which NGC Films has the option to acquire rights to produce and release a motion picture based upon the Company's MONOPOLY property. Pursuant to that agreement NGC paid a \$250,000 option fee to the Company in 2015 for an initial two-year option period. NGC has extended the option period for an additional year twice to date (once in 2017 and again in 2018), each time paying the Company an additional \$125,000. If NGC ultimately exercises its option it will pay the Company an agreed upfront rights fee for the motion picture rights and a producer fee, as well as future contingent compensation based upon the receipts from the motion picture. The Company will pay NGC a royalty on sales of picture-based merchandise sold by the Company.

The Company entered an agreement in 2017 with Lions Gate Films Inc. ( "Lions Gate Films" ) pursuant to which Lions Gate Films distributed the Company's MY LITTLE PONY: THE MOVIE motion picture, which was released in October of 2017. Lions Gate Films made commitments with respect to the distribution of the film, including for promotional and advertising spending on the film. Under the Agreement, Lions Gate Films receives a specified distribution fee for distributing the motion picture and remits the gross receipts from distribution of the movie, after deducting the distribution fee and distribution expenses, to the Company. During 2018, Lions Gate Films had been paid approximately \$3.4 million in distribution fees under this Agreement. Since release of the motion picture, Lions Gate Film has been paid an aggregate of \$4.7 million in distribution fees under this Agreement.

Any agreement between the Company and Lions Gate, or any of its affiliates, is reviewed with and approved by the Company's Board of Directors, without the participation of Michael Burns. The Company believes the terms of these agreements are commercially reasonable and appropriate. Mr. Burns, a member of the Company's Board of Directors, is the Vice Chairman of Lions Gate Entertainment Corp.

**Table of Contents****COMPENSATION COMMITTEE REPORT**

The Compensation Committee (the Compensation Committee or the Committee) of the Company's Board of Directors (the Board) establishes and oversees the compensation programs for the Company's executive officers, including all of the Company's Named Executive Officers appearing in the compensation tables following this report, and oversees all equity grants under the Company's shareholder approved Amended and Restated 2003 Stock Incentive Performance Plan. The Company only uses a shareholder approved equity compensation plan. The Committee operates under a written charter, which has been established by the Company's full Board and which is reviewed and evaluated by both the Committee and the Board on an annual basis. The Compensation Committee charter is available on the Company's website at [www.hasbro.com](http://www.hasbro.com), under Investors Corporate Governance Overview.

The Committee is composed solely of persons who are both Non-Employee Directors, as defined in Rule 16b-3 of the rules and regulations of the United States Securities and Exchange Commission, and outside directors, as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code). The Board has determined that each member of the Committee is independent under the Company's Independence Standards and the requirements of The NASDAQ Stock Market's corporate governance listing standards. The exercise of independent judgment in furtherance of the interests of the Company and its shareholders is the guiding principle behind the Committee's actions.

The following section of this Proxy Statement, entitled Compensation Discussion and Analysis, contains a detailed discussion regarding the objectives of the Company's executive compensation programs, how those programs drive Company performance, and a review of the processes and program elements used by the Committee to attract and retain top executive talent, align the interests of the executive team with those of the Company's shareholders, create a powerful linkage between pay and performance and maximize the business results of the Company.

The Committee has reviewed and discussed with management the Compensation Discussion and Analysis that follows this report. Based on its review and discussions with management, the Committee recommended to the Company's full Board, and the full Board has approved, the inclusion of the Compensation Discussion and Analysis in this Proxy Statement for the Meeting and, by incorporation by reference, in the Company's Annual Report on Form 10-K for the year ended December 30, 2018.

Report issued by the members of the Compensation Committee as of the Company's 2018 fiscal year end.

Edward M. Philip (Chair)

Kenneth A. Bronfin

Crispin H. Davis

Lisa Gersh

Linda K. Zecher

**Table of Contents****COMPENSATION DISCUSSION AND ANALYSIS**

In the following Compensation Discussion and Analysis, we describe the compensation programs for our Named Executive Officers (NEOs).

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HASBRO 2019 PROXY STATEMENT

**Table of Contents****Executive Summary****2018 Named Executive Officers**

The Company's Named Executive Officers (NEOs) for 2018 are listed in the following table.

<b>Name</b>	<b>Title</b>
<b>Brian D. Goldner</b>	Chairman and Chief Executive Officer
<b>John A. Frascotti</b>	President and Chief Operating Officer
<b>Deborah M. Thomas</b>	Executive Vice President and Chief Financial Officer
<b>Stephen J. Davis</b>	Executive Vice President and Chief Content Officer
<b>Wiebe Tinga</b>	Executive Vice President and Chief Commercial Officer

**Business and Performance Overview**

We are a global play and entertainment company committed to *Creating the World's Best Play Experiences* and fulfilling the fundamental need for play and connection for children and families around the world. We strive to do this through deep consumer engagement and the application of consumer insights, the use of immersive storytelling to build our brands, world-class product innovation and development of global business reach. We apply these principles to leverage our beloved owned and controlled brands, including our seven Franchise Brands: BABY ALIVE, MAGIC: THE GATHERING, MONOPOLY, MY LITTLE PONY, NERF, PLAY-DOH and TRANSFORMERS, as well as the licensed brands of our strategic partners. Key partner brands in 2018 included BEYBLADE, MARVEL, DISNEY PRINCESS and DISNEY FROZEN, DREAMWORKS TROLLS and STAR WARS. Our wholly-owned Hasbro Studios and its film labels, Allspark Pictures and Allspark Animation, create brand-driven storytelling across mediums, including television, film, digital and more.

These elements are executed globally within the construct of our strategic plan, which we refer to as the brand blueprint. Using this blueprint, we create new brands and re-imagine, re-invent and re-ignite our existing owned and controlled brands through toy and game innovation, immersive content offerings, including television programming, motion pictures and digital content, digital gaming and a broad range of consumer products, ranging from traditional to digital, all informed by storytelling and consumer insights.

In October 2017 we entered into a relationship with Paramount Pictures Corporation (Paramount) to produce and distribute live action and animated films, as well as television programming, based on Hasbro brands over a five-year period. Hasbro's Allspark Pictures and Allspark Animation will play an active role alongside Paramount in content development and production under this arrangement and we will play a more significant role in financing the films as well.





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### **2018 Overview**

2018 was a very disruptive year for our business, driven by the bankruptcy and liquidation of Toys R Us across most of the world, a rapidly shifting consumer and retail landscape, the need to reduce retail inventories in some markets, particularly in Europe, where we worked to address changing consumer shopping behaviors, and challenging economic conditions in key markets, notably the U.K.

Over the period from 2012 through 2017 we delivered on our medium-term objectives. During that six-year period we delivered:

5% compound annual growth rate ( CAGR ) for revenues in developed markets

15% CAGR for revenues in emerging markets

Improved operating profit margins

Average operating cash flow of \$584 million per year

Improved return on invested capital

Following our delivery of record revenues in 2016 and again in 2017, revenues for 2018 declined. Despite the challenging environment, during 2018 we managed through these conditions, diversifying our retailer base, meaningfully reducing retail inventories, delivering innovative new offerings to our global consumers and modernizing our global organization, including streamlining and focusing our teams and cutting costs across our business.

We were not, however, able to recapture as much of the lost Toys R Us business during 2018 as we had anticipated, as the effect of its liquidation of inventory in the market was more impactful than we and industry experts had expected. In 2018 we continued taking the steps to position our business for the future and our focus remains on the long-term profitable growth of our Company and on achieving our strategic objectives and investment priorities.

### **2018 Performance**

In 2018:

We delivered net revenues of \$4.58 billion, a decrease of 12% from 2017, including an unfavorable \$43 million impact of foreign exchange.

Revenues grew in the Entertainment and Licensing segment, but declined in the U.S. and Canada and International segments.

Retailer inventories declined significantly in the U.S. and Europe, reflecting the loss of Toys R Us in addition to our, and our retailers' continued efforts to reduce retail inventory levels.

Franchise brand revenues declined 9%.

Partner brand revenues declined 22%.

Hasbro Gaming revenues declined 12%.

Emerging Brand revenues increased 1%.

We acquired the POWER RANGERS brand from Saban Properties.

Reported net earnings were \$220.4 million, or \$1.74 per diluted share.

Adjusted net earnings were \$488.8 million, or \$3.85 per diluted share, excluding aggregate after tax charges detailed below of \$268.4 million, or \$2.11 per diluted share.

We generated \$646 million in operating cash flow.

We returned \$559.4 million to our shareholders, consisting of \$309.3 million in cash dividends and \$250.1 million in share repurchases.

In February 2019, our Board approved an 8% increase in the quarterly dividend, bringing the quarterly dividend to \$0.68 per common share. This is the highest quarterly dividend rate in our history. We have increased the quarterly dividend in 15 of the prior 16 years.

The after-tax charges excluded from 2018 full-year adjusted net earnings consist of:

\$96.9 million, or \$.76 per diluted share, associated with fourth quarter 2018 non-cash impairment charges related to Backflip Studios goodwill and other intangible assets.

\$77.9 million, or \$.61 per diluted share, of severance costs associated with previously announced organizational actions.

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\$52.8 million, or \$.42 per diluted share, associated with Toys R Us, primarily bad debt expense.

\$40.7 million, or \$.32 per diluted share, impact from U.S. tax reform based on remeasurement of current liabilities and additional regulations issued in 2018.

Providing value and return to our shareholders is our most fundamental corporate objective. The tables below compare the total return on our shares of common stock over the designated periods to the returns for the S&P 500 Index and Russell 1000 Consumer Discretionary Index, and provide the Company's annual dividend rate and the year-over-year increases in dividend rates since 2009.

**Annualized 1-Year, 3-Year, 5-Year and 10-Year Total**

**Shareholder Return Ending 12/30/2018**

**Annualized Dividends 2009-2019**

% reflects increase in quarterly dividend rate

\* 2012 and 2013 annual dividend rates have been adjusted to move accelerated payment paid in 2012 to 2013

\*\* 2019 annual dividend rate is projected

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The following graph charts the Company's net revenues (in millions of dollars) for every fiscal year since 2009.

**Net Revenues**

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The following tables provide: (i) the Company's GAAP diluted earnings per share (and adjusted earnings per share for 2017 excluding the impact of U.S. Tax reform and for 2018 excluding the impact of the adjustments discussed on pages 32-33), (ii) operating cash flow (in millions of dollars), (iii) operating profit margin (which for 2018 excludes the impact of the adjustments discussed on pages 32-33) and (iv) return on invested capital (which for 2017 excludes the impact of U.S. tax reform and for 2018 excludes the impact of the adjustment discussed on pages 32-33) for each of the five most recently completed fiscal years. Return on invested capital (ROIC) is computed as net earnings divided by the sum of long-term debt (less debt issuance costs), short-term borrowings and shareholders' equity. Reported diluted earnings per share were \$3.12 for 2017, and adjusted earnings per share were \$5.46 excluding the \$2.34 impact of U.S. tax reform. Reported diluted earnings per share for 2018 were \$1.74, and adjusted diluted earnings per share were \$3.85, excluding the \$2.11 impact of the adjustments noted above. Inclusive of the impact of U.S. tax reform the 2017 return on invested capital was 10.8% and inclusive of the adjustments excluded above the return on invested capital was 6.4% for 2018. Reported operating profit margin was 7.2% for 2018 and adjusted operating profit margin was 13.1% for 2018. The operating cash flows for 2015 and 2016 in the table below were restated from amounts previously reported to reflect the adoption of ASU 2016-09.

A reconciliation of our GAAP to Non-GAAP financial measures is included in Appendix B to this Proxy Statement.

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The following table provides the amounts we have returned to our shareholders since 2014, in the form of both cash dividends and share repurchases.

## **Shareholder Engagement**

Hasbro has engaged with our major shareholders on governance and compensation matters for many years. We do this as part of our commitment to be responsive to shareholders and to ensure that our actions are informed by the viewpoints of you, our investors.

Our shareholders overwhelmingly supported our Say-on-Pay votes in the last three years, with favorable votes from 97.4%, 98.1% and 96.8% of the shares voted at the 2016, 2017 and 2018 Annual Meetings, respectively.

In 2018 we again spoke with shareholders who expressed an interest in speaking with us. In addition to speaking with any shareholders who reached out to us, we proactively extended an invitation to our top shareholders (who held in aggregate approximately 56% of our outstanding shares) to meet and we had discussions with all of such shareholders who accepted our invitation. Based upon our continuing dialog with shareholders and our 2018 Say-on-Pay vote results, we believe our current compensation program for our executive officers reflects our shareholder's views and strongly drives our pay for performance objectives.

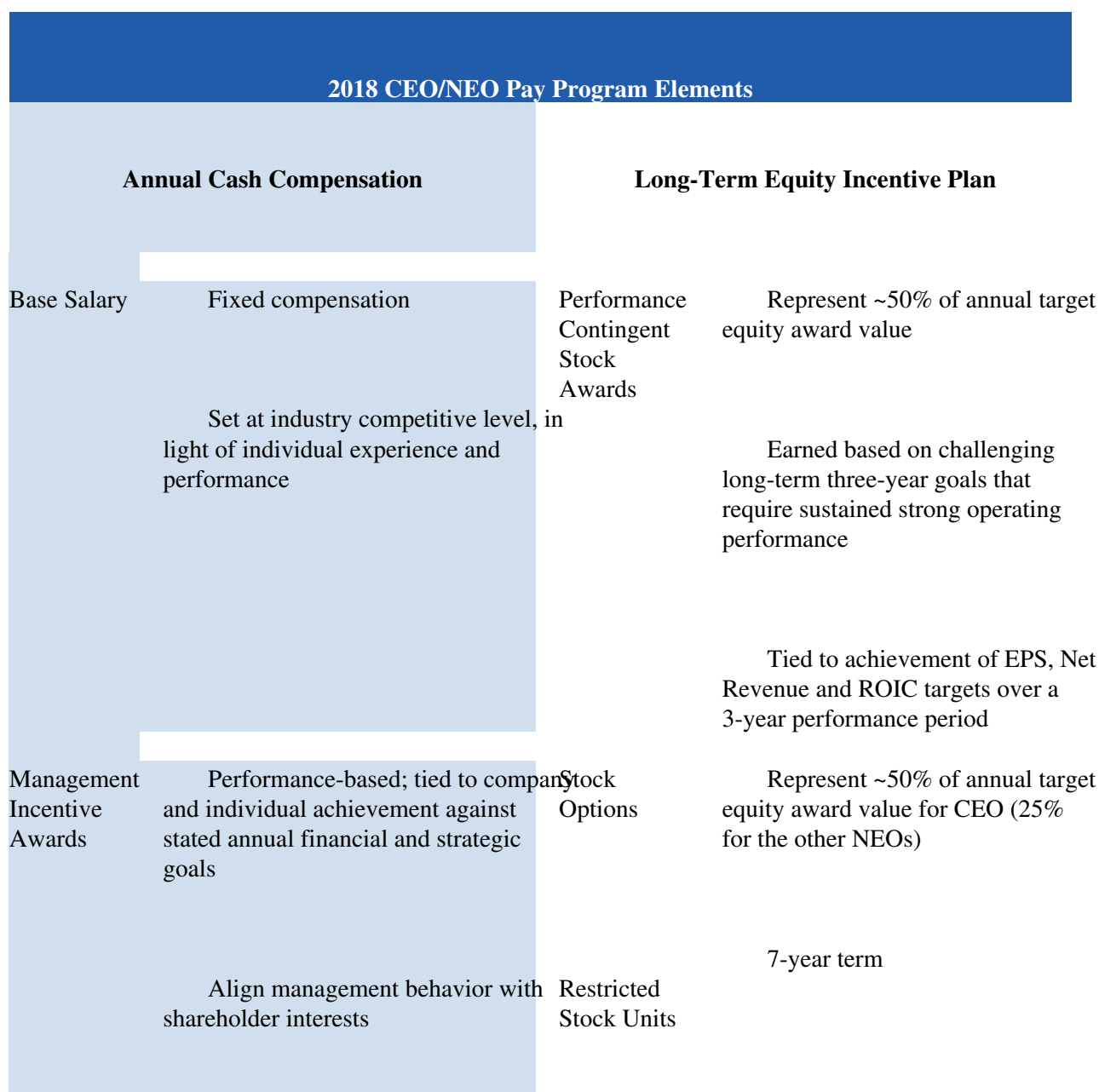
## **Executive Compensation Program Structure and Alignment with Performance**

The Compensation Committee has implemented a carefully-structured executive compensation program that is tightly linked to long-term shareholder value creation. The program incorporates a combination of short-term and long-term forms of compensation that are structured to incentivize company performance and the achievement of corporate objectives the Committee believes are critical to driving sustained long-term shareholder value. At the same time, the program incorporates elements that ensure the Company is able to attract and retain top executive talent with the creativity, innovation, relentless drive and diverse skills in storytelling and entertainment, branded-play, consumer products, media and technology that are critical to the successful execution of our strategy and ongoing business transformation.

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In support of this linkage to long-term shareholder value creation, a significant portion of the total compensation opportunity for our Named Executive Officers is performance-based and at risk. The chart below shows that 81.5% of our CEO's total target compensation for 2018, was performance based and at risk.

The following chart summarizes the components of our 2018 compensation program for our CEO and our other NEOs.



Designed to be flexible to enable us to reward for strategic and operating performance not captured by the financial metrics listed below by allowing the Committee to adjust the payouts down to as little as 0, or up by up to 50% based on individual performance

Vest in three equal annual installments over the first three anniversaries of the grant date

Granted to the NEOs other than the CEO (25% of annual target equity award value for NEOs)

Performance measures evaluated (weighting)

Vest in equal annual installments on the first three anniversaries of the grant date

Total Net Revenues (40%)

Operating Margin (40%)

Free Cash Flow (20%)



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Our CEO's long-term equity compensation is 100% performance-based. While the value of the CEO's annual equity compensation is divided approximately evenly between performance contingent stock awards and stock options, for the other Named Executive Officers they receive approximately 25% of the value of their long-term incentive target award in time-based restricted stock units, approximately 50% in contingent stock performance awards and approximately 25% in stock options. The CEO's compensation does not use time-based restricted stock units to further increase the linkage between earned pay and performance for the CEO.

**Variable Compensation Outcomes**

Annual and long-term incentives are based on clear, measurable and objective performance goals that consider the overall financial performance of the Company and the individual contribution of each NEO to that performance.

Performance goals for the annual management incentive awards and for the performance contingent stock awards were established by the Committee early in fiscal 2018 based on the 2018 operating plan and budget and the 2019 and 2020 strategic plan approved by the Company's Board of Directors. The Committee gives careful consideration to selecting metrics that will be used to drive business performance and setting performance objectives that are both challenging but achievable.

For the annual management incentive awards for 2018, the Committee selected three financial performance metrics to capture the most important aspects of the top and bottom line performance of the Company, in the form of revenues, profitability (operating margin percentage), and cash generation (free cash flow, defined as cash flow from operations minus capital expenditures).

There is no payout for a given metric if the Company achieves less than 80% of the target performance against that metric. The maximum payout for overachievement against a given metric is set at 200% of target, and that maximum is awarded when actual performance reaches 127% of target performance.

In 2018, with the impact to our business from the bankruptcy and liquidation of Toys 'R Us in most of the world, our efforts to reduce retail inventories, and challenging economic conditions in key markets, notably the U.K., we achieved an aggregate weighted performance payout of only 43% of target under the annual management incentive plan. In addition to the corporate financial objectives that are established under the annual performance plan, the CEO, in consultation with the Committee, sets individual objectives for each NEO at the beginning of the year and assesses the performance of the NEOs in achieving these objectives at the end of the year. Performance against these objectives is the key determinant of the individual modifier in the annual incentive. With respect to the CEO's individual objectives, the Board and Compensation Committee, working together, set these objectives in the beginning of the year and the Board evaluates the CEO's performance at the end of the year.

The table below compares our actual 2018 performance against the corporate financial performance targets under the annual management incentive awards. The financial results used to compute the payout under the annual management incentive plan exclude the negative impact of certain items described on page 49, as the Committee specified at the beginning of the performance period that the impact of those items would be excluded.

			2018	2018
		Percentage	Payout	Weighted
Goal	Actual	Achievement	Percentage	Payout

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Revenue	\$5,329,612	\$4,579,646	86%	63%	25%
Operating Margin %	15.9%	10.6%	67%	0%	0%
Free Cash Flow	\$615,737	\$585,419	95%	90%	18%
			<b>Total weighted payout</b>		<b>43%</b>

All numbers are in thousands, except for percentages.

In addition to the annual cash management incentive plan, each year the Committee approves annual long-term incentive awards tied to achievement of specified objectives over a period longer than one year. Target award values are based on a designated percentage of each executive's base salary. For our CEO, these awards are comprised of performance contingent stock awards and stock options (other NEOs also receive time-based restricted stock units). The metrics for the performance contingent stock awards, stated cumulative diluted earnings per share, average return on invested capital and cumulative net revenues over a three-year period, are taken from the Company's long-term strategic plan, budget and operating plan that have been approved by the Company's Board.

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Under the 2018 performance contingent stock award program for named executive officers, cumulative earnings per share is weighted 34%, average return on invested capital is weighted 33% and cumulative revenue is weighted 33%. Each metric is measured independently and must achieve a minimum of 90% of target over the performance period or no value is earned with respect to that metric. If a metric does not achieve a minimum of 90% of target over the performance period, but one or more of the other metrics achieve this threshold performance, an award is payable based on the achievement of those metrics that do achieve at least threshold performance.

The three-metric performance contingent stock awards granted to executive officers with a trailing three-year performance period ending at the end of fiscal 2018 achieved 109% of the target performance. Consistent with the intention of the exclusions approved by the Committee during the first 90 days of the performance cycle, the impact of U.S. tax reform and certain accounting changes were excluded from the computation of the achievement of the earnings per share metric.

The 2016-2018 award cycle is the second completed cycle with the addition of average return on invested capital as a third performance metric for executive officers. The prior three performance cycles ending in each of December 2015, 2016 and 2017 achieved performance against target ranging from 127% in 2015 to 193% in 2017. The following table compares the actual results achieved against the targeted goals for each of the three prior three-year performance periods with the performance during the most recently completed contingent stock performance award period.

Performance Period	Revenues*		Percentage Achieved	Cumulative EPS		Percentage Achieved	Average Return on Invested Capital*		Percentage Achieved	Total Payout Percentage on Award
	Target	Results		Target	Results		Target	Results		
2013-2015	\$12,869	\$13,255	103%	\$9.23	\$10.04	109%	n/a	n/a	n/a	127%
2014-2016	\$13,229	\$14,833	112%	\$9.59	\$12.64	132%	n/a	n/a	n/a	192%
2015-2017	\$13,442	\$15,084	112%	\$9.65	\$13.54	140%	11.9%	15.18%	128%	193%
2016-2018	\$14,654	\$14,674	100%	\$11.60	\$11.88	102%	13.2%	13.84%	105%	109%

\*Numbers are in millions. All financial performance for revenues and cumulative EPS is calculated based on exchange rates in effect at the beginning of the relevant three-year performance period. In computing EPS and return on invested capital for 2017, the impact of U.S. tax reform and accounting changes were excluded. In computing EPS and return on invested capital for 2018 the items discussed on pages 32-33 were excluded.

#### **Extension and Amendment of the Employment Agreement with our Chief Executive Officer**

On August 1, 2018, the Company and Brian Goldner, Chairman of the Board and Chief Executive Officer, entered into an amendment to Mr. Goldner's employment agreement (the "Amendment"). The Amendment extended the term of Mr. Goldner's employment until December 31, 2022, from its previous expiration date of December 31, 2020. The Amendment provided for an increase in Mr. Goldner's annual base salary from \$1,500,000 to \$1,600,000, effective as of July 1, 2018. The Amendment also increased Mr. Goldner's target annual long-term equity incentive award to 800% of his base salary, beginning with Hasbro's 2019 fiscal year.

The changes in Mr. Goldner's compensation package reflected in the Amendment were developed working closely with the Compensation Committee's outside compensation consultant, Meridian Compensation Partners. The Compensation Committee and Meridian reviewed current compensation programs at our peer companies, and designed Mr. Goldner's amended compensation package to provide a highly performance-based total opportunity to Mr. Goldner that recognizes his talent and background, rewards him fairly for delivering strong Company

performance, and is market competitive. As amended by the Amendment, Mr. Goldner's total target compensation opportunity was well aligned with the median of the target compensation for Chief Executive Officers at the companies in the peer group utilized by the Committee and Meridian in reviewing Mr. Goldner's compensation.

Additional provisions of Mr. Goldner's employment agreement, as amended by the Amendment, are discussed beginning on page 71 of this Proxy Statement.

### **Employment Agreement with our President and Chief Operating Officer**

On August 1, 2018, the Board promoted John A. Frascotti, President, to the position of President and Chief Operating Officer, and appointed Mr. Frascotti to the Board. Mr. Frascotti continues to report to Mr. Goldner, Chairman and Chief Executive Officer of Hasbro.

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In connection with Mr. Frascotti's promotion to President and Chief Operating Officer, Hasbro and Mr. Frascotti entered into an employment agreement (the "Employment Agreement"). The term of the Employment Agreement runs through March 31, 2021, unless earlier terminated in accordance with the provisions of the Employment Agreement.

Pursuant to the Employment Agreement, Mr. Frascotti will be paid an annual base salary of \$1,100,000 and be entitled to an annual management incentive plan bonus, beginning with Hasbro's 2019 fiscal year, with a target equal to 100% of his base salary. Mr. Frascotti is also eligible to receive awards under Hasbro's long-term equity incentive program with an annual target equal to 400% of his base salary, beginning with Hasbro's 2019 fiscal year. Mr. Frascotti is entitled to participate in all benefit programs that Hasbro establishes and makes available to its senior officers, including group life insurance, short and long-term disability insurance, vacation, medical, dental, defined contribution and deferred compensation programs. All incentive compensation to which Mr. Frascotti is entitled is subject to Hasbro's Clawback Policy.

Additional provisions of Mr. Frascotti's employment agreement are discussed beginning on page 73 of this Proxy Statement.

## **Executive Compensation Philosophy and Objectives**

The Committee's fundamental objectives in our executive compensation program are to:

Attract, develop and retain talented executives who can contribute significantly to the achievement of the Company's goals and deliver results in keeping with our mission of *Creating the World's Best Play Experiences*.

Align the interests of the Company's executives with the medium and long-term goals of the Company and its shareholders.

Instill a pay-for-performance culture; a substantial majority of the compensation opportunity for the CEO and other NEOs is composed of variable, performance-based compensation elements.

Reward superior performance by the Company and its business units as a whole as well as superior individual performance.

Accomplish these objectives effectively while managing the total cost of the Company's executive compensation program, including by managing reasonable levels of equity dilution and annual share usage when granting equity-based compensation.

The Committee believes it is critical to have a robust succession planning and management development process and seasoned talent ready to deploy into key executive positions, and our compensation programs are designed to support these objectives.

The Committee structures the Company's compensation program in a way it believes appropriately aligns pay with performance without encouraging excessive risk taking or other behavior on the part of executive officers that is not in the Company's best interests.

Our goal is to position total target compensation for our NEOs within a competitive range around the peer group median that reflects the individual's performance, criticality to the business, retention risk and future potential. For more information on the peer group used as a market check for the NEOs please see the discussion beginning on page 41 of this Proxy Statement.

In 2012 the Board adopted a Clawback Policy. All equity and non-equity incentive plan compensation granted by the Company in 2013 and thereafter is subject to this Clawback Policy. The policy provides that if an accounting restatement is required due to the Company's material non-compliance with any accounting requirements, then all of the Company's executive officers, regardless of whether they were at fault or not in the circumstances leading to the restatement, will be subject to forfeiting any excess in the incentive compensation they earned over the prior three years over what they would have earned if there had not been a material non-compliance in the financial statements.

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**Strong Compensation Governance Practices**

Compensation Governance Highlights	
Robust shareholder engagement process	Proxy access mechanism
Program informed by and responsive to shareholder input	Robust anti-hedging and pledging policies prohibiting pledging or hedging of Company stock
Significant portion of compensation is variable and performance based	Double-trigger change in control provisions for equity grants
Significant share ownership and retention requirements	Fully independent Compensation Committee
5x base salary for CEO	Independent Compensation Consultant
2x base salary for other NEOs	No tax gross-ups
NEOs must hold 50% of net shares received upon option exercises or award vesting until they achieve the required ownership levels	No excessive perquisites
Maximum payout caps under incentive plans	No repricing of equity incentive awards
Do not incentivize excessive risk taking	Strong clawback policy

**Compensation Process**

Hasbro's executive compensation program is structured with input, analysis, review and/or oversight from a number of sources, including:

The Compensation Committee;

The full Board;

The Company's Human Resources and Compensation Department;

The Committee's and Company's outside compensation consultants;

The Company's Chief Executive Officer; and

Market studies and other comparative compensation information.

All final decisions regarding the compensation and retention programs for the Company's executive officers, including the NEOs, are made by the Compensation Committee. The compensation package for the Company's Chief Executive Officer is also reviewed and approved by the Board of Directors, without Mr. Goldner or Mr. Frascotti being present.

Each of the compensation elements is described in detail in the following pages. In structuring these elements the Company and the Committee review each element on an individual basis, as well as review them in totality as part of an overall target compensation package. This process includes reviewing tally sheets for each of the executive officers which set forth total target compensation for the officer, and within that total summarize the target level for each element and the portion of total target compensation comprised of the various compensation elements.

For the NEOs other than the CEO, the CEO makes recommendations for each individual's compensation package to the Committee. The Committee discusses these recommendations with the CEO, both with and without the presence of the Company's Chief Human Resources Officer and outside compensation consultants. The Committee further reviews and discusses these recommendations in executive sessions, and as part of these discussions the Committee discusses the proposed compensation and retention programs with representatives of its outside compensation advisor. In 2018 the Committee's outside compensation consultant was Meridian Compensation Partners LLC.

### **Peer Group and Benchmarking to the Market**

In designing the fiscal 2018 executive compensation program, the Committee and the Company reviewed certain market data as a market check for the proposed executive officer: (i) base salaries, (ii) total target cash compensation (comprised of base salaries and target management incentive awards) and (iii) total target direct compensation (comprised of base salaries, target management incentive awards and target equity awards,



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combined). This market information is one element reviewed by the Committee; the Committee does not simply set compensation levels at a certain benchmark level or within a certain benchmark range with respect to other companies.

As the Company has developed into a global play and entertainment organization, rather than a traditional toy and game manufacturer, the companies with which Hasbro competes for executive talent have broadened considerably and the skills and expertise required of Hasbro's executives have greatly increased. As a result, the Company now competes with a broad range of companies that focus on immersive storytelling across brands and operate in the entertainment and media industry in the hiring and retention of employees and executives. For 2017 the compensation peer group was updated to better reflect this mix of companies with which Hasbro competes for executive talent, and more closely reflect the importance of storytelling and entertainment to drive consumer engagement with our brands. The 2018 compensation program for the NEOs reflects alignment with this revised peer group, which is discussed below. The revised peer group comprises a diverse set of businesses that leverage storytelling to engage consumers as well as creative content and entertainment businesses with comparable revenues and market capitalization to those of the Company, against whom we compete and recruit for talent, and many of which face economic challenges and opportunities similar to those we experience.

For purposes of establishing a market check for base salaries, total target cash compensation and total target direct compensation for the NEOs, other than Mr. Goldner, in 2017 the Company and the Committee reviewed proxy data for the top five executives across the revised peer group set forth below. For Mr. Goldner, the Committee conducted both a market check and a pay for performance analysis in 2017. The Company's peer group was used in connection with the market check and the pay for performance analysis.

In the second half of 2017, the Committee approved salary increases for the NEOs as part of its planned review every two years. In addition, the Committee approved annual and long-term incentive target changes effective for 2018. The next market check, absent significant changes in an executive's role and responsibilities, will be in 2019.

In connection with the extension of Mr. Goldner's employment agreement in 2018 and the entry into an employment agreement with Mr. Frascotti, the Committee reviewed updated data for the companies in the peer group in 2018.

Recognizing that the Company has few direct competitors, the Committee uses a peer group to provide a market check on NEO compensation that is a mix of direct competitors and companies in related business lines with each having one or more of the following characteristics:

Storytelling Brands: Companies with brands that use immersive storytelling to create connections with consumers

Entertainment/Leisure: Companies focused on products used for entertainment or leisure

Global Business: Companies that operate globally

Trend Oriented: Companies operating in trend-oriented businesses

Mom Advertising Demographic: Companies driven by advertising that appeals to mothers  
Set forth in the box below is the peer group we used for executive compensation in 2017 and 2018. Subsequent to the establishment of his compensation for 2018, Mr. Goldner joined the Board of Directors of CBS Corporation. As a result, effective for fiscal 2019 and thereafter, the Committee has removed CBS Corporation from the peer group and has added Discovery Communications to the peer group as its replacement.

Colgate-Palmolive	CBS Corporation	Viacom, Inc.
The Estee Lauder Cos.	Netflix, Inc.	Live Nation Entertainment, Inc.
Activision Blizzard, Inc.	Ralph Lauren Corporation	Mattel, Inc.
Electronic Arts, Inc.	Under Armour, Inc.	Tiffany & Co.
Skechers USA, Inc.	Lions Gate Entertainment Corp.	Brown-Foreman Corporation
Lululemon Athletica, Inc.		

The Committee reviews the market data as part of assessing the appropriateness and reasonableness of the compensation levels and mix of compensation elements to ensure that the compensation program:

is appropriate and effective in furthering the goals of the Company;

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provides adequate retention incentive for top performing executives;

aligns pay with performance; and

fairly rewards executives for their performance and contribution to the achievement of the Company's goals, rather than in having compensation packages align to a certain range of market data of the Company's peers.

According to market data reviewed by the Company the total target direct compensation (target management incentive award opportunities, base salary and target equity award value) for the NEOs for 2018, was within a reasonable range around the 50th percentile of total target direct compensation for comparable positions at companies in the peer group.

**Role of the Independent Compensation Consultant**

In reviewing and establishing the proposed fiscal 2018 compensation and retention program for the Company's executive officers, the Committee received input and recommendations from Meridian Compensation Partners LLC (Meridian). Meridian was retained by, and reported directly to, the members of the Committee. Meridian advised the Committee with respect to both the Committee's review of the Company's 2018 executive compensation programs, including the amendment and extension of Mr. Goldner's employment agreement and the entry into an employment agreement with Mr. Frascotti, and provided additional information as to whether the Company's proposed 2018 executive compensation programs were competitive, fair to the Company and the executives, reflected strong alignment between pay and performance, provided appropriate retention to executives, and were effective in promoting the performance of the Company's executives and achievement of the Company's business and financial goals.

The Committee reviewed Meridian's independence, relative to the following factors: (i) their provision of other services to the Company, of which there are none; (ii) the amount of fees they receive from the Company as a percentage of their total revenue; (iii) the policies and procedures they have that are designed to prevent conflicts of interest; (iv) any business or personal relationship between Hasbro officers and directors and the entity or the compensation consultants at the entity working for the Committee, of which there aren't any; (v) any Hasbro stock owned by the entity or any of its compensation consultants working for the Committee, of which there isn't any; (vi) any business or personal relationship between our executive officers and the entity or any of its compensation consultants working for the Committee, of which there aren't any; and (vii) any other factors that would be relevant to the consultant's independence from management. On the basis of such review, the Committee concluded that Meridian was independent and no conflicts of interest or other relationships exist that may impair their independence during their service to the Committee.

Willis Towers Watson was retained by the Company's Human Resources and Compensation Department to assist with the preparation of compensation information for management which was presented to the Committee in 2018, including tally sheets showing each NEO's forward-looking target compensation and actual earned compensation, as well as certain compensation tables contained in this Proxy Statement.

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**Executive Compensation Program Elements**

The NEOs receive a mix of fixed and variable compensation. The following discussion summarizes the various elements of the executive compensation program. Approximately 81.5% of the CEO's target compensation opportunity for 2018, as well as the substantial majority of the compensation opportunity for each of the other NEOs, was variable and tied to Company performance.

**Elements of Compensation Summarized**

Variable and Performance-Based Compensation Elements

Annual Incentive Compensation/Cash Bonus

Long-Term Incentive Compensation

Performance Contingent Stock Awards

Restricted Stock Units

Stock Options

Fixed Compensation and Benefits

Base Salary

Reasonable and Limited Benefits and Perquisites

**Variable and Performance-Based Compensation Elements**

The substantial majority of the total compensation opportunity for our NEOs is performance based, including our entire long-term equity incentive compensation program and annual cash incentive program. Performance targets are derived from the Company's long-term strategic plan and budget and operating plan that have been approved by the Board.

The Committee and the Board set performance targets that they believe will challenge the Company and its executive team to achieve a threshold payout and require superior performance to achieve a higher than target payout.



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When structuring incentive compensation, the Committee identifies the performance metrics it considers most important for driving Company value and return to shareholders, such as net revenues, earnings per share, operating margins, free cash flow, return on invested capital and stock price. The Committee then ties the incentive compensation to performance against those metrics. The Committee has determined that the following forms of compensation and performance metrics are appropriate for aligning executive compensation with performance.

Component of Incentive		Variability Factor / Performance	
		Compensation	Metrics
Annual Incentives	Annual cash bonus	Total Net Revenues (40%) Operating Margins (40%)	Measures Company's annual top line growth  Measures Company's ability to maximize profitability and drive shareholder value
		Free Cash Flow (20%) Individual Performance Adjustment	Measures Company's ability to convert revenues into cash Measures for performance against individual objectives
Long-Term Incentives	Performance Contingent Stock	Cumulative Net Revenues Cumulative Diluted Earnings Per Share Return on Invested Capital	Measures Company's ability to deliver top line growth over multi-year period Measures Company's profitability over the long-term
	Restricted Stock Units  Stock Options	Continued Service with the Company  Stock Price Appreciation	Measures capital efficiency Provide a time-based retention mechanism Measures how publicly-traded Company stock performs

If we do not meet our financial objectives, and if we do not deliver share price appreciation to you, our shareholders, our executives' realized compensation is reduced dramatically. This reduction is manifested through both reductions in the payouts under our cash management incentive plans and in a reduction in the realized compensation from awards under our equity compensation plans.

**Annual Incentive Compensation**

All Company employees participate in some form of annual incentive program. Approximately 28% of the Company's employees, including all NEOs, received management incentive awards with respect to fiscal 2018. The management incentive award is performance based, with payout of awards tied to the Company's achievement of specific yearly performance measures, as well as individual performance for the year to the extent discussed below.

**Structure of the Annual Incentive Plans.** Management incentive awards for the Company's executive officers for fiscal 2018 were determined under two programs, the 2014 Senior Management Annual Performance Plan (the

Annual Performance Plan ) and the 2018 Performance Rewards Program (the PRP ). The Annual Performance Plan has been approved by the Company s shareholders and was intended to allow for the deduction by the Company of the bonuses paid to covered employees as defined in Code Section 162(m). Despite certain differences in the two plans, both the Annual Performance Plan and the PRP use the same corporate performance criteria and targets. Under the Annual Performance Plan, awards are structured to provide a range of maximum permissible payouts corresponding to a range of Company performances against the performance targets, with the Committee reserving negative discretion to reduce any such award to any level below the achieved maximum payout as it deems appropriate. The actual achievement against targeted corporate financial performance and attainment of other key financial and non-financial goals are the primary factors used by the Committee in exercising this negative discretion under the Annual Performance Plan, as is discussed in detail below.

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The target awards for each of the NEOs for 2018, as well as the threshold, target and maximum awards for the NEO participating in the PRP Plan, are included in the Grants of Plan-Based Awards table that follows this discussion on page 59.

**Selecting Annual Incentive Performance Metrics.** The Committee selects performance metrics that will be used to drive short-term (annual) business performance and establishes rigorous yet achievable performance targets for each of those metrics. The Committee established the fiscal 2018 corporate and business unit performance goals in the first quarter of fiscal 2018 based on the Company's 2018 operating plan and budget approved by the Board. The Committee selected three performance metrics: (i) total net revenues (weighted at 40%), (ii) operating margin (weighted at 40%) and (iii) free cash flow (weighted at 20%). Free cash flow is computed as cash flow from operations, less capital expenditures.

The Committee believes these performance metrics capture the most important aspects of the top and bottom line performance of the Company, in the form of revenues, profitability and cash generation. The relative weighting among the performance metrics aligns with the relative importance of those metrics, in the Committee's view, to the Company's performance and the strength of the Company's business. If the Company achieves less than a threshold performance of 80% of target against any given metric, the payout achieved for that metric is 0%. Once the achievement of the corporate financial goals is computed, providing the base incentive award payout, the Committee modifies that achieved base payout against target based on the executive's performance against his or her individual strategic goals to arrive at the final incentive payout to the executive. The modifier applied for performance against individual strategic goals is generally between 0% and 150% of the base corporate financial payout, although the committee can assess a modifier in excess of that range where it deems that warranted by particularly strong individual performance.

**Calculating the Annual Incentive Payout.** The following process was used in determining the annual incentive payout for our CEO and other NEOs under the Annual Performance Plan in 2018:

**Annual Incentive Plan Targets for 2018.** The target annual incentive award, associated with achieving performance of the designated financial goals for the Company, for our CEO in 2018 was 175% of earned base salary. For our other NEOs, the target annual incentive award ranged between 75% and 90% of earned base salary in 2018.

The table set forth below provides the 2018 corporate total net revenues, operating margin and free cash flow performance targets established by the Committee at the beginning of the year under the annual management incentive plan, as well as the Company's actual performance against those targets in 2018. The Company's actual weighted financial performance in fiscal 2018 corresponded to a 43% weighted payout against target for the corporate financial goals.

Performance Measure	Weight	2018 Target	2018 Actual Performance	Percentage Achievement	2018 Payout Percentage	2018 Weighted Payout
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Revenue	40%	\$5,329,612	\$4,579,646	86%	63%	25%
Operating Margin	40%	15.9%	10.6%	67%	0%	0%
Free Cash Flow	20%	\$ 615,737	\$ 585,419	95%	90%	18%
<b>Total weighted payout</b>						<b>43%</b>

Dollar figures are in thousands.

**Adjusting for Performance Against Individual Strategic Objectives.** The Company's financial performance on which all employee bonuses are calculated serves as the starting point for the annual incentive award to each executive officer. The Committee then determines how Mr. Goldner and the other NEOs performed in achieving their individual strategic objectives to determine, what, if any, adjustments should be made to the corporate performance factor (43% of target in 2018) to arrive at the final payout amount for each executive, which can be adjusted down to 0% of the corporate base award or up to +30% of formula based upon performance against individual objectives.

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**Mr. Goldner Elected to Forego Any Annual Incentive Plan Payout for 2018**

Based on a 43% achievement of the corporate financial performance targets, Mr. Goldner would have earned a bonus, prior to any adjustments to reflect performance against his individual objectives, of \$1,166,375 (which is 43% of his target bonus) for 2018. In evaluating his performance, the Compensation Committee and the Board felt Mr. Goldner had done well in his management of the Company through a very disruptive business environment in 2018, and that Mr. Goldner played a key role in driving changes during 2018 that positioned the Company for long-term profitable growth in the future. However, Mr. Goldner approached the Committee and the Board and offered that in light of the Company's 2018 performance, he would like to forego any cash bonus for 2018 and have the Company use the funds that would otherwise have been paid to him to compensate key personnel within the Company who had performed very well during 2018, but for whom the cash incentive awards for 2018 would nonetheless be adversely impacted by the Company's financial performance. As such, Mr. Goldner was not paid any bonus under the annual incentive plan for 2018.

**Additional Objectives for Mr. Goldner in 2018:**

Mr. Goldner's individual objectives for 2018 included the following, which were in addition to achieving the financial performance metrics outlined above:

Grow U.S. and Canada and International segment revenues by more than a target amount set by the Committee.

Grow franchise brands, gaming and emerging brand category revenues by specified amounts.

Deliver growth in total shareholder return relative to identified peer companies.

Successfully launch MAGIC: THE GATHERING ARENA into beta.

Implement an evolved business approach to the European business.

Continue developing the Company's storytelling capabilities across all screens.

Continue developing Hasbro's succession plan.

Successfully complete the Company's acquisition of the POWER RANGERS brand.

With respect to NEOs other than the CEO, the Committee considered the recommendations of the CEO as one of the factors in making the final management incentive bonus determinations. The CEO and Committee used the Company's achievement of 43% of its targets under the management incentive award as a starting point and then adjusted this baseline award for each of the NEOs in accordance with performance against their personal objectives for 2018. The strategic modifier applied to each of the NEOs was based on the individual factors set forth below:

President and Chief Operating Officer (Mr. Frascotti): The base corporate formula award computed at 43% achievement would have yielded a payout of \$386,107. The actual bonus paid to Mr. Frascotti was \$350,000 and was modified downwards by the Committee to reflect performance against his objectives, which in addition to the corporate financial performance metrics mentioned above included:

Grow franchise brands, gaming and emerging brand category revenues by specified amounts.

Achieve the designated budgets for Wizards of the Coast and Backflip Studios.

Grow the consumer products business by a specified amount.

Develop and launch new, incremental revenue opportunities through the Company's Quick Strike initiative.

Deliver industry leading product innovation.

Take on leadership of the Company's global operations.

Deliver innovative, effective branded content.

Continue to invest in and develop industry leading global consumer insights and data analytics capabilities.

Executive Vice President and Chief Content Officer (Mr. Davis): The base corporate formula award computed at 43% achievement would have yielded a payout of \$254,775. The actual bonus paid to Mr. Davis was \$232,000 and was modified downwards by the Committee to reflect performance against his objectives, which in addition to the corporate financial performance metrics mentioned above included:

Deliver the Company's entertainment budget.

Continued development and delivery of best in class storytelling and content creation capabilities across platforms.

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Successful leadership of Hasbro Studios, Allspark Pictures and Allspark Animation.

Lead the structure and management of the Company's relationship with Paramount Pictures.

Securing and developing a strong leadership team for Allspark Pictures and Allspark Animation.

Continued expansion of the Company's West Coast Creative Center of Excellence.

Successful development of Boulder Media and its storytelling capabilities.

Providing regional leadership to expand the Company's business in China.

[Executive Vice President and Chief Commercial Officer \(Mr. Tinga\)](#): The base corporate formula award computed at 43% achievement would have yielded a payout of \$246,861. The actual bonus paid to Mr. Tinga was \$200,000, and was modified downwards by the Committee to reflect performance against his objectives, which in addition to the corporate financial performance metrics mentioned above included:

Grow U.S. and Canada and International segment revenues by more than a target amount set by the Committee.

Grow franchise brands, gaming and emerging brand category revenues by specified amounts.

Grow the entertainment and licensing segment by a specified amount.

Continue to drive and expand ecommerce globally.

Leadership in strengthening our relationships with our key retail customers and in driving our relationships with online retailers.

Further development of our retail channel strategy.

Role in developing strong leadership across the global sales organization.

Successful partnership with the Global Operations function to manage inventory flows

[Executive Vice President and Chief Financial Officer \(Ms. Thomas\)](#): Due to the fact that historically the requirements of Code Section 162(m) did not, by their terms, apply to the compensation of Chief Financial Officers,

Ms. Thomas participated in the PRP, rather than in the Annual Performance Plan, for 2018. Under the PRP, Ms. Thomas' fiscal 2018 management incentive award opportunity was set to provide for a payout of 80% of earned salary for target performance. A range of payouts as a percentage of target then corresponded to a range of performances against target both above and below 100%. Threshold performance for each given financial metric under the PRP is set at 80% of target performance for purposes of the achievement of that goal contributing to payout of the management incentive award. An 80% achievement of a performance goal under the PRP equates to a 60% payout against that goal. In addition to taking into account Company performance, the PRP also allows for a multiplier of up to 130% of the formula award in recognition of superior performance against individual performance objectives. With the recent changes to Code Section 162(m), for 2019 Ms. Thomas is now participating in the Annual Performance Plan with the other NEOs.

The 43% weighted payout against the corporate performance goals in 2018 would have corresponded with 43% of the target payout for Ms. Thomas under the management incentive award for 2018, absent the personal performance modifier. The corporate formula award under the PRP, prior to personal performance adjustments, for Ms. Thomas, would have been \$275,200. In determining the actual bonus for Ms. Thomas, as with the other executive officers, the Committee reviewed the performance of Ms. Thomas against her individual objectives and also considered the recommendations of Mr. Goldner. Ms. Thomas was paid a bonus of \$350,000 for fiscal 2018, modified upward in recognition of her:

Role in delivering strong operating cash flow.

Support for the investment in and launch of MAGIC: THE GATHERING ARENA.

Successful management of the impacts of U.S. tax reform and implementation of tax planning initiatives.

Role in the profitable expansion of the Company's business with Paramount Pictures.

Role in the completion of the acquisition of the POWER RANGERS brand.

Contributions to the strong ongoing return of capital to shareholders, through both the quarterly cash dividend and share repurchase programs.

Leadership of the Company's global business services project to streamline business processes and deliver efficiencies.

Continued development of a best in class global finance function.

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**Performance Metric Adjustments and Exclusions to Accurately Measure Management's Performance.** At the time the performance goals were set at the beginning of 2018, the Committee provided that certain events that might occur during the performance period would not be taken into account in determining the Company's performance against these targets. The Committee adjusts for such one-time events as it deems appropriate. Such exclusions included the impact of any acquisitions or dispositions consummated by the Company during the year that had a total acquisition or sale price, as applicable, of \$100 million or more, the impact of any major discrete restructuring activities undertaken by the Company after the performance goals are set which result in aggregate costs or charges to the Company of \$10 million or more, changes to the US tax code that would impact cash flow, impact operating profit and/or tax expense by more than \$25 million or more, as well as any changes in exchange rates with an impact to revenues of greater than \$100 million from the rates in effect at the beginning of the performance period.

**Long-Term Incentive Compensation**

Long-term incentive compensation is provided in the form of performance contingent stock awards, time-based restricted stock units, and non-qualified stock options, as shown below.

**Long-Term Incentive Compensation Allocation**

For 2018, the Committee approved target annual equity award values for each of the Company's executive officers and other equity eligible employees. Targets are expressed as a percentage of each individual's base salary which for our NEOs in 2018 were as follows:

<b>Equity Grant Target Value as Percentage of Salary</b>	
CEO	450%
President	300%*
Executive Vice Presidents	175% 275%

\* See discussion below for one-time increase.

The division across award types, and the targeted total award value, reflect the Committee's view as to the appropriate total award opportunity for each NEO, the optimal weighting of short and long-term objectives and drivers to retention value, a total long-term compensation program that drives corporate performance and appropriately rewards executives for delivering performance, and a belief that over the performance period the realization of equity award values should be balanced among achievement of the Company's longer-term internal financial targets and the Company's stock price appreciation as well as, for NEOs, the retention of key executive talent. In October of 2017, the Committee approved a change to the NEO annual compensation review process, moving from an annual market check to a review every two years. The Committee felt that this cadence of review better aligned with general changes in the market. The Committee will continue to review annually the compensation for any NEO that has a significant change in role and/or level of responsibility.

The annual equity grant target value as a percentage of base salary in 2018 for Mr. Goldner was 450%, Ms. Thomas was 275% and for each of Mr. Davis and Mr. Tinga was 200%. In 2018, Mr. Frascotti, as a retention mechanism and in recognition of his contributions to the Company and role as a succession candidate, received a one-time increase in his total equity grant target value as a percentage of salary from 300% to 600%.



**Table of Contents***Performance Contingent Stock*

Performance contingent stock awards provide the recipient with the potential to earn shares of the Company's common stock based on the Company's achievement of stated cumulative diluted earnings per share (EPS), average return on invested capital (ROIC), and cumulative net revenue (Revenue) targets over a three-year performance period beginning with the start of the Company's 2018 fiscal year and ending December 2020 (the Performance Period). For stock performance awards granted in 2018, the EPS metric was weighted at 34%, the ROIC metric was weighted at 33% and the Revenue metric was weighted at 33%. Unless the Company achieves at least 90% performance against a metric no shares are earned under the award for that particular metric.

The Company considers the specific target performance levels for ongoing performance periods to be confidential information that would harm the Company if disclosed, as they are based on confidential internal plans and forward-looking expectations concerning the Company's performance over a three-year period. As discussed above, the performance targets set forth in the contingent stock performance awards align with the Company's Board approved budget, operating plan and strategic plan, and were set at levels the Committee determined will challenge the executive team in working to meet the objectives and drive performance. Solid performance from the Company, and in turn its executives, will be required to achieve a threshold payout, and superior performance in managing the Company's business will be required to achieve a higher than target payout.

The maximum payout under the contingent stock performance awards granted in 2018 for overachievement of the financial objectives is equal to 200% of the target number of shares.

Assuming at least threshold performance is met for each metric, the actual payout under the performance share award scales between the threshold payout (in 2018 the threshold payout was 50% for net revenues, earnings per share and return on invested capital) to a maximum (200%) with achievement of the target metric equating to a 100% payout for that metric.

The following table compares the targeted goals and actual performance of the Company (adjusted to eliminate the impact of certain factors designated by the Committee at the beginning of the performance period, such as acquisitions or divestitures of more than \$100 million in the aggregate) under the contingent stock performance awards for the 2016–2018 performance period, which is the second award with the addition of ROIC as a third performance metric for the grants made to executive officers. Revenues are expressed in millions of dollars.

	3-Year Target Performance	3-Year Actual Performance	% of Target	Payout
Cumulative Revenues	\$14,654	\$14,674	100.1%	100%
Cumulative EPS	\$ 11.60	\$ 11.88	102.4%	108%



Average ROIC	13.2%	13.8%	104.6%	120%
Total Payout				109%

If an officer retires at an early retirement date (at least 55 years old with ten years of credited service with the Company) or a normal retirement date (at least 65 years old with at least five years of credited service with the Company), the contingent stock performance award remains outstanding for its remaining term and at the end of the performance period the retired executive earns a pro-rata portion (based on the amount of the performance period served) of the actual shares earned under the award. If an officer dies or is permanently disabled, they or their estate is paid a pro-rata portion of the target value for the contingent stock performance awards based on the portion of the performance period elapsed as of the date of death or permanent disability.

#### *Restricted Stock Units*

**Restricted Stock Unit Awards for NEOs other than the CEO.** The Company uses restricted stock units as a reward and retention mechanism. The restricted stock units granted in 2018 to our NEOs (excluding our CEO) represented approximately 25% of their annual targeted equity award value in 2018 and vest in three equal installments on the first three anniversaries of the date of grant provided the recipient remains employed with the Company through the applicable vesting dates. Pro-rata vesting is provided earlier only in the event of the death, disability, early retirement (with at least 10 years of credited service) or retirement at age 65 (with at least 5 years of credited service) of the executive. All other terminations of employment result in termination of the awards.

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### *Stock Options*

Stock options represent approximately 25% of the targeted annual equity award value for our NEOs, and 50% for our CEO. The options vest in three equal cumulative annual installments on the first three anniversaries of the date of grant, subject to the optionee's continued employment with the Company through such vesting dates, and have seven-year terms. Options forward vest upon an executive officer retiring at age 65 or older with at least five years of credited service or upon an officer's death or permanent disability.

The Company does not manage the timing of equity grants to attempt to give participants the benefit of material non-public information. Annual option grants are made with effective dates in open trading windows following the Company's release of its financial results. All option grants are made with an exercise price at or above the average of the high and low sales prices of the Company's common stock on the date of grant.

### **Fixed Compensation and Benefits**

#### *Base Salary*

Following a review and update of the Company's compensation peer group in 2017, the Company's philosophy has shifted from a review of salaries on an annual basis to a review of salaries every two years. Increases in executive base salaries will continue to be considered in the event of: (i) increases in responsibility, (ii) to maintain competitiveness with market compensation offered to executives with similar responsibilities, expertise and experience in other companies the Company considers to be comparable to and/or competitive with the Company, and (iii) to recognize continued individual performance and contribution.

Increases made to the base salaries for certain of the Named Executive Officers in 2017 were made to remain competitive with companies in the Company's peer groups for similar positions and are generally effective until the next salary review in 2019. Those increases, effective in October 2017, were as follows: Mr. Frascotti from \$900,000 to \$925,000; Ms. Thomas from \$725,000 to \$800,000; Mr. Davis from \$760,000 to \$790,000 and Mr. Tinga from \$650,000 to \$700,000. In connection with the extension of his employment agreement with the Company in 2018, Mr. Goldner's base salary increased from \$1,500,000 to \$1,600,000 effective on July 1, 2018. In connection with his entry into an employment agreement with the Company in 2018, effective beginning in 2019 Mr. Frascotti's base salary will increase from \$900,000 to \$1,100,000.

#### *Benefits*

The Company's officers also participate in certain employee benefit programs provided by the Company that are offered to the Company's other full-time employees.

The executive officers of the Company are eligible for life insurance benefits on the terms applicable to the Company's other employees. The Company's executive officers participate in the same medical and dental benefit plans as are provided to the Company's other employees.

#### *Company-Sponsored Retirement Plans*

The Company provides retirement benefits to its employees primarily through the Hasbro, Inc. Retirement Savings Plan (the "401(k) Plan") and the Supplemental Benefit Retirement Plan (the "Supplemental Plan"). The 401(k) Plan and the Supplemental Plan, provide for Company matching contributions, and an annual Company contribution of 3% of aggregate salary and bonus. Executive officers are eligible to participate in the 401(k) Plan and the Supplemental Plan

on the same basis as all other U.S. Hasbro employees.

The Supplemental Plan is intended to provide a competitive benefit for employees whose employer-provided retirement contributions would otherwise be limited. However, the Supplemental Plan is designed only to provide the benefit which the executive would have accrued under the Company's 401(k) Plan if the Code limits had not applied. It does not further enhance those benefits.

The amount of the Company's contributions to the Named Executive Officers under both the 401(k) Plan and the Supplemental Plan, are included in the "All Other Compensation" column of the Summary Compensation Table that follows this report. Mr. Tinga is not eligible to participate in the 401(k) Plan or the Supplemental Plan.

The Hasbro, Inc. Pension Plan (the "Pension Plan"), a defined benefit pension plan for eligible Company employees in the United States, and the pension portion of the Supplemental Plan were frozen effective December 31, 2007. Executive officers hired prior to December 31, 2007, continue to participate in the Pension Plan and the pension portion of the Supplemental Plan, which are described starting on page 63 of this Proxy Statement, but will not accrue additional benefits thereunder subsequent to the plan freeze on December 31, 2007. Effective on April 16, 2018, the Hasbro Pension Plan was terminated. All regulatory approvals for the termination have been received and the distribution of benefits is anticipated during 2019.

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**Table of Contents****Description of Pension Benefits for Mr. Tinga**

Mr. Tinga participates in the Hasbro B.V. Pension Plan in the Netherlands (the Netherlands Pension Plan). Upon becoming a member of the Netherlands Pension Plan on January 1, 1997, an additional payment was made to the plan granting Mr. Tinga an additional one year and two months of credited service, changing his credited service date to November 1, 1995. The Netherlands Pension Plan is described in more detail below. Mr. Tinga was hired by Tonka Corporation on October 1, 1987, which was subsequently acquired by the Company in January 1992. The Company does not have any obligation to pay pension benefits to Mr. Tinga from his service with Tonka.

**Netherlands Pension Plan**

The Netherlands Pension Plan provides benefits to all employees in service of Hasbro B.V. that are at least 21 years of age. Effective January 1, 2006, the plan was amended and became a career average pay plan with an annual accrual rate of 1.3% of Pension Base for each year of service. As of January 1, 2015, the plan was further amended, increasing the annual accrual rate to 1.47% of Pension Base for each year of service from January 1, 2015 to retirement. Accrued benefits were conditionally indexed each year for active employees. Increases of 2% were granted in each year through December 31, 2017, except in 2006 when there were no increases granted. Effective January 1, 2018 the plan was frozen with no future benefit accrual and no further indexation of accrued benefit. Benefits are provided in the form of an annuity with 70% payable to the spouse or partner upon the participant's death.

Prior to the January 1, 2006 amendment, the plan was a final average pay plan with a formula equal to 1.25% of final average Pension Base per year of service. The final average pay benefits were frozen as of December 31, 2005, with indexation applied from this date as described above.

The Pension Base is defined as Pensionable Salary minus the Offset, where Pensionable Salary is 12 times fixed monthly salary plus holiday allowance plus 13th month salary and the Offset is equal to 100/70 times the state old age pension for a married person. Effective January 1, 2015, as a result of legislative changes in the Netherlands, the annual Pensionable Salary was capped. Prior to this date Mr. Tinga's Pensionable Salary under the plan was not capped. Effective January 1, 2018 the plan was frozen with no future benefit accrual and no further indexation of accrued benefit.

Credited service in the plan is defined as all years and completed months of service up to the date of retirement, with a maximum of 40 years (for participants who joined the plan prior to January 1, 2008) and 44 years for new participants. Effective January 1, 2015, the maximum credited service was increased to 42 years (for employees who joined the plan prior to January 1, 2008) and 46 years for participants who joined the plan after January 1, 2008. Participants joining the plan after January 1, 2008 with accrued pension benefits at a former employer can transfer their pension benefits into the Netherlands Pension Plan and get additional years of credited service beyond the plan definition.

Effective January 1, 2015, as a result of legislative changes in the Netherlands, the normal retirement age of the plan changed to age 67. Prior to this date, the normal retirement age under the plan was age 65. The pension benefits accrued through December 31, 2014 are guaranteed as unreduced from age 65 and are actuarially increased for retirement after age 65. Plan members are eligible for early retirement from age 55; however, benefits are reduced for early commencement and the participant must officially request early retirement six months before the desired retirement date.

Beginning in 2015, Mr. Tinga is eligible for a certain percentage (21.01% for 2018) of the amount by which his ending base salary is above the government mandated pensionable salary cap (105,075 Euros for 2018) to compensate

him for the loss of pension value as a result of legislative changes in the Netherlands which capped pensionable salary at 100,000 Euros in 2015. The percentage applied varies with age and is 17.85% until age 55, 21.01% from ages 55 up to 60 and 24.97% from ages 60 to 65. Mr. Tinga is required to pay all taxes on this annual cash payment. This annual make up payment is payable until the earlier of Mr. Tinga's termination of employment or age 65.

*Nonqualified Deferred Compensation Plan*

Executive officers who are employees of the Company's U.S. operations are also eligible to participate in the Company's Nonqualified Deferred Compensation Plan (the "Deferred Compensation Plan"), which is available to all the Company's employees based in the United States at or above selected management levels and whose annual base salary is equal to or greater than \$120,000 in 2018, raised to \$125,000 in 2019. The Deferred Compensation Plan allows participants to defer compensation to be recorded into various measurement funds, the performance of which determines the return on compensation deferred under the plan. Potential investment choices include a fixed rate option, a choice that tracks the performance of the Company's Common Stock, and other equity indices. Earnings recorded on compensation deferred by the executive officers do not exceed the

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returns on the relevant investments earned by other non-executive officer employees deferring compensation into the applicable investment vehicles. Mr. Tinga is not eligible to participate in the Deferred Compensation Plan.

*Perquisites*

The Company offers perquisites that the Committee believes are reasonable yet competitive for attracting, retaining and compensating the Company's executives. The Company reimburses designated executive officers for the cost of certain tax, legal and financial planning services they obtain from third parties provided that such costs are within the annual limits established by the Company. The 2018 annual limit on these costs for Mr. Goldner was \$25,000 and for each of Mr. Frascotti, Mr. Davis and Ms. Thomas was \$5,000. Mr. Tinga receives certain tax services due to his secondment from the Netherlands. The cost to the Company for this reimbursement to the Named Executive Officers receiving it is included in the "All Other Compensation" column of the Summary Compensation Table.

*Severance and Change in Control Benefits*

Beginning on page 67 of this Proxy Statement there is a discussion of the severance and change in control benefits that may be payable to the NEOs in certain situations, as well as the plans under which those benefits are payable.

**Table of Contents****Reported versus Realized Pay Table**

For purposes of helping our shareholders see the strong alignment of pay and performance in our executive compensation program, we are showing a comparison of Mr. Goldner's reported total compensation to realized pay over the prior three years. All figures in the table are in thousands. The table illustrates that the reported compensation often diverges from the actual, realized compensation for the executive, and this divergence can become greater as the percentage of the executive's compensation composed of variable performance-based elements increases and as the performance of the Company, and its stock price, increases. Below the reported versus realized compensation chart we have included a line graph showing the increase in the value, from the end of fiscal 2014 to the end of fiscal 2018, in \$100 invested in Hasbro's common stock, assuming the reinvestment of all dividends.

The significant increase in realized compensation for Mr. Goldner in 2017 was driven by the vesting of the restricted stock units which he was granted in 2013 and 2014. To fully earn those units the Company's stock price needed to reach, and remain at or above, four progressively higher stock price thresholds, and Mr. Goldner needed to remain employed with the Company through December 31, 2017. From the date the Amended and Restated Employment Agreement was signed on October 4, 2012, on which date the Company's common stock closed at \$37.46 per share, to December 29, 2017 (the last trading day of fiscal 2017), when the Company's common stock closed at \$90.89 per share, the Company's share price increased 143%, adding over \$6.4 billion to the total market capitalization of the Company.

**Reported vs. Realized Pay (2016-2018)****Hasbro Total Shareholder Return**

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There can be a significant difference between what is reported for a given year in the compensation tables that follow this Compensation Discussion and Analysis as compensation to an executive officer and the value of what the executive actually realizes as compensation in that year or over time. This difference results from the fact that we are required to include in the reported compensation tables the value of equity awards and changes in pension values and nonqualified deferred compensation earnings for our NEOs at values which are impacted by accounting and actuarial assumptions. Realized compensation is not a substitute for reported compensation in evaluating our executive compensation programs, but we believe understanding realized compensation is important in understanding the impact of the performance components and stock price appreciation components of an award on the value of what an executive ultimately realizes or may receive.

Total Realized Compensation is computed by:

Taking the Total Compensation Amount reported in the Summary Compensation Table appearing on page 57 of this Proxy Statement, and making the following adjustments:

subtract the grant date accounting values of stock awards and option awards made during the year, as such amounts are reflected in the Stock Awards and Option Awards columns in the Summary Compensation Table for the applicable year;

add the value realized on the date of exercise from any actual option exercises by the executive in such year, as such amounts are reflected in the Option Exercises and Stock Vested table for the proxy statement covering that year;

add the value of any stock awards which vested or were earned in such year (to the extent the executive has access to such awards and they are not subject to a forced deferral), at the value such stock had on the date of vesting (because contingent stock performance awards are not earned until February of the year following the end of the three-year performance period, any such awards that are earned are reflected in the realized compensation for the year following the end of the applicable performance period); and

subtract the year over year change in pension value and nonqualified deferred compensation earnings, as such amounts are reflected in the Summary Compensation Table for that year under the heading Change in Pension Value and Non-Qualified Deferred Compensation Earnings.

### **Other Compensation Considerations**

### **Stock Ownership Guidelines**

Our stock ownership and retention guidelines are rigorous.

**Stock Ownership Guidelines\***



CEO	5X Base Salary
NEOs (other than CEO)	2X Base Salary

\* Base salary, through termination of employment with the Company

An executive has five years to achieve the stock ownership requirement level. Thereafter, during the executive's employment with the Company they must maintain the required stock ownership. All NEOs were in compliance with the stock ownership guidelines as of December 31, 2018.

**Stock Retention Requirement.** The Hasbro, Inc. Executive Stock Ownership Policy ( Stock Ownership Policy ) includes a requirement that executives retain 50% of any net shares realized from stock vesting or option exercises until the executive's required ownership level is satisfied.

**Anti-Hedging and Pledging Policies.** The Company has had a longstanding policy in place that prohibits all directors, executive officers and other employees from hedging or pledging any Company securities.

**Compensation and Risk Management**

As part of structuring the Company's executive compensation programs, the Committee (A) evaluates the connection between such programs and the risk-taking incentives they engender, to ensure that the Company is incenting its executives to take an appropriate level of business risk, but not excessive risk, and (B) considers any changes in the Company's risk profile and whether those changes should impact the compensation structure. To achieve this appropriate level of risk taking, and avoid excessive risk, the Committee structures the

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compensation program to (i) link the performance objectives under all incentive-based compensation to the strategic and operating plans of the Company which are approved by the full Board of Directors, with the Board ensuring that the goals set forth in such plans require significant performance to achieve, but are not so out of reach that they require excessively aggressive behavior to be met, (ii) provide for a balance of shorter-term objectives or exercise periods (such as the annual cash incentive plan objectives) and longer-term objectives or exercise periods (such as the three-year performance period under the contingent stock performance awards and seven-year option terms) to mitigate the risk that short-term performance would be driven at the expense of longer-term performance and shareholder value creation, and (iii) include stock ownership guidelines which require executives to maintain significant equity ownership during their entire career with the Company, thus linking personal financial results for the executives with the investment performance experienced by the Company's shareholders over a significant period of time. In addition to the analysis performed by the Committee, the Committee also had Meridian perform a risk assessment of the Company's executive compensation programs for 2018 and advise on the appropriateness of the levels of risk presented by those programs and the effectiveness of their design to mitigate risk. As a result of its analysis and the work performed by Meridian, the Committee believes the Company's compensation programs promote appropriate, but not excessive, risk taking and are designed to best further the interests of the Company while mitigating risk.

## **Tax Considerations**

Although the Company considers the tax treatment, including the requirements of Code Section 162(m), and the accounting treatment of various forms of compensation in determining the elements of its executive compensation program and, to the extent it is consistent with meeting the objectives of the Company's executive compensation program, structures such compensation to maximize the ability of the Company to receive a tax deduction for such compensation, the Company feels strongly that maximizing the performance of the Company and its executives is more important than assuring that every element of compensation complies with the requirements for tax deductibility under Section 162(m). The Company selects performance goals under its variable compensation programs that are intended to be objective within the meaning of the Code, such as achieving certain net revenues, operating margin, free cash flow, earnings per share or ROIC goals. However, in certain situations, such as with our targeted retention grants of restricted stock units, the Company may feel a particular goal, such as retaining a key talented individual, is very important to the Company, even though the form of compensation being used is not considered objective within the meaning of the Code or the associated compensation is otherwise not deductible under the requirements of Section 162(m). The Company reserves the right to compensate executives for achievement of such objectives, or to reflect other individual performance measures in an executive's compensation, even if they do not comply with the requirements of Section 162(m). On December 22, 2017 the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the Tax Act). The Tax Act also established new tax laws that affected 2018, including imposing limitations on the deductibility of certain executive compensation under 162(m). The U.S. Treasury Department, the IRS, and other standard-setting bodies could interpret or issue guidance on how provisions of the Tax Act will be applied or otherwise administered. As we consider compensation in the future, we will analyze the Tax Act and interpret any additional guidance that may prompt us to make adjustments to our compensation programs.

**Table of Contents****Executive Compensation**

The following table summarizes compensation paid by the Company for services rendered during fiscal 2018, fiscal 2017 and fiscal 2016 by any person serving as the Company's Chief Executive Officer during any part of fiscal 2018, by any person serving as the Company's Chief Financial Officer during any part of fiscal 2018, and by the three other most highly compensated executive officers of the Company in fiscal 2018 (to the extent that such person was an executive officer during the year in question).

**Summary Compensation Table**

Individual Principal	Fiscal Year	Salary(a)	Bonus	Stock Awards(b)	Option Awards(b)	Non-Equity Incentive Plan Compensation (a)(c)	Non-Qualified Deferred Compensation Earnings(e)	All Other Compensation (f)	Change in Pension Value and
<b>Edner(g)</b> and Chief Executive Officer	2018	\$ 1,550,000	\$ 0	\$ 3,026,520	\$ 3,400,816	\$ 0(d)	\$ 89,357	\$ 432,930	\$
	2017	\$ 1,500,000	\$ 0	\$ 3,401,482	\$ 3,272,528	\$ 3,000,000	\$ 175,505	\$ 504,874	\$ 1
	2016	\$ 1,300,000	\$ 0	\$ 2,600,235	\$ 2,162,091	\$ 3,860,000	\$ 169,229	\$ 450,687	\$ 1
<b>Scotti(h)</b> and Managing Officer	2018	\$ 997,693	\$ 0	\$ 3,876,022	\$ 1,398,115	\$ 350,000	\$ 14,094	\$ 174,738	\$
	2017	\$ 896,635	\$ 0	\$ 1,866,061	\$ 599,976	\$ 900,000	\$ 9,559	\$ 179,697	\$
	2016	\$ 772,308	\$ 0	\$ 1,170,180	\$ 357,583	\$ 1,100,000	\$ 8,886	\$ 159,508	\$
<b>Thomas(i)</b> Vice President of Financial	2018	\$ 800,000	\$ 0	\$ 1,536,542	\$ 554,212	\$ 350,000	\$ 15,535	\$ 149,925	\$
	2017	\$ 750,000	\$ 0	\$ 956,618	\$ 337,867	\$ 850,000	\$ 59,634	\$ 149,700	\$
	2016	\$ 690,385	\$ 0	\$ 909,487	\$ 283,264	\$ 900,000	\$ 48,285	\$ 130,835	\$

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<b>Davis(j)</b> Vice President	2018	\$	790,000	\$	0	\$	1,103,559	\$	398,029	\$	232,000	\$	14,011	\$	134,600	\$
	2017	\$	767,500	\$	0	\$	1,002,800	\$	390,289	\$	650,000	\$	9,876	\$	150,075	\$
<b>Tinga(k)</b> Vice President and Commercial	2018	\$	765,463	\$	0	\$	1,086,481	\$	391,881	\$	200,000	\$	0	\$	160,667	\$
	2017	\$	692,558	\$	0	\$	980,156	\$	315,144	\$	550,000	\$	63,617	\$	141,776	\$
	2016	\$	592,787	\$	0	\$	850,472	\$	332,351	\$	925,000	\$	384,684	\$	118,754	\$

(a) Includes amounts deferred pursuant to the Company's 401(k) Plan and Non-qualified Deferred Compensation Plan (the "Deferred Compensation Plan"). Mr. Tinga's 2018 salary has been converted to U.S. dollars using an average exchange rate over the fiscal year of 1 Euro equals U.S. \$ 1.181. Mr. Tinga's 2017 salary has been converted to U.S. dollars using an average exchange rate over the fiscal year of 1 Euro equals U.S. \$1.129. Mr. Tinga's 2016 salary has been converted to U.S. dollars using an average exchange rate over the fiscal year of 1 Euro equals U.S. \$1.099.

(b) Reflects the grant date fair value for stock and option awards to the Named Executive Officers. Please see note 14 to the financial statements included in the Company's Annual Report on Form 10-K, for the year ended December 30, 2018, for a detailed discussion of assumptions used in valuing options and stock awards generally and see footnote (e) to the following Grants of Plan-Based Awards table for a discussion of certain assumptions used in valuing equity awards made to the Named Executive Officers.

In each of the years shown, these executives were granted non-qualified stock options and contingent stock performance awards. These executives, other than Mr. Goldner, were also granted restricted stock unit awards in each of the years shown.

The grant date fair values included in the table of the contingent stock performance awards have been calculated based on the probable outcomes under such awards (assumed to be realization of the target values of such awards). If it were assumed that the maximum amount payable under each of the contingent stock performance awards were paid, which maximum is 200% of the target value, then the grant date fair values included under the stock award column for each of the Named Executive Officers for performance shares in 2018, would have been as follows: Mr. Goldner \$6,053,040, Mr. Frascotti \$4,976,991, Ms. Thomas \$1,972,991, Mr. Davis \$1,417,021, and Mr. Tinga \$1,395,028. This is in addition to the grant date value of restricted stock units.

(c) For Messrs. Goldner, Frascotti, Davis and Tinga these amounts consist entirely of the management incentive awards earned by such executives under the Company's 2014 Senior Management Annual Performance Plan for the applicable year. For Ms. Thomas these amounts consist entirely of the management incentive awards earned under the Company's Performance Rewards Plan for the applicable year. Mr. Goldner offered to the Compensation Committee, and the Compensation Committee accepted, that he would receive no management incentive award with respect to 2018.

- (d) As is discussed on page 47, based on a 43% achievement of the corporate financial performance targets, Mr. Goldner would have earned a bonus, prior to any adjustments to reflect performance against his individual objectives, of \$1,166,375 (which is 43% of his target bonus) for 2018. In evaluating his performance, the Compensation Committee and the Board felt Mr. Goldner had done well in his management of the Company through a very disruptive business environment in 2018, and that Mr. Goldner played a key role in driving changes during 2018 that positioned the Company for long-term profitable growth in the future. However, Mr. Goldner approached the Committee and the Board and offered that in light of the Company's 2018 performance, he would like to forego any cash bonus for 2018 and have the Company use the funds that would otherwise have been paid to him to compensate key personnel within the Company who had performed very well during 2018, but for whom the cash incentive awards for 2018 would nonetheless be adversely impacted by the Company's financial performance. As such, Mr. Goldner was not paid any bonus under the annual incentive plan for 2018.

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- (e) The amounts reflected in this table primarily consist of the change in pension value during fiscal 2018, fiscal 2017 and fiscal 2016 for each Named Executive Officer. The change in pension value in 2018 was a decrease of \$249,022 for Mr. Goldner, a decrease of \$7,025 for Ms. Thomas, and a decrease of \$38,904 for Mr. Tinga. The change in pension value in 2017 was an increase of \$107,105 for Mr. Goldner, an increase of \$48,387 for Ms. Thomas, and an increase of \$63,617 for Mr. Tinga. The change in pension value in 2016 was an increase of \$96,117 for Mr. Goldner, an increase of \$36,936 for Ms. Thomas and an increase of \$384,684 for Mr. Tinga. For purposes of computing the amounts in the table, negative values were reflected at \$0.

The amounts reflected in this table also include the following amounts which were earned on balances under the Supplemental Plan and are considered above market, as the Company paid interest on account balances at a rate of 4.80%, when 120% of the applicable long-term rate was 3.10%:

	<b>2018</b>
Brian Goldner	\$ 89,357
John Frascotti	\$ 14,094
Deborah Thomas	\$ 15,535
Stephen Davis	\$ 14,011
Wiebe Tinga	\$

Does not include the following aggregate amounts, in fiscal 2018, fiscal 2017 and fiscal 2016 respectively, which were earned by the executives on the balance of (i) compensation previously deferred by them under the Deferred Compensation Plan and (ii) amounts previously contributed by the Company to the executive's account under the Supplemental Plan (401(k)):

	<b>2018</b>	<b>2017</b>	<b>2016</b>
Brian Goldner	\$ 137,753	\$ 519,960	\$ 287,308
John Frascotti	\$ 113,902	\$ 81,003	\$ 60,816
Deborah Thomas	\$ 8,019	\$ 113,372	\$ 65,452
Stephen Davis	\$ 38,130	\$ 30,438	n/a
Wiebe Tinga	\$	\$	\$

Earnings on compensation previously deferred by the executive officers and on the Company's prior contributions to the Supplemental Plan do not exceed the market returns on the relevant investments which are earned by other participants selecting the same investment options.

For fiscal 2018 the Named Executive Officers participating in the pension plan experienced a decrease in the present value of their pension benefits versus the previous fiscal year. This was primarily due to an increase in the discount rates, the termination of the Pension Plan, and the Supplemental Pension Plan amendment requiring all participants receive the benefit as a lump sum payment. Mr. Tinga experienced a decrease in pension value of \$38,904 primarily due to a change in currency conversion rate.

For fiscal 2017 and 2016, the Named Executive Officers participating in the pension plan experienced an increase in the present value of their pension benefits versus the previous fiscal year. This was primarily due to a decrease in the discount rates.

- (f) Includes the following amounts, for fiscal 2018, fiscal 2017 and fiscal 2016 respectively, paid by the Company for each Named Executive Officer in connection with a program whereby certain financial planning, legal and tax preparation services provided to the individual are paid for by the Company:

	2018	2017	2016
Brian Goldner	\$ 23,430	\$ 17,474	\$ 9,687
John Frascotti	\$ 3,946	\$	\$
Deborah Thomas	\$ 1,425	\$ 1,200	\$ 1,200
Stephen Davis	\$ 5,000	\$	n/a
Wiebe Tinga	\$ 25,916	\$ 20,777	\$ 17,650

Includes matching charitable contributions made in the name of Mr. Goldner of \$5,000 in 2017.

The \$25,916 figure for Mr. Tinga in 2018 reflects contributions made in Euros that have been converted to dollars using an average exchange rate over the fiscal year of 1 Euro equals \$1.181 USD. The \$20,777 figure for Mr. Tinga in 2017 reflects contributions made in Euros that have been converted to dollars using an average exchange rate over the fiscal year of 1 Euro equals \$1.129 USD. The \$17,650 figure for Mr. Tinga in 2016 includes an unemployment contribution in 2016 of \$814.36 (the contribution was made in Euros but has been converted to US dollars using an average exchange rate over the fiscal year of 1 Euro equals \$1.099 USD).

All Other Compensation for Mr. Tinga in 2018 also includes a cash payment equal to \$134,751 (converted from Euros using an exchange rate of 1 Euro equals \$1.181 USD), reflecting 21.01% of the amount by which his ending base salary is above the new pension cap of 105,075 Euros.

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All Other Compensation for Mr. Tinga in 2017 also includes a cash payment equal to \$120,999.34 (converted from Euros using an exchange rate of 1 Euro equals \$1.129 USD), reflecting 21.01% of the amount by which his ending base salary is above the then pension cap of 103,317 Euros and in 2016 also includes a cash payment equal to \$101,104.48 (converted from Euros using an exchange rate of 1 Euro equals \$1.099 USD), reflecting 21.01% of the amount by which his ending base salary is above the then pension cap of 101,519 Euros. These cash payments are intended to compensate Mr. Tinga for the loss of pension value as a result of legislative changes in the Netherlands which cap the pensionable salary. Mr. Tinga is required to pay all taxes on these annual cash payments.

Includes the Company's matching contribution to each individual's savings account, the annual company contribution, as well as the annual transition contribution, if applicable, for each individual under the 401(k) Plan and the Supplemental Plan, such amounts as follows:

	2018	2017	2016
Brian Goldner	\$ 409,500	\$ 482,400	\$ 441,000
John Frascotti	\$ 170,792	\$ 179,697	\$ 159,508
Deborah Thomas	\$ 148,500	\$ 148,500	\$ 129,635
Stephen Davis	\$ 129,600	\$ 150,075	\$ n/a
Wiebe Tinga	\$	\$	\$

These amounts are in part contributed to the individual's account in the 401(k) Plan and, to the extent in excess of certain Code maximums, deemed allocated to the individual's account in the Supplemental Plan (401(k)).

- (g) Mr. Goldner has served as Chairman and Chief Executive Officer since February 2017 when Mr. Frascotti was promoted to President. Mr. Goldner became President and Chief Executive Officer of the Company on May 22, 2008 and Chairman on May 21, 2015.
- (h) Mr. Frascotti became President and Chief Operating Officer in August 2018. Prior to that he served as President since February 2017. Prior thereto Mr. Frascotti was President, Hasbro Brands since 2014. Prior thereto Mr. Frascotti served as Executive Vice President and Chief Marketing Officer since 2013. Prior thereto Mr. Frascotti serviced as Global Chief Marketing Officer since 2008.
- (i) Ms. Thomas became Executive Vice President and Chief Financial Officer in March 2013. Prior thereto Ms. Thomas served as Senior Vice President and Chief Financial Officer since May 2009. Prior thereto Ms. Thomas was Senior Vice President and Head of Corporate Finance.
- (j) Mr. Davis became Executive Vice President and Chief Content Officer in 2014, Prior thereto Mr. Davis served as President, Hasbro Studios since 2009.

(k)



Mr. Tinga became Executive Vice President and Chief Commercial Officer in 2013. Prior thereto Mr. Tinga served as President, North America since 2012. Mr. Tinga's base salary and certain elements of All Other Compensation are established and paid in Euros.

The following table sets forth certain information regarding grants of plan-based awards for fiscal 2018 to the Named Executive Officers.

### Grants of Plan-Based Awards

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(a)			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units	All Other Awards: Number of Securities Underlying Option	Exercise or Base Price of Option	Grant Date Fair Value of Stock and Option
		Threshold	Target	Maximum	Threshold	Target	Maximum				
Brian Goldner	2/6/2018(a)	\$ 2,712,500									
	3/15/2018(b)		17,202	34,404	68,808						\$ 3,026,520
	2/20/2018(c)							172,019	\$ 98.10		\$ 3,400,816
John Frascotti	2/6/2018(a)	\$ 897,923									
	3/15/2018(b)		14,144	28,288	56,576						\$ 2,488,495
	2/20/2018(d)						14,144				\$ 1,387,526
	2/20/2018(c)							70,719	\$ 98.10		\$ 1,398,115
	2/6/2018(a)	\$ 640,000									

Deborah Thomas										
	3/15/2018(b)		5,607	11,214	22,428				\$	986,496
	2/20/2018(d)					5,607			\$	550,047
	2/20/2018(c)						28,033	\$ 98.10	\$	554,212

Stephen Davis										
	2/6/2018(a)	\$ 592,500								
	3/15/2018(b)		4,027	8,054	16,108				\$	708,510
	2/20/2018(d)					4,027			\$	395,049
	2/20/2018(c)						20,133	\$ 98.10	\$	398,029

Wiebe Tinga										
	2/6/2018(a)	\$ 574,097								
	3/15/2018(b)		3,965	7,929	15,858				\$	697,514
	2/20/2018(d)					3,965			\$	388,967
	2/20/2018(c)						19,822	\$ 98.10	\$	391,881

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- (a) For Messrs. Goldner, Frascotti, Davis and Tinga these management incentive awards were made pursuant to the Company's 2014 Senior Management Annual Performance Plan. For Ms. Thomas, the management incentive plan awards were made pursuant to the Company's 2018 Performance Rewards Plan. Mr. Tinga's Target Estimated Future Payout Under Non-Equity Incentive Plan Awards has been calculated using the computed monthly average exchange rate over 2018 of 1 Euro equals \$1.181 USD.
- (b) All of these contingent stock performance awards were granted pursuant to the Company's Restated 2003 Stock Incentive Performance Plan (the "2003 Plan"). These awards provide the recipients with the ability to earn shares of the Company's Common Stock based on the Company's achievement of stated cumulative diluted earnings per share (EPS), cumulative net revenue (Revenues) and average return on invested capital (ROIC) targets over a three-year period beginning at the beginning of fiscal 2018 and ending in December 2020 (the "Performance Period"). Each Stock Performance Award has a target number of shares of Common Stock associated with such award which may be earned by the recipient if the Company achieves the stated EPS, Revenues and ROIC targets set for the Performance Period. The grant date fair values for the contingent stock performance awards were based on the average of the high and low trading prices on the date of grant of these awards, which was \$87.97 per share on March 15, 2018.
- (c) All of these options were granted pursuant to the 2003 Plan. These options are non-qualified, were granted with an exercise price equal to the average of the high and low sales prices of the Company's common stock on the date of grant, and vest in equal annual installments over the first three anniversaries of the date of grant. Awards may be eligible for accelerated vesting in connection with a change-in-control or certain termination scenarios, as described more fully below under "Potential Payments Upon Termination or Change in Control".
- (d) All of these restricted share units were granted pursuant to the 2003 Plan. These units vest in three equal annual installments on the first three anniversaries of the date of grant, subject to the recipient remaining employed with the Company through the applicable vesting dates. Awards may be eligible for accelerated vesting in connection with a change-in-control or certain termination scenarios, as described more fully below under "Potential Payments Upon Termination or Change in Control". The grant date fair values for the restricted stock unit awards were based on the average of the high and low trading prices on the date of grant of these awards, which was \$98.10 per share on February 20, 2018.
- (e) The fair value of option grants for the NEOs were determined using standard application of the Black-Scholes option pricing model using the following weighted average assumptions: volatility 26.94%, dividend yield 2.57% and a risk-free interest rate of 2.65% based on an estimated option life of approximately 4.5 years. The fair value of option grants does not take into account risk factors such as non-transferability and limits on exercisability. In assessing the fair value of option grants indicated in the above table, it should be kept in mind that no matter what theoretical value is placed on an option on the date of grant, the ultimate value of the option is dependent on the market value of the Common Stock at a future date, and the extent if any, by which such market value exceeds the exercise price on the date of exercise.

Please see note 14 to the financial statements included in the Company's Annual Report on Form 10-K, for the year ended December 30, 2018, for a detailed discussion of the assumptions used in valuing these options and stock awards.



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The following table sets forth information for equity awards held by the named individuals as of the end of the Company's 2018 fiscal year.

**Outstanding Equity Awards at Fiscal Year-End**

Name	Option Awards					Stock Awards			Equity
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Exercisable Options (#)	Exercise Price (\$)	Expiration Date	Option	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Number of Unearned Shares, Units, or Other Rights That Have Not Vested (#)	Market or Payout Value of Unearned Shares, Units, or Other Rights That Have Not Vested (\$)(j)
<b>Brian Goldner</b>								38,085(a)	\$ 3,089,836
								34,160(b)	\$ 2,771,401
								34,404(c)	\$ 2,791,197
	317,306	0	\$ 47.21	4/23/2020					
	302,200	0	\$ 52.11	2/11/2021					
	210,378	0	\$ 61.77	2/10/2022					

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105,353	51,890(g)	\$ 74.42	2/22/2023
56,946	113,854(h)	\$ 98.80	2/20/2024
0	172,019(i)	\$ 98.10	2/19/2025

**John Frascotti**

				11,719(a)	\$ 950,762
				12,526(b)	\$ 1,016,234
				28,288(c)	\$ 2,295,005
				1,641(d)	\$ 133,134
				4,174(e)	\$ 338,637
				14,144(f)	\$ 1,147,503
21,878	0	\$ 61.77	2/10/2022		
17,425	8,581(g)	\$ 74.42	2/22/2023		
10,442	20,872(h)	\$ 98.80	2/20/2024		
0	70,719(i)	\$ 98.10	2/19/2025		

**Deborah Thomas**

				9,155(a)	\$ 742,745
				6,421(b)	\$ 520,936
				11,214(c)	\$ 909,792
				1,261(d)	\$ 102,305
				2,140(e)	\$ 173,618
				5,607(f)	\$ 454,896
7,168	0	\$ 52.11	2/11/2021		
14,000	0	\$ 61.77	2/10/2022		
0	6,798(g)	\$ 74.42	2/22/2023		
0	11,754(h)	\$ 98.80	2/20/2024		
0	28,033(i)	\$ 98.10	2/19/2025		

**Stephen Davis**

				10,254(a)	\$ 831,907
				6,731(b)	\$ 546,086
				8,054(c)	\$ 653,421
				1,435(d)	\$ 116,422
				2,242(e)	\$ 181,893
				4,027(f)	\$ 326,711
15,246	7,509(g)	\$ 74.42	2/22/2023		
6,792	13,578(h)	\$ 98.80	2/20/2024		
0	20,133(i)	\$ 98.10	2/19/2025		

**Wiebe Tinga**

					9,155(a)	\$	742,745
					6,579(b)	\$	533,754
					7,929(c)	\$	643,280
					999(d)	\$	81,049
					2,192(e)	\$	177,837
					3,965(f)	\$	321,680
20,700	0	\$	61.77	2/10/2022			
16,195	7,976(g)	\$	74.42	2/22/2023			
5,484	10,964(h)	\$	98.80	2/20/2024			
0	19,822(i)	\$	98.10	2/19/2025			

- (a) These contingent stock performance awards granted in February 2016 are reflected at 109% of the target number of shares.
- (b) These contingent stock performance awards granted in March 2017 are reflected at the target number of shares for such awards, even though the performance period will not end until December 2019 and there is no assurance that the targets amounts, or even the threshold amounts, will be earned under these awards.

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- (c) These contingent stock performance awards granted in March 2018 are reflected at the target number of shares for such awards, even though the performance period will not end until December 2020 and there is no assurance that the targets amounts, or even the threshold amounts, will be earned under these awards.
  - (d) Comprised of restricted stock units granted on February 23, 2016, of which one third vested on February 23, 2017, one third vested on February 23, 2018 and the remainder will vest on February 23, 2019, provided the recipient continues employment with the Company through the applicable vesting dates.
  - (e) Comprised of restricted stock units granted on February 21, 2017, of which one third vested on February 21, 2018 and the remainder will vest in two equal installments on February 21, 2019 and February 21, 2020, provided the recipient continues employment with the Company through the applicable vesting dates.
  - (f) Comprised of restricted stock units granted on February 20, 2018 which will vest in three equal installments on the first three anniversaries of the date of grant, provided the recipient continues employment with the Company through the applicable vesting dates.
  - (g) One third of these options vested on February 23, 2017, one third vested on February 23, 2018 and the remainder will vest of February 23, 2019, subject to the optionee's continued employment with the Company through those dates.
  - (h) One third of these options vested on February 21, 2018, and the remainder will vest in two equal installments on February 21, 2019 and February 21, 2020, subject to the optionee's continued employment with the Company through those dates.
  - (i) One third of these options will vest on each of February 20, 2020, February 20, 2021 and February 20, 2022, subject to the optionee's continued employment with the Company through those dates.
  - (j) The amounts were computed by multiplying the number of shares by the closing share price of \$81.13 on December 28, 2018, the last trading day of the Company's 2018 fiscal year.
- The following table sets forth information concerning aggregate option exercises, vesting of restricted stock and stock earned pursuant to contingent stock performance awards during the 2018 fiscal year for the Named Executive Officers. Contingent stock performance awards earned in February 2018 for the 2015-2017 performance period are reflected in the table below. Contingent stock performance awards earned in February 2019 for the 2016-2018 performance period are not reflected in this table and will be reflected in next year's table.

**Options Exercised and Stock Vested**



Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized On Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized On Vesting (\$)
Brian Goldner	408,164	\$ 25,263,624	90,220	\$ 8,853,289
John Frascotti	67,524	\$ 3,605,714	27,361	\$ 2,679,036
Deborah Thomas	19,683	\$ 376,474	24,765	\$ 2,424,157
Stephen Davis	23,270	\$ 922,851	27,387	\$ 2,680,708
Wiebe Tinga	20,674	\$ 1,015,709	24,452	\$ 2,393,911

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The following table sets forth information regarding each of the NEOs' years of credited service and accrued pension benefits with the Company under plans providing specified retirement payments and benefits, including tax-qualified defined benefit plans and supplemental executive retirement plans, but excluding tax-qualified defined contribution plans and non-qualified defined contribution plans. Information is provided as of the plans' measurement dates used for financial reporting purposes for the Company's 2018 fiscal year.

**Retirement Plan Annual Benefits and Payments**

Name	Plan Name	Number of	Present Value of		Payments During the Last Fiscal Year(\$)
		Years of credited Service (#)	Accumulated Benefit Payable at Normal Retirement (\$)(a)		
Brian Goldner	Qualified Plan	8.00	\$	187,599	\$ 0
	Supplemental Plan	8.00	\$	1,141,255	\$ 0
John Frascotti(b)	Qualified Plan	n/a		n/a	n/a
Deborah Thomas	Qualified Plan	9.00	\$	236,765	\$ 0
	Supplemental Plan	9.00	\$	118,381	\$ 0
Stephen Davis(b)	Qualified Plan	n/a		n/a	n/a
Wiebe Tinga(c)	Hasbro B.V. Pension Plan	23.17	\$	1,938,116	\$ 0

(a) The Present Value of Accumulated Benefit is the lump-sum value as of December 30, 2018 of the annual pension benefit earned as of December 30, 2018 payable under a plan for the executive's life beginning on the date in which the Named Executive Officer may commence an unreduced pension under the respective plan, reflecting credited service and five-year average compensation as of the plan freeze date of December 31, 2007 for the Pension and Supplemental Plans, and current statutory benefit and pay limits as applicable. Certain assumptions were used to determine the lump-sum values and are outlined below. These assumptions are consistent with those used for

financial statement purposes, except that the Named Executive Officer is assumed to continue to be employed until the assumed retirement age (i.e., there will be no assumed termination for any reason, including death or disability). The assumptions are as follows: (i) measurement date is December 30, 2018, (ii) in conjunction with the Pension Plan termination, it is assumed that 65% of participants will elect a lump sum payment and 35% will opt to have an annuity purchased on their behalf, while all Supplemental Plan benefits are payable as a lump sum only effective January 1, 2019, (iii) the lump sum amounts are based on interest rates as prescribed in Code Section 417(e)(3)(C) for the August, 2018 and the mortality table as prescribed by Code Section 417(e)(3)(C) as prescribed by the Secretary of the Treasury for payments made in 2019, (iv) annuity values are based on a 50%/50% blend of high quality corporate bond and US treasury rates as of December 30, 2018 and on average is approximately 3.3% and the RP-2018 mortality table with mortality improvements from the MP-2018 projection table, (v) the earliest unreduced retirement age is age 65 for the plans prior to the January 1, 2000 amendment, and age 55 for the plans following such amendment and (vi) all values are estimates only; actual benefits will be based on the selected retirement date.

(b) The Pension Plan was frozen prior to Mr. Frascotti and Mr. Davis joining the Company.

(c) For Mr. Tinga, the material assumptions used in determining the Present Value of Accumulated Benefit of the Netherlands Pension Plan benefits are (i) a discount rate of 1.80% (ii) for mortality (post-commencement) the AG Prognosetafel 2018 table, and (iii) assumed retirement at the earliest age to receive unreduced benefits, or age 65 for benefits accrued through December 31, 2014 and age 67 for benefits accrued after January 1, 2015. The assumptions used are consistent with those used for financial statement purposes, except that the Named Executive Officer is assumed to continue to be employed until the assumed retirement age. The Netherlands Pension Plan amounts are converted from Euros to U.S. dollars using a year-end exchange rate of 1 Euro equals \$1.144 USD.

### **Description of Pension Plans**

The Company sponsors the Hasbro, Inc. Pension Plan (the Pension Plan) and the Supplemental Benefit Plan (the Supplemental Plan) for substantially all of its U.S. employees. The Pension Plan provides funded, tax-qualified benefits subject to the limits on compensation and benefits applicable under the Internal Revenue Code. Except for John Frascotti, who joined the Company on January 21, 2008, and Stephen Davis who joined the Company on August 31, 2009, after the Pension Plan benefits had been frozen, and Wiebe Tinga, who participates in the Netherlands Pension Plan, all of the other NEOs participate in the Pension and Supplemental Plans.

The Company does not have a policy of granting any additional years of benefit service beyond the definition of benefit service within the plans identified above. A year of benefit service is earned for each year in which an employee completes at least 1,000 hours of service for the Company.

Benefits earned under the Pension Plan and the Supplemental Plan (Pension) were frozen effective December 31, 2007. Effective January 1, 2008, the Company amended its 401(k) Plan to include an additional annual Company contribution targeted at 3% of an employee's base salary and bonus, which is in addition to the

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pre-existing Company matching formula. In addition, for eligible employees meeting certain age and service requirements, there was an additional annual transition contribution ranging from 1% to 9% of the employees' base salary and bonus during the years 2008 through 2012. Annual contributions in excess of IRS limits are provided on a nonqualified plan basis in the Supplemental Plan (401(k)).

***U.S. Pension Plan***

Effective January 1, 2000, the Company amended the Pension Plan as part of an overall redesign of its retirement programs. The January 1, 2000 amendments to the Pension Plan implemented a number of changes. Among the significant changes, the amendments to the Pension Plan provided for a lump sum benefit or an annual benefit, both determined primarily on the basis of average compensation and actual years of service (previously years of service in excess of 30 years were excluded). Another aspect of the amendments made the benefits under the Pension Plan portable after five years of service with the Company.

Until January 1, 2007, employees working for the Company at the time of the January 1, 2000 amendments received the greater of the benefit provided by the unamended plan and the benefit provided by the amended plan. For such employees retiring on or after January 1, 2007, to compute their benefits the Company determines what the employee's benefits would have been under the Pension Plan, prior to the amendment, as of December 31, 2006. If the benefits under the Pension Plan, prior to the amendment, are higher than the benefits provided for such employee under the Pension Plan following the amendment, the employee's pension benefits are computed by adding the benefits accrued under the unamended plan, as of December 31, 2006, to the benefits accrued under the plan, as amended, for periods of service after January 1, 2007. For employees joining the Company after January 1, 2000, benefits will only be computed with respect to the Pension Plan as amended. Mr. Goldner was hired after January 1, 2000 and, therefore, is covered only by the amended Pension Plan.

Prior to the January 1, 2000 amendment the annual annuity under the Pension Plan was computed as follows: (I) (A) 50% of the person's five-year average compensation was reduced by (B) X% of the lesser of (i) the person's three-year average compensation and (ii) the person's social security covered compensation, and (II) the resulting amount was then multiplied by the ratio of years of benefit service (not to exceed 30) over 30. For purposes of computing benefits in this formula X equals: (i) 22.5 if the social security retirement age is 65, (ii) 21.0 if the social security retirement age is 66 and (iii) 19.5 if the social security retirement age is 67.

If benefits commenced prior to age 65, (A) and (B) above were adjusted separately for early commencement as follows: (A) is reduced by 4% per year until age 50 and on an actuarially equivalent basis thereafter and (B) is reduced 5/9th of 1% for the first 60 months commencement precedes social security retirement age and 5/18th of 1% for the next 60 months. Thereafter, (B) is reduced on an actuarially equivalent basis. In all cases, X above equals 22.5% for early commencement of benefits.

Following the January 1, 2000 amendment annual annuity benefits under the Pension Plan are computed as follows: (I) (A) 2/3 of 1% of the person's five-year average compensation is added to (B) 1/3 of 1% of the person's five-year average compensation in excess of the social security taxable wage base and the resulting amount is multiplied by (II) the person's years of benefit service. Under the amended plan, benefits commencing prior to age 55 are reduced 1/4th of 1% for each month commencement precedes age 55, with a maximum reduction of 75%.

For purposes of the computations set forth above under the Pension Plan, five-year average compensation equals the highest consecutive five years of compensation during the last ten years, while three-year average compensation equals the three most recent years during the same five-year period. Compensation includes salary, non-equity incentive plan payments and any additional cash bonus (in the year paid) as well as tax-qualified elective deferrals and

excludes equity-based compensation, sign-on or retention bonuses and other forms of non-cash compensation that may be taxable to the executive. Compensation is subject to the maximum limits imposed under the Code (which were \$225,000 for 2007, the last year that compensation was considered under the plan).

Participants may elect to receive benefits as a lump sum payment or one of the annuity forms of payment available under the Pension Plan. Because the plan provides for a lump sum payment, benefits may commence at any age after termination, once vested (generally after five years of benefit service). For early commencement, the comparison of benefits under the amended and unamended formulae is determined based on the reduced benefit under each formula at the commencement age.

As is noted in the description of Pension Plans set forth above, the benefits under this plan were frozen effective December 31, 2007. Effective April 16, 2018, the Hasbro Pension Plan was terminated. All regulatory approvals for the termination have been received and the distribution of benefits is anticipated during 2019.

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**Table of Contents*****Supplemental Plan (Pension)***

The Supplemental Plan provides benefits determined under the same benefit formula as the Pension Plan, but without regard to the compensation and benefit limits imposed by the Code. For determination of Supplemental Plan benefits, compensation deferred into the Non-qualified Deferred Compensation Plan is included in the year of deferral. Benefits under the Supplemental Plan are reduced by benefits payable under the Pension Plan. The Supplemental Plan benefits are not tax-qualified and are unfunded.

As is noted in the description of Pension Plans set forth above, the benefits under this plan were frozen effective December 31, 2007. Effective January 1, 2019, benefits provided under the terms of the Supplemental Plan (pension component) are paid as a lump sum. The election of annual benefit payments made prior to January 1, 2019 continue to be effective.

**Netherlands Pension Plan**

Mr. Tinga participates in the Hasbro B.V. Pension Plan in the Netherlands (the Netherlands Pension Plan). The Netherlands Pension Plan provides benefits to all employees in service of Hasbro B.V. that are at least 21 years of age. Upon becoming a member of the Netherlands Pension Plan on January 1, 1997, an additional payment was made to the plan granting Mr. Tinga an additional one year and two months of credited service, changing his credited service date to November 1, 1995.

Effective January 1, 2006, the plan was amended and became a career average pay plan with an annual accrual rate of 1.3% of Pension Base for each year of service. As of January 1, 2015, the plan was further amended, increasing the annual accrual rate to 1.47% of Pension Base for each year of service from January 1, 2015 to retirement. Accrued benefits were conditionally indexed each year for active employees. Increases of 2% were granted in each year through December 31, 2017, except in 2006 when there were no increases granted. Effective January 1, 2018 the plan was frozen with no future benefit accrual and no further indexation of accrued benefits.

Prior to the January 1, 2006 amendment, the plan was a final average pay plan with a formula equal to 1.25% of final average Pension Base per year of service. The final average pay benefits were frozen as of December 31, 2005, with indexation applied from this date as described above.

The Pension Base is defined as Pensionable Salary minus the Offset, where Pensionable Salary is 12 times fixed monthly salary plus holiday allowance plus 13th month salary and the Offset is equal to 100/70 times the state old age pension for a married person. Effective January 1, 2015, as a result of legislative changes in the Netherlands, the annual Pensionable Salary was capped. The cap for 2018 is EUR 105,075. Prior to this date Mr. Tinga's Pensionable Salary under the plan was not capped. Beginning in 2015, Mr. Tinga is eligible for a certain percentage (21.01% for 2018) of the amount by which his ending base salary is above the government mandated pension cap to compensate him for the loss of pension value as a result of legislative changes in the Netherlands which capped pensionable salary at 100,000 Euros in 2015. The percentage applied varies with age and is 17.85% until age 55, 21.01% from ages 55 up to 60, and 24.97% from ages 60 to 65. Mr. Tinga is required to pay all taxes on this annual cash payment. The annual make up payment is payable until the earlier of Mr. Tinga's termination of employment or age 65.

Credited service in the plan is defined as all years and completed months of service up to the date of retirement, with a maximum of 40 years (for participants who joined the plan prior to January 1, 2008) and 44 years for new participants. Effective January 1, 2015, the maximum credited service was increased to 42 years (for employees who joined the plan prior to January 1, 2008) and 46 years for participants who joined the plan after January 1, 2008. Participants joining the plan after January 1, 2008 with accrued pension benefits at a former employer can transfer

their pension benefits into the Netherlands Pension Plan and get additional benefits beyond the plan definition.

Effective January 1, 2015, as a result of legislative changes in the Netherlands, the normal retirement age of the plan changed to age 67. Prior to this date, the normal retirement age under the plan was age 65. The pension benefits accrued through December 31, 2014 are guaranteed as unreduced from age 65 and are actuarially increased for retirement after age 65. Plan members are eligible for early retirement from age 55; however benefits are reduced for early commencement and the participant must officially request early retirement six months before the desired retirement date.

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The following table provides information with respect to fiscal 2018 for each of the NEOs regarding defined contribution plans and other plans which provide for the deferral of compensation on a basis that is not tax-qualified.

**Non-Qualified Deferred Compensation and Other Deferred Compensation**

Name	Plan Name	Executive		Registrant		Aggregate	Withdrawals/ Distributions	Aggregate Balance at Last Fiscal Year End
		Contributions in Last Fiscal Year	Contributions in Last Fiscal Year	Aggregate Earnings in Last Fiscal Year	Aggregate Earnings in Last Fiscal Year			
		(\$)(a)	(\$)(a)	Fiscal Year	Fiscal Year	(\$)(b)	(\$)(b)	(\$)(c)
Brian Goldner	Nonqualified Deferred Compensation Plan	\$138,816				(\$105,222)		
	Supplemental Savings Plan		\$384,750			\$242,975		\$1,861,393 \$5,669,568
John Fraschetti	Nonqualified Deferred Compensation Plan	\$714,077				\$ 75,531	(\$159,142)	\$1,905,042
	Supplemental Savings Plan		\$146,042			\$ 38,371		\$ 996,865
Deborah Thomas	Nonqualified Deferred Compensation Plan					(\$ 34,250)		
	Supplemental Savings Plan		\$123,750			\$ 42,269		\$ 566,945 \$1,051,828



Stephen Davis	Nonqualified Deferred Compensation Plan Supplemental Savings Plan	\$104,850	\$ 38,130	\$ 944,732
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Wiebe Tinga  
Nonqualified Deferred Compensation Plan  
Supplemental Savings Plan

- (a) Both the executive and registrant contributions above are also disclosed in the preceding Summary Compensation Table as either salary, non-equity incentive plan compensation or under all other compensation, as applicable. Registrant contributions earned during 2018 and credited to the account during 2018 as well as executive contributions on amounts earned during 2018 but paid in 2019 are included in the table above.
- (b) The aggregate earnings(losses) in the last fiscal year include earnings(losses) on amounts deferred by the individual in years prior to fiscal 2018.
- (c) Includes registrant and executive contributions on amounts earned during 2018 but credited during 2019. In addition to the amounts contributed for 2018, the amounts below were reported as compensation in prior Summary Compensation Tables (Mr. Goldner has had his compensation for fiscal 2000 forward reported as a Named Executive Officer in the Company's previous proxy statements, Ms. Thomas had her compensation for fiscal 2009 forward reported as a Named Executive Officer, and Mr. Frascotti had his compensation for fiscal 2008 forward reported in the Company's proxy statements).

Brian Goldner	\$ 5,133,540
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John Frascotti	\$ 1,857,080
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Deborah Thomas	\$ 845,007
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Stephen Davis	\$ 125,775
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Wiebe Tinga	\$
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Amounts included in the Non-qualified Deferred Compensation table above consist of executive deferrals and registrant contributions under the Supplemental Plan and the Non-qualified Deferred Compensation Plan, each of which are described below.

***Supplemental Plan (401(k))***

Each of the Named Executive Officers other than Mr. Tinga participated in the Supplemental Plan. All registrant contributions reflected in the preceding table were allocated to the Supplemental Plan. Elective deferrals are not permitted under the Supplemental Plan. Account balances received interest at the rate of 4.80% per year for 2018. This rate reflects the 2018 return, less an allowance for certain expenses, paid by the insurance companies providing this corporate owned life insurance product to Hasbro. Matching contributions are fully vested at all times while the annual Company and transition contributions are subject to a 3-year vesting requirement, however remaining benefits are subject to forfeiture for violations of non-competition or confidentiality obligations or for termination due to certain criminal acts involving Company property. Benefits under the Supplemental Plan are payable as a lump sum upon termination of employment (including retirement and death), subject to a six-month waiting period under Code Section 409A, as applicable.

As is noted in the description of Pension Plans set forth in the preceding pages, effective January 1, 2008, this plan was expanded to include new program employer contributions in excess of IRS limits.

**Table of Contents*****Non-qualified Deferred Compensation Plan***

The Company's Non-qualified Deferred Compensation Plan is available to all of the Company's U.S. based employees who are at or above job level 7 and whose base compensation is equal to or greater than \$120,000 for 2018, including the Named Executive Officers. Participants may defer up to 75% of their base salary and 85% of the awards they are paid under the Company's non-equity incentive plans. Participant account balances are credited with earnings based on the participant's selection from the list of measurement funds offered in the plan. The fixed rate option was added to the plan effective July 21, 2009. The allocation of investments may be changed as often as daily, with the exception of the Hasbro Stock Fund and the fixed rate option. Selection of the Hasbro Stock Fund and the fixed rate option is made once per year and becomes effective the following January.

Rates of return earned (lost) by the Named Executive Officers are the same as the rates of return earned (lost) by other participants selecting the same investment choices. As such, the Company does not consider these rates of return to be above-market within the meaning of the rules of the United States Securities and Exchange Commission.

Generally, account balances under the plan may be paid as a lump sum or in installments over a five, ten or fifteen-year period following the termination of employment, except amounts designated as short-term payouts which are payable at a pre-selected date in the future. Account balances may be distributed prior to retirement in the event of a financial hardship, but not in excess of the amount needed to meet the hardship.

**Potential Payments Upon Termination or Change in Control**

The following table provides information as to the value of incremental payments and other benefits that would have been received by the NEOs upon a termination of their employment with the Company due to various types of situations, including upon a change in control of the Company, assuming such termination and change in control had taken place on December 28, 2018 (the last business day of the Company's 2018 fiscal year). The benefits reflect the closing price of the Company's Common Stock of \$81.13 on December 28, 2018, where appropriate. Following these tables is a narrative description of the plans and agreements pursuant to which these payments and benefits are payable.

In addition to the benefits detailed in the following tables, the NEOs are eligible to receive vested benefits under the Company's pension plans and deferred compensation plans, to the extent applicable, which are quantified in the preceding tables in this Proxy Statement, as well as benefits under stock options held by such executive officers which are vested and exercisable as of the date of their termination. In addition, the NEOs are eligible to participate in the Company's post-retirement life insurance program, which is available to all salaried employees.

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The NEOs would not receive any incremental payments or other benefits if they voluntarily resigned from the Company or were involuntarily terminated by the Company for cause.

Name	No Change in Control			Change in Control	
	Involuntary Termination(a)	Death or Disability	Retirement(b)	No Termination	Involuntary Termination connection with a change in control(c)
<b>Brian Goldner</b>					
Cash Severance	\$ 8,250,000	\$ 0	\$ 0	\$ 0	\$ 8,604,000
FY 2018 Bonus	\$ 1,166,375(g)	\$ 1,166,375(g)	\$ 0	\$ 0	\$ 1,166,375(g)
Pension	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Other Benefits	\$ 61,188	\$ 0	\$ 0	\$ 0	\$ 81,782
Accelerated Equity(e)	\$ 6,219,360	\$ 9,000,615	\$ 5,871,178	\$ 0	\$ 6,219,360
<b>Total Incremental Benefits</b>	\$ 15,696,923	\$ 10,166,990	\$ 5,871,178	\$ 0	\$ 16,071,517

<b>John Frascotti</b>					
Cash Severance	\$ 1,650,000	\$ 0	\$ 0	\$ 0	\$ 4,180,000
FY 2018 Bonus	\$ 386,107	\$ 386,107	\$ 0	\$ 0	\$ 0
Pension	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Other Benefits	\$ 66,336	\$ 0	\$ 0	\$ 0	\$ 40,594
Accelerated Equity(e)	\$ 3,057,231	\$ 3,114,810	\$ 3,057,231	\$ 0	\$ 4,070,555
<b>Total Incremental Benefits</b>	\$ 5,159,674	\$ 3,500,917	\$ 3,057,231	\$ 0	\$ 8,291,149

<b>Deborah Thomas</b>										
Cash Severance	\$	800,000	\$	0	\$	0	\$	0	\$	2,880,000
FY 2018 Bonus	\$	0	\$	0	\$	0	\$	0	\$	0
Pension	\$	0	\$	0	\$	0	\$	0	\$	0
Other Benefits	\$	25,207	\$	0	\$	0	\$	0	\$	25,207
Accelerated Equity(e)	\$	0	\$	1,773,731	\$	0	\$	0	\$	2,949,906
<b>Total Incremental Benefits</b>	\$	825,207	\$	1,773,731	\$	0	\$	0	\$	5,855,113

<b>Stephen Davis</b>										
Cash Severance	\$	790,000	\$	0	\$	0	\$	0	\$	2,765,000
FY 2018 Bonus	\$	0	\$	0	\$	0	\$	0	\$	0
Pension	\$	0	\$	0	\$	0	\$	0	\$	0
Other Benefits	\$	40,594	\$	0	\$	0	\$	0	\$	40,594
Accelerated Equity(e)	\$	0	\$	1,781,093	\$	1,730,708	\$	0	\$	2,706,825
<b>Total Incremental Benefits</b>	\$	830,594	\$	1,781,093	\$	1,730,708	\$	0	\$	5,512,419

<b>Wiebe Tinga</b>										
Cash Severance(f)	\$	3,952,713	\$	0	\$	0	\$	0	\$	2,595,185
FY 2018 Bonus	\$	0	\$	0	\$	0	\$	0	\$	0
Pension	\$	0	\$	0	\$	0	\$	0	\$	0
Other Benefits(d)	\$	75,000	\$	0	\$	0	\$	0	\$	121,546
Accelerated Equity(e)	\$	0	\$	1,645,905	\$	1,592,386	\$	0	\$	2,553,864
<b>Total Incremental Benefits</b>	\$	4,027,713	\$	1,645,905	\$	1,592,386	\$	0	\$	5,270,596

- (a) Involuntary Termination means termination by the Company without Cause, and for Mr. Goldner and Mr. Frascotti only, termination by the executive for Good Reason.
- (b) As of December 30, 2018, Messrs. Goldner, Frascotti, Davis and Tinga qualify for early retirement and accelerated vesting of a portion of their equity awards.
- (c) Involuntary Termination means termination by the Company without Cause or termination by the executive for Good Reason.
- (d) Under Mr. Tinga's employment agreement, should he be terminated involuntarily by the Company for reasons other than cause, the Company will pay for the most direct economy class airfare for himself and his partner to

return to their point of origin in The Netherlands. Additionally, the Company would provide for the shipping and transportation of all personal affects. The value of these costs has been estimated at \$75,000. Under a change in control, other benefits include the Company's cost of continued health and welfare benefits coverage and outplacement services.

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- (e) Includes the value of accelerated equity awards pursuant to the terms of the plan, award agreement or individual employment or change in control agreement, as applicable, and summarized below. For awards whose vesting is based on actual performance, the calculations assume a target level of performance is achieved.
- (f) Under Involuntary Termination, assumes Mr. Tinga is provided severance benefits under Dutch employment law standards. The value of Mr. Tinga's cash severance benefits have been converted from Euros to dollars at a computed exchange rate of 1 Euro equals \$1.144 on December 30, 2018.
- (g) Represents the amount Mr. Goldner would have been entitled to under his employment agreement for his annual management incentive bonus for 2018, prior to any adjustments to reflect performance against his individual objectives. In evaluating his performance, the Compensation Committee and the Board felt Mr. Goldner had done well in his management of the Company through a very disruptive business environment in 2018, and that Mr. Goldner played a key role in driving changes during 2018 that positioned the Company for long-term profitable growth in the future. However, Mr. Goldner approached the Committee and the Board and offered that in light of the Company's 2018 performance, he would like to forego any cash bonus for 2018 and have the Company use the funds that would otherwise have been paid to him to compensate key personnel within the Company who had performed very well during 2018, but for whom the cash incentive awards for 2018 would nonetheless be adversely impacted by the Company's financial performance. As such, Mr. Goldner was not paid any bonus under the annual incentive plan for 2018.

**Agreements and Arrangements Providing Post-Employment and Change in Control Benefits**

The Company provides post-employment benefits through broad-based programs as well as individual agreements for certain executives. Benefits provided through each of the following programs are summarized below and the value of these benefits in various situations is included in the preceding tables.

Hasbro Equity Incentive Plans

Hasbro Severance Benefit Plan

Employment Agreement with Brian Goldner

Employment Agreement with John Frascotti

Letter Agreement with Wiebe Tinga

Change in Control Severance Plan for Designated Senior Executives  
**Benefits Under Hasbro Equity Incentive Plans**

The executive officers of the Company and certain of the Company's other employees have received outstanding equity awards, in the form of stock options, restricted stock units and/or contingent stock performance awards, under the Restated 2003 Stock Incentive Performance Plan, as amended.

Unless modified by the individual employment agreements or equity grant agreements entered into between the Company and an executive officer, all equity awards (including stock options, restricted stock grants, deferred restricted stock units and contingent stock performance awards) under all of the Company's equity incentive plans are subject to the post-termination provisions which are summarized below, based on the type of termination or the occurrence of a change of control.

### *Effect of a Change of Control*

For option awards granted prior to January 1, 2013, upon a change in control, whether or not an executive officer's employment is terminated, all of such officer's options become immediately exercisable and will be canceled in exchange for payment in the amount of the difference between the highest price paid for a share of the Company's Common Stock in the transaction or series of transactions pursuant to which the Change of Control shall have occurred or, if higher, the highest reported sales price of a share of Common Stock during the sixty-day period immediately preceding the date of the Change of Control, and the exercise price of such options. This payment will be made in a lump sum in cash or shares of Common Stock, or a combination thereof, in the discretion of the Compensation Committee.

Option awards, shares of restricted stock, restricted stock units and the target number of shares subject to contingent stock performance awards granted on and after January 1, 2013, will vest upon a change in control only if the executive officer's employment is terminated by the Company without Cause, or by the executive for Good Reason, each as defined under the Restated 2003 Stock Incentive Performance Plan, as amended (the 2003 Plan) within twenty-four (24) months following a Change of Control, as defined under the 2003 Plan. If an award should vest in accordance with these terms, it is settled in a similar manner as described above for the respective award, but calculated as of the date of the executive's termination of employment based on the then fair market value of the stock.



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### ***Disability Termination***

If an executive officer's employment with the Company is terminated due to a permanent disability of such officer, then, except to the extent this treatment is modified in an individual officer's employment agreement, for such officer's outstanding equity awards: (i) all unvested stock option awards immediately vest and become exercisable for a period of one year following the date of such disability, (ii) a pro-rata portion, reflecting the portion of the total vesting period which has elapsed, of restricted stock unit awards immediately vest and (iii) outstanding contingent stock performance awards remain outstanding for the remainder of the performance period and at the end of the performance period the number of shares which would have been earned under the award is pro-rated based on the portion of the performance period prior to the officer's termination due to disability and such pro-rated number of shares is paid to the officer.

### ***Termination due to Death of an Officer***

If an executive officer's employment with the Company terminates due to the officer's death, then, except to the extent this treatment is modified in an individual officer's employment agreement, for such officer's outstanding equity awards (i) all unvested stock option awards immediately vest and become exercisable for a period of one year following the date of death or the appointment of the executor of such officer's estate, (ii) a pro-rata portion, reflecting the portion of the total vesting period which has elapsed, of restricted stock unit awards immediately vest and (iii) outstanding contingent stock performance awards are paid out based on the pro-rated portion of the performance period completed prior to the officer's death, with such pro-rated period applied to the target number of shares subject to such awards.

### ***Retirement***

Upon retirement of an executive officer, outstanding equity awards are treated in the following manner: (i) if the retirement qualifies as normal retirement, where the officer is 65 or older and has five or more years of service with the Company, all stock option awards vest and become exercisable for a period of one year following retirement, and (ii) if it qualifies as normal retirement or early retirement, a pro-rata portion, reflecting the portion of the total vesting period which has elapsed, of restricted stock unit awards immediately vest and unearned performance share awards remain outstanding for the remainder of the performance period and at the end of the period the number of shares which are actually earned are pro-rated for the portion of the performance period during which the officer was employed and such pro-rated portion is paid to the retired executive.

### ***Other Voluntary or Involuntary Terminations***

For all other terminations of employment of an executive officer, either voluntary or involuntary, except to the extent this treatment is modified in an individual officer's employment agreement or by action of the Compensation Committee, no additional vesting of equity awards occurs as a result of termination but (i) stock options that were currently exercisable prior to termination remain exercisable for a period of three months following the date of termination and (ii) all unvested restricted shares and stock units, and unearned contingent stock performance awards, are forfeited.

### **Hasbro Severance Benefit Plan**

The Company's Severance Benefits Plan provides for a basic level of severance benefits and a more substantial level of benefits, subject to the individual signing a severance agreement acceptable to the Company. These benefits are provided if the executive is terminated by the Company without cause. The benefits shown for Ms. Thomas, Mr. Davis and Mr. Tinga in the preceding tables assume that each officer signs an acceptable severance agreement. For Ms. Thomas and Mr. Davis the tables reflect the following benefits under the Company's Severance Benefits Plan: (i) continuation of base salary for a period equal to the greater of 2 weeks for each complete year of service with the Company or one year, (ii) continuation of Health & Welfare benefits for the same period including medical, dental, vision and life insurance, with the Company sharing the cost at the same rate as a similarly situated active employee and (iii) participation in an outplacement program. The amount shown in the tables above assumes one year of participation for each of these executives. However, benefits under the Company's Severance Benefits Plan cease upon re-employment of an executive, provided that if the individual notifies the Company of the new employment, the Company will provide a lump sum equal to 50% of the remaining severance pay as of the date of new employment. For Mr. Tinga, the table reflects the benefits he is entitled to under the Netherlands severance plan.

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### **Employment Agreement with Brian Goldner**

In recognition of Mr. Goldner's critical role in continuing the transformation of Hasbro into a global play and entertainment company and in formulating and executing Hasbro's future business strategies, effective on October 4, 2012 the Company entered into an Amended and Restated Employment Agreement with him. The Amended and Restated Employment Agreement replaced the Amended and Restated Employment Agreement, dated March 26, 2010, and the Change in Control Employment Agreement, dated March 18, 2000, as amended (together referred to as the Prior Agreements) previously in place between Mr. Goldner and the Company. The October 2012 Amended and Restated Employment Agreement was amended in August 2014, December 2016 and most recently in August 2018. For a description of the amendments to Mr. Goldner's employment agreement in August 2018 see page 39 of this Proxy Statement. As it is amended through the date of this Proxy Statement, the Amended and Restated Employment Agreement is referred to hereafter as the Amended Employment Agreement.

#### Term

The term of Mr. Goldner's employment under the Amended Employment Agreement runs through December 31, 2022.

#### Compensation

The Amended Employment Agreement provided that effective as of July 1, 2018 Mr. Goldner's annual base salary was increased from \$1,500,000 to \$1,600,000. Mr. Goldner is eligible to receive an annual management incentive plan bonus based on a target of one hundred and seventy-five percent (175%) of his earned base salary. In addition to the annual management incentive plan participation, the Amended Employment Agreement provided that for 2018 Mr. Goldner participated in Hasbro's long-term incentive programs with an annual long-term equity grant target level equal to 450% of his annualized base salary. Effective for 2019 and future years, Mr. Goldner is eligible to participate in Hasbro's long-term incentive programs with an annual long-term equity grant target level equal to 800% of his annualized base salary. The Amended Employment Agreement provides that Mr. Goldner's base salary, management incentive bonus target and long-term incentive target will be reviewed in accordance with the Company's compensation policies for senior executives and will be adjusted in the future to the extent, if any, deemed appropriate by the Compensation Committee of the Company's Board of Directors.

Under the Amended Employment Agreement:

Mr. Goldner is not eligible for any tax-gross ups with respect to excess parachute payments under Section 4999 and taxes and charges under Section 409A of the Internal Revenue Code;

there is no auto-renewal feature; and

all of Mr. Goldner's incentive-based compensation, both cash and equity-based incentive compensation is subject to the Company's Clawback Policy and to future clawback policies that apply to senior management of the Company.

[Ability to Engage in Other Activities](#)

Pursuant to the Amended Employment Agreement, during Mr. Goldner's employment with the Company, he may pursue, in any capacity outside his association with Hasbro, any business opportunity that is presented to him in a capacity outside his association with Hasbro, provided that (a) such business opportunity is undertaken on Mr. Goldner's own time, (b) his pursuit of and/or work on such business opportunity does not interfere in any material respect with the performance of his duties under the Amended Employment Agreement, (c) the business opportunity is not competitive with Hasbro's Core Business (as defined below), (d) Mr. Goldner has first offered the business opportunity to Hasbro following certain procedures, and (e) Hasbro has declined to opt to pursue such business opportunity itself.

[Post-Employment Restrictions](#)

The Amended Employment Agreement contains certain post-employment restrictions on Mr. Goldner, including:

a two-year non-competition provision which prohibits Mr. Goldner from engaging, in any geographical area in which Hasbro is doing business at the time of the termination of his employment, in Hasbro's Core Business; and

a two-year non-solicitation provision, providing that Mr. Goldner will not (a) solicit or recruit any employee of Hasbro to leave the Company or (b) solicit the business of any clients, customers or accounts of Hasbro.

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If Mr. Goldner violates these restrictions and does not cure such violation, the Amended Employment Agreement provides that he will forfeit and pay to Hasbro the Net Proceeds (as defined in the Amended Employment Agreement) obtained with respect to any unvested stock options, restricted stock units, contingent stock performance awards or other equity that had been accelerated in connection with the termination of his employment by Hasbro without Cause (as defined in the Amended Employment Agreement) or by Mr. Goldner for Good Reason (as defined in the Amended Employment Agreement).

Hasbro is a global play and entertainment company and its core business is defined under the Amended Employment Agreement as constituting the development, manufacturing, marketing, licensing, selling, distribution and/or other provision of (i) toys, (ii) games (including, without limitation, digital, mobile or online games), and/or (iii) other entertainment (including, without limitation, television, motion pictures, online content, streamed content and/or other forms of entertainment content), provided that in the case of this subsection (iii) only, the entertainment will be considered part of Hasbro's Core Business only if it is primarily directed at or marketed towards children or children and their families (the Core Business).

### **Treatment Following Various Terminations of Employment**

The Amended Employment Agreement provides for the following treatment upon various terminations of Mr. Goldner's employment with the Company.

**For Cause or Other than for Good Reason.** If Mr. Goldner's employment is terminated by the Company for Cause, or if Mr. Goldner terminates his employment for other than Good Reason, Hasbro will pay Mr. Goldner the compensation and benefits otherwise payable to him through the last day of his actual employment with Hasbro. All stock options, restricted stock units and contingent stock performance awards granted to Mr. Goldner will be treated as provided in the relevant grant agreements and plans, which currently provide that such awards will terminate, except that if Mr. Goldner retires he will receive a pro-rata portion of any shares of stock that are otherwise earned pursuant to his outstanding contingent stock performance awards at the time of his retirement.

**For Death or Disability.** If Mr. Goldner's employment is terminated by death or because of Disability (as defined in the Amended Employment Agreement), Hasbro shall pay to Mr. Goldner's estate or to Mr. Goldner, as the case may be, the compensation which would otherwise be payable up to the end of the month in which the termination of employment occurs, and Hasbro shall pay Mr. Goldner (or his estate, if applicable) an amount equal to the annual management incentive plan bonus that would have been otherwise payable for the fiscal year in which termination of employment occurs based on the actual performance of Hasbro for such year, multiplied by a fraction, the numerator of which is the number of days elapsed in the fiscal year of termination of employment through the date of such termination, and the denominator of which is 365 (the Pro-Rata Bonus).

All then unvested, unexpired stock options, restricted stock units, and contingent stock performance awards granted to Mr. Goldner will vest on death or Disability in accordance with the relevant agreements and plans, provided that if any such award consists of unvested contingent stock performance awards, Mr. Goldner would be entitled to the number of shares of common stock, if any, that would have been earned (had Mr. Goldner's employment not ended) based on achievement of the applicable targets during the full relevant performance period.

**Termination by Hasbro Without Cause or by Mr. Goldner for Good Reason.** If, prior to or more than two years following a Change in Control (as defined in the Amended Employment Agreement), Mr. Goldner's employment is terminated at the election of Hasbro without Cause, or at the election of Mr. Goldner for Good Reason, Mr. Goldner would be entitled to:

a severance amount equal to two (2) times his target cash compensation (base salary plus annual bonus) for the fiscal year immediately prior to the year in which termination occurs;

the Pro-Rata Bonus;

continuation of his then current level of life insurance and medical, dental and vision coverage, with Hasbro and Mr. Goldner sharing the cost on the same basis as it is shared on the last day of his employment, until the date Mr. Goldner commences new employment or two years from the effective date of termination, whichever is earlier; and

acceleration of the vesting of, and lapse of restrictions on, all unexpired, unvested stock options and time-based restricted stock units, such that said stock options and restricted stock units become fully vested as of the termination of Mr. Goldner's employment. In addition, to the extent Mr. Goldner is the holder of any

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equity award, he shall be entitled to the number of shares of common stock, if any, that would have been earned (had his employment not ended) based on achievement of the applicable targets during the full relevant performance period for such award, pro-rated by multiplying that number of shares by a fraction, the numerator of which is the number of days from the start of the performance period to the effective date of termination of employment, and the denominator of which is the total number of days in the applicable performance period. If, within two years following a Change in Control, Mr. Goldner's employment is terminated by Hasbro without Cause or by Mr. Goldner for Good Reason, Mr. Goldner shall be entitled to:

the sum of (1) his base salary through the date of termination to the extent not theretofore paid, (2) his annual bonus for the last fiscal year, to the extent not theretofore paid, (3) the product of (x) the Highest Annual Bonus (as defined in the Amended Employment Agreement), and (y) a fraction, the numerator of which is the number of days in the current fiscal year through his date of termination, and the denominator of which is 365, and (4) any compensation previously deferred by Mr. Goldner and any accrued vacation pay, in each case to the extent not theretofore paid;

a severance amount (the Change in Control Severance) equal to the product of (1) two and (2) the sum of (x) his Average Annual Salary (as defined in the Amended Employment Agreement) and (y) the greater of (A) the Highest Annual Bonus and (B) the Average Annual Bonus (as defined in the Amended Employment Agreement);

until such date that is three years following the Change in Control, or such longer period as any plan, program, practice or policy may provide, Hasbro will continue providing benefits to Mr. Goldner and/or his family at least equal to those which would have been provided to them if his employment had not been terminated in accordance with the most favorable plans, practices, programs or policies of Hasbro applicable generally to other peer executives and their families during the 90-day period immediately preceding the Change in Control or, if more favorable to Mr. Goldner and/or his family, as in effect generally at any time thereafter with respect to other peer executives of Hasbro and its affiliated companies and their families; and

acceleration of vesting of, and lapse of restrictions on, all unexpired, unvested stock options and time-based restricted stock units, such that said stock options and restricted stock units become fully vested as of the termination of Mr. Goldner's employment. In addition, to the extent Mr. Goldner is the holder of any performance award, he shall be entitled to the number of shares of common stock, if any, that would have been earned (had Mr. Goldner's employment not ended) based on achievement of the applicable performance targets during the full relevant performance periods, pro-rated by multiplying that number of shares by a fraction, the numerator of which is the number of days from the start of the performance period to the effective date of his termination of employment, and the denominator of which is the total number of days in the applicable performance period.

**Employment Agreement with John Frascotti**

On August 1, 2018, the Board promoted John A. Frascotti, President, to the position of President and Chief Operating Officer, and appointed him to Hasbro's Board of Directors. Mr. Frascotti continues to report to Brian Goldner, Chairman and Chief Executive Officer of Hasbro. In connection with Mr. Frascotti's promotion to President and Chief Operating Officer, Hasbro and Mr. Frascotti entered into an Employment Agreement (the Employment Agreement).

Term

The term of the Employment Agreement extends until March 31, 2021, unless earlier terminated in accordance with the provisions of the Employment Agreement.

Compensation

Pursuant to the Employment Agreement, effective August 1, 2018 Mr. Frascotti is paid an annual base salary of \$1,100,000 and, beginning with Hasbro's 2019 fiscal year, is entitled to an annual management incentive plan bonus with a target equal to 100% of his base salary. Mr. Frascotti is also eligible to receive awards under Hasbro's long-term equity incentive program with an annual target equal to 400% of Mr. Frascotti's base salary, beginning with Hasbro's 2019 fiscal year. Mr. Frascotti is entitled to participate in all benefit programs that Hasbro establishes and makes available to its senior officers, including group life insurance, short and long-term disability insurance, vacation, medical, dental, defined contribution and deferred compensation programs. All incentive compensation to which Mr. Frascotti is entitled is subject to Hasbro's Clawback Policy.



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**Table of Contents****Treatment Following Various Terminations of Employment**

Mr. Frascotti is eligible for severance in the event Hasbro terminates his employment without Cause (as defined in the Employment Agreement) or if Mr. Frascotti resigns for Good Reason (as defined in the Employment Agreement). If such termination occurs prior to or more than two years following a Change in Control (as defined in the Employment Agreement), Mr. Frascotti is eligible to receive payment of his then-current base salary for a period of 18 months following the date of termination, a prorated annual management incentive plan bonus, pro rata vesting of any restricted stock units and performance share awards, a one-year stock option exercise period for vested options, and certain premium payments by Hasbro for continued medical and dental insurance under COBRA for up to 18 months from the effective date of termination. If such termination occurs within two years following a Change in Control, Mr. Frascotti is eligible to receive a lump sum payment equal to two times his then-current base salary, a lump sum payment equal to two times his annual management incentive plan bonus, certain premium payments by Hasbro for continued medical and dental insurance under COBRA for up to 12 months from the effective date of termination, and accelerated vesting of (and lapse of restrictions on) all unexpired, unvested stock options, performance share awards and time-based restricted stock units.

Following expiration of the term of the Employment Agreement, if (i) Hasbro does not offer in writing to extend the term for at least an additional year on terms and conditions at least as favorable as those set forth in the Employment Agreement or (ii) the parties cannot otherwise mutually agree upon the terms of an agreement for Mr. Frascotti to remain employed with Hasbro, then Mr. Frascotti is eligible to receive payment of his then-current base salary for a period of 12 months following the date of termination of employment and certain premium payments by Hasbro for continued medical and dental insurance under COBRA for up to 12 months from the effective date of termination.

If Mr. Frascotti's employment terminates by reason of his death or Disability (as defined in the Employment Agreement), Mr. Frascotti (or his estate) is entitled to receive a prorated portion of Mr. Frascotti's annual management incentive plan bonus, become vested in a pro rata portion of any unvested restricted stock units, become vested in a pro-rata portion of performance share awards, and receive accelerated vesting of all unexpired, unvested stock options and a one-year stock option exercise period.

If Mr. Frascotti's employment is terminated by Hasbro for Cause, or if Mr. Frascotti terminates his employment for other than Good Reason, Hasbro will pay Mr. Frascotti the compensation and benefits otherwise payable to him through the last day of his actual employment with Hasbro. All stock options, restricted stock units and contingent performance stock performance awards granted to Mr. Frascotti will be treated as provided in the relevant grant agreements and plans.

**Post-Employment Restrictions**

The Employment Agreement contains certain post-employment restrictions on Mr. Frascotti, including:

- i. a non-competition provision that prohibits Mr. Frascotti from engaging, in any geographical area in which Hasbro or any of its affiliates is doing business or has done business at the time of the termination of his employment, in any business which is competitive with the business of Hasbro as it exists at the time of termination of Mr. Frascotti's employment, and
- ii.

a non-solicitation provision that prohibits Mr. Frascotti from (a) soliciting or recruiting any employee of Hasbro or any of its affiliates to leave Hasbro or any of its affiliates or (b) soliciting the business of any actual or prospective clients, customers or accounts of Hasbro or any of its affiliates.

The duration of the post-employment restrictions is for a one-year period, unless Mr. Frascotti is terminated without Cause or resigns for Good Reason, in which case the restrictions are for a two-year period if the termination occurs within two years following a Change in Control, and for an eighteen-month period if the termination occurs prior to or more than two years following a Change in Control. If Mr. Frascotti violates the post-employment restrictions and does not cure such violation, he will forfeit and pay to Hasbro the Net Proceeds (as defined in the Employment Agreement) obtained with respect to any unvested stock options, restricted stock units, contingent stock performance awards or other equity that has been accelerated in connection with the termination of his employment by Hasbro without Cause or by Mr. Frascotti for Good Reason.

#### **Letter Agreement with Wiebe Tinga**

Mr. Tinga is party to a letter agreement with the Company governing his employment. Mr. Tinga is an employee of Hasbro International, Inc. and pursuant to the letter agreement is seconded from the Netherlands to Hasbro, Inc. in the U.S. (80%) and Hasbro SA in Switzerland (20%). The letter agreement provides that Mr. Tinga is eligible to participate in the Company's 2014 Senior Management Annual Performance Plan with a target bonus of 70% of his earned base salary. Beginning in 2018, Mr. Tinga's annual target bonus is raised to 75% of his

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earned base salary. Mr. Tinga is also eligible to participate in the Company's equity compensation plans for executive officers with an annual target award equal to 200% of base salary.

Mr. Tinga participates in the Netherlands Pension Plan which is described beginning on page 52 of this Proxy Statement. In addition, beginning in 2015, Mr. Tinga is eligible for an annual cash payment for a certain percentage (21.01% for 2018) of the amount by which his ending base salary is above the government mandated pension cap (105,075 Euros for 2018) to compensate him for the loss of pension value as a result of legislative changes in the Netherlands which capped pensionable salary at 100,000 Euros in 2015. The percentage applied varies with age and is 17.85% until age 55, 21.01% from ages 55 up to 60, and 24.97% from ages 60 to 65.

Mr. Tinga is required to pay all taxes on this annual cash payment. The annual make up payment is payable until the earlier of Mr. Tinga's termination of employment or age 65.

Finally, under a tax protection agreement, Mr. Tinga pays all US taxes related to his compensation, and Hasbro is responsible for incremental social taxes related to his secondment to Hasbro SA.

## **Change in Control Severance Plan for Designated Senior Executives**

In 2011 the Company adopted the Hasbro, Inc. Change in Control Severance Plan for Designated Senior Executives (the "Plan"). Participants in the Plan include Ms. Thomas, Mr. Frascotti, Mr. Davis and Mr. Tinga. Under the Plan, if a Change in Control (as defined in the Plan) occurs and the covered executive's employment is terminated by the Company without Cause (as defined in the Plan) or the covered executive resigns from the Company with Good Reason (as defined in the Plan) in the 24 month period following the Change in Control, the covered executive will be entitled to the following payments and benefits: (A) two times (i) the sum of the covered executive's annual base salary in effect on the date of termination (or, if higher, immediately preceding the Change in Control) and (ii) the percentage of earned salary which constitutes the target bonus for the covered executive assuming target Company performance under the annual incentive plan in place at the time of termination, and (B) payment by the Company of the employer and employee premiums for continued health coverage for the covered executive and his/her covered dependents for the shorter of 12 months following cessation of employment and the period for which the individuals are eligible for and elect such coverage.

The annual base salary and target bonus payouts will be reduced by an amount equal to the total of severance payments to which the covered executive is entitled to receive or will receive under any other severance plan, policy or individual agreement applicable to the covered executive's employment termination. The severance payments and benefits above are subject to the covered executive complying with a non-competition covenant, which is effective while the covered executive is employed by the Company and for a period of 18 months after the covered executive's employment ends, regardless of the reason for the termination of employment. The Plan does not provide for any tax gross-ups and does not provide benefits to the executive unless their employment with the Company is terminated.

## **CEO Pay Ratio**

We are providing the following disclosure in accordance with the requirement of Section 402(u) of Regulation S-K promulgated by the Securities and Exchange Commissions (the "SEC rules"). As is permitted under the SEC rules, to determine our median employee, we chose base salary as our consistently applied compensation measure. Our global

population was 5,729 employees as of our December 30, 2018 determination date. We selected an employee with a base salary at the median of our global population of employees (excluding the CEO). We determined that person's total compensation (as would be computed for purposes of the Summary Compensation Table) was \$66,893. The 2018 total compensation for our CEO, as shown in our Summary Compensation Table on page 57, was \$8,499,623. As a result, our estimate of the ratio of CEO pay to median employee pay is 127:1.

This ratio is a reasonable estimate calculated using a methodology consistent with the SEC rules, as described above. As the SEC rules allow for companies to adopt a wide range of methodologies, to apply country exclusions and to make reasonable estimates and assumptions that reflect their compensation practices to identify the median employee and calculate the CEO pay ratio, the pay ratios reported by other companies may not be comparable to the pay ratio reported above.

### **Compensation Committee Interlocks and Insider Participation**

The members of the Compensation Committee of the Board as of the 2018 fiscal year end were Edward Philip (Chair), Kenneth Bronfin, Crispin Davis, Lisa Gersh and Linda Zecher. None of the members of the Compensation Committee during fiscal 2018 had at any time been an officer or employee of the Company or of any of its subsidiaries. No executive officer of the Company served as a member of the compensation committee or board of directors of any other entity which had an executive officer serving as a member of the Company's Board or Compensation Committee during fiscal 2018.

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**SHAREHOLDER ADVISORY VOTE ON COMPENSATION FOR NAMED EXECUTIVE OFFICERS  
(Proposal No. 2)**

Pursuant to Section 14A of the Exchange Act, we are seeking shareholder approval for the compensation of our Named Executive Officers, as such compensation is described in this Proxy Statement under the headings

Compensation Discussion and Analysis beginning on page 30, and Executive Compensation beginning on page 57. Shareholders are urged to carefully review the Compensation Discussion and Analysis and Executive Compensation sections of this Proxy Statement.

Shareholders are being asked to vote on the following advisory resolution:

**RESOLVED**, that the shareholders of Hasbro, Inc. approve, on an advisory basis, the compensation of the Company's Named Executive Officers, as such compensation is disclosed pursuant to the rules of the Securities and Exchange Commission in this Proxy Statement under the headings Compensation Discussion and Analysis and Executive Compensation .

At our 2017 Annual Meeting we recommended to our shareholders that we have an annual advisory vote on the compensation of our Named Executive Officers. The recommendation of having this vote annually was overwhelmingly supported by our shareholders, with 91% of the shares voted on that proposal indicating they supported an annual vote. In keeping with the expressed interests of our shareholders, we plan to submit annual advisory votes to our shareholders.

Hasbro has engaged regularly with our shareholders on governance and compensation matters for several years. We do this as part of our commitment to be responsive to shareholders and to ensure that our actions are informed by the viewpoints of you, our investors. The views expressed by our shareholders on our executive compensation programs are carefully considered by the Compensation Committee and the full Board of Directors as they design our compensation programs. Feedback from our investors is taken into account by our Committee in structuring our executive compensation program. At our 2016, 2017 and 2018 Annual Meetings approximately 97.4%, 98.1% and 96.8% respectively of the shares voting approved the compensation of our Named Executive Officers.

We have designed our compensation programs for our Named Executive Officers in the way we believe enables the Company to attract and retain top executive talent, maximizes the performance of those executives in furthering the objectives of the Company, aligns our realized executive compensation with the Company's performance in meeting its financial and strategic objectives and with the delivery of total shareholder return, and promotes the creation of long-term shareholder value, all while containing the cost of the executive compensation program to a level the Compensation Committee believes is reasonable and appropriate. To further these objectives, the vast majority of the compensation opportunity for our Named Executive Officers is tied to achievement of Company performance targets which are based upon our Board approved operating and strategic plans and/or to increases in the value of our stock. We design our executive compensation program in the way we believe best promotes the interests of you, our shareholders and we are committed to being responsive to the views of our shareholders on our compensation programs and governance practices.

***Approval***

Although the vote is non-binding, the Board of Directors and Compensation Committee of the Company will carefully consider the results of this vote in connection with their ongoing evaluation, and establishment, of the Company's compensation arrangements and programs for the Company's Named Executive Officers.

The affirmative vote of a majority of the shares of Common Stock present (in person or by proxy) and entitled to vote at the Meeting on this shareholder advisory vote is required for approval of the resolution. Abstentions are considered shares entitled to vote on the proposal and as such abstentions are the equivalent of a vote against the proposal. In contrast, broker non-votes are not counted as present and entitled to vote on the proposal for purposes of determining if the proposal receives an affirmative vote of a majority of the shares present and entitled to vote.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR ADVISORY APPROVAL OF THE COMPANY S COMPENSATION FOR ITS NAMED EXECUTIVE OFFICERS.**

**Table of Contents****COMPENSATION OF DIRECTORS**

The following table sets forth information concerning compensation of the Company's directors for fiscal 2018. Mr. Goldner, the Company's Chairman and Chief Executive Officer, and Mr. Frascotti, the Company's President and Chief Operating Officer, served on the Board during fiscal 2018. However, neither Mr. Goldner nor Mr. Frascotti received any compensation for their Board service in fiscal 2018 beyond their compensation as officers of the Company.

Name	Fees Earned or Paid in Cash(a)	Stock Awards (b)(c)	Option Awards (b)(c)	Change in Pension Value and Non-qualified Deferred Compensation Earnings	All Other Compensation (a)	Total
Kenneth A. Bronfin	\$158,616	\$160,000	\$0	N/A	\$83,458	\$402,074
Michael R. Burns	\$110,000	\$160,000	\$0	N/A	\$5,000	\$275,000
Hope F. Cochran	\$142,500	\$160,000	\$0	N/A	\$5,000	\$307,500
Crispin H. Davis	\$0	\$289,285	\$0	N/A	\$20,975	\$310,260
Lisa Gersh	\$0	\$303,035	\$0	N/A	\$100,780	\$403,815

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Alan G. Hassenfeld	\$107,198	\$160,000	\$0	N/A	\$63,733	\$330,931
Tracy A. Leinbach	\$135,000	\$160,000	\$0	N/A	\$30,507	\$325,507
Edward M. Philip	\$172,500	\$160,000	\$0	N/A	\$217,575	\$550,075
Richard S. Stoddart	\$0	\$308,565	\$0	N/A	\$45,519	\$354,084
Mary Beth West	\$124,031	\$160,000	\$0	N/A	\$0	\$284,031
Linda K. Zecher	\$0	\$308,202	\$0	N/A	\$41,636	\$349,838

(a) Includes amounts which are deferred by directors into the interest account under the Deferred Compensation Plan for Non-Employee Directors, as well as interest earned by directors on existing balances in the interest account. Does not include the amount of cash retainer payments deferred by the director into the stock unit account under the Deferred Compensation Plan for Non-Employee Directors, which amounts are reflected in the Stock Awards column.

(b) Please see note 14 to the financial statements included in the Company's Annual Report on Form 10-K, for the year ended December 30, 2018, for a detailed discussion of the assumptions used in valuing stock and option awards.

In addition to reflecting the grant date fair value for stock awards made to the directors (this expense for the director stock award in 2018 was \$160,000 per director continuing service on the Board), the stock awards column also includes, to the extent applicable, the (i) amount of cash retainer payments deferred by the director into the stock unit account under the Deferred Compensation Plan for Non-Employee Directors and (ii) a 10% matching contribution which the Company makes to a director's account under the Deferred Compensation Plan for Non-Employee Directors on all amounts deferred by such director into the Company's stock unit account under that plan.

No options were granted to any of the non-employee directors in 2018.

(c)



The non-employee directors who were serving on the Board at that time held the following outstanding stock and option awards as of December 30, 2018.

Name	Outstanding Option Awards	Outstanding Stock Awards
Kenneth A. Bronfin	0	27,404
Michael R. Burns	0	0
Hope F. Cochran	0	0
Crispin H. Davis	0	5,543
Lisa Gersh	0	21,479
Alan G. Hassenfeld	0	26,326
Tracy A. Leinbach	0	10,369
Edward M. Philip	0	36,753

Richard S. Stoddart	0	9,403
Mary Beth West	0	0
Linda K. Zecher	0	8,563

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The outstanding stock awards consist of the non-employee director stock grants made in May of 2006 (4,769 shares), May of 2007 (2,775 shares), May of 2008 (3,033 shares), May of 2009 (4,619 shares), May of 2010 (2,994 shares), May of 2011 (2,726 shares), May of 2012 (3,660 shares), May of 2013 (2,774 shares), May of 2014 (2,417 shares), May of 2015 (2,004 shares), May of 2016 (1,716 shares), May of 2017 (1,461 shares) and May of 2018 (1,805 shares) to the extent that the director elected to defer the receipt of any such shares until his or her retirement from the Board. To the extent a director did not defer the stock award, it is not included in the table and the shares have already been issued to the director. Each director was given the option, prior to the beginning of the year of grant, to receive the shares subject to the upcoming annual grant either at the time of grant, or to defer receipt of the shares until he or she retires from the Board.

- (d) Comprises (i) deemed dividends which are paid on outstanding balances in stock unit accounts under the Deferred Plan and (ii) deemed dividends paid on annual stock awards which have been deferred. Balances deferred by directors into the stock unit account track the performance of the Company's common stock. Also includes the Company's matching charitable contribution of up to \$5,000 per director per fiscal year. An aggregate of \$35,000 was paid by the Company in fiscal 2018 in director matching contributions.

**Current Director Compensation Arrangements**

In structuring the Company's director compensation, the Nominating, Governance and Social Responsibility Committee seeks to attract and retain talented directors who will contribute significantly to the Company, fairly compensate directors for their work on behalf of the Company and align the interests of directors with those of stockholders. As part of its review of director compensation, the Nominating, Governance and Social Responsibility Committee reviews external director compensation market studies to assure that director compensation is set at reasonable levels which are commensurate with those prevailing at other similar companies and that the structure of the Company's non-employee director compensation programs is effective in attracting and retaining highly qualified directors.

All members of the Board who are not otherwise employed by the Company ( non-employee directors ) receive annual cash retainers for service on the Board and its committees. Below is a summary of the cash retainers for service in 2018.

<b>Annual Retainers</b>	<b>Amount (\$)</b>
Annual Base Board Retainer	\$95,000
Annual Retainers (in addition to Annual Base Board Retainer)	
Lead Independent Director	\$35,000
Chair of Audit Committee	\$40,000
Chair of Compensation Committee	\$35,000
Chair of Finance Committee	\$30,000
Chair of Nominating, Governance and Social Responsibility Committee	\$20,000
Chair of Cybersecurity and Data Privacy Committee	\$20,000
Audit Committee Member (other than Chair)	\$20,000
Compensation Committee Member (other than Chair)	\$15,000
Finance Committee (other than Chair)	\$7,500
Nominating, Governance and Social Responsibility Committee (other than Chair)	\$7,500
Cybersecurity and Data Privacy Committee (other than Chair)	\$7,500

No meeting fees were paid for attendance at meetings of the full Board or committees.

In May of every year, the Company anticipates issuing to each non-employee director that number of shares of Common Stock which have a set fair market value (based on the fair market value of the Common Stock on the date of grant). In fiscal 2018, the director stock grants had grant date fair market values of \$160,000. These shares are immediately vested, but the Board has adopted stock ownership guidelines which mandate that Board members may not sell any shares of the Company's Common Stock which they hold, including shares which are obtained as part of this yearly stock grant, until they own shares of Common Stock with an aggregate market value equal to at least \$475,000 (which is equivalent to five times the annual Board retainer). Board members are permitted to sell shares of Common Stock they hold with a value in excess of \$475,000, as long as they continue to hold at least \$475,000 worth of Common Stock. Pursuant to the Deferred Compensation Plan for non-employee directors (the Deferred Plan), which is unfunded, non-employee directors may defer some or all of the annual Board retainer and meeting fees into a stock unit account, the value of each unit initially being equal to the fair market value of one share of Common Stock as of the end of the quarter in which the

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compensation being deferred would otherwise be payable. Stock units increase or decrease in value based on the fair market value of the Common Stock. In addition, an amount equal to the dividends paid on an equivalent number of shares of Common Stock is credited to each non-employee director's stock unit account as of the end of the quarter in which the dividend was paid. Non-employee directors may also defer any portion of their retainer and/or meeting fees into an interest account under the Deferred Plan, which bears interest at the five-year treasury rate.

The Company makes a deemed matching contribution to a director's stock unit account under the Deferred Plan equal to 10% of the amount deferred by the director into the stock unit account, with one-half of such Company contribution vesting on December 31st of the calendar year in which the deferred compensation otherwise would have been paid and one-half on the next December 31st, provided that the participant remains a director on such vesting date. Unvested Company contributions will automatically vest on death, total disability or retirement by the director at or after age seventy-two. Compensation deferred under the Deferred Plan, whether in the stock unit account or the interest account, will be paid out in cash after termination of service as a director. Directors may elect that compensation so deferred be paid out in a lump sum or in up to ten annual installments, commencing either in the quarter following, or in the January following, the quarter in which service as a director terminates.

The Company also offers a matching gift program for its Board members pursuant to which the Company will match charitable contributions, up to a maximum yearly Company match of \$5,000, made by Board members to qualifying non-profit organizations and academic institutions.

***Former Director Compensation Arrangements In Which Certain Directors Participate or Under Which Directors Previously Received Awards***

Under the Hasbro, Inc. Retirement Plan for Directors (the Retirement Plan), which is unfunded, each non-employee director who was serving on the Board prior to May 13, 2003 (and who was not otherwise eligible for benefits under the Company's Pension Plan), has attained the age of sixty-five and completed five years of service on the Board was entitled to receive, beginning at age seventy-two, an annual benefit equal to the annual retainer payable to directors during the year in which the director retires (which does not include the fees paid to directors for attendance at meetings). If a director retires on or after the director's seventy-second birthday, the annual benefit continues for the life of the director. If a director retires between the ages of sixty-five and seventy-two, the number of annual payments will not exceed the retired director's years of service. Upon a Change of Control, as defined in the Retirement Plan, participating directors and retired directors are entitled to lump-sum payments equal to the present value of their benefits under the Retirement Plan.

Directors appointed to the Board on or after May 14, 2003, the date that the Company's shareholders approved the Company's former 2003 Stock Option Plan for Non-Employee Directors (the 2003 Director Plan) were not eligible to participate in the Retirement Plan, and automatically participated in the 2003 Director Plan prior to its termination on December 31, 2005. The benefits of the 2003 Director Plan replaced the benefits of both the Retirement Plan and the Company's previous 1994 Stock Option Plan for Non-Employee Directors (the 1994 Director Plan). Non-employee directors who were serving on the Board prior to May 13, 2003, and thus were participating in the Retirement Plan, and who were not scheduled to retire at the end of their current term in office as of the time of approval by shareholders of the 2003 Director Plan, were given the opportunity to elect to participate in the 2003 Director Plan effective on either May 14, 2003, May 1, 2004, May 1, 2005 or May 1, 2006. Directors who were serving on the Board prior to May 13, 2003 and who did not elect to participate in 2003 Director Plan on one of these dates continued to participate in the Retirement Plan in accordance with its terms. Directors serving as of May 13, 2003 who elected to participate in the 2003 Director Plan stopped accruing further years of service under the Retirement Plan and did not have their benefits under the Retirement Plan adjusted for changes in the annual retainer following the effective date of their participation in the 2003 Director Plan.

The Company's 2003 Director Plan, which was approved by the Company's shareholders at the 2003 Annual Meeting of Shareholders (the 2003 Meeting), replaced the benefits of the Retirement Plan and the 1994 Director Plan. The 2003 Director Plan was cancelled effective December 31, 2005 and no further grants are being made under the 2003 Director Plan, provided, however, that options previously granted under the 2003 Director Plan continue in effect in accordance with their terms.

Table of Contents**EQUITY COMPENSATION PLANS**

The following table summarizes information, as of December 30, 2018, relating to equity compensation plans of the Company pursuant to which grants of options, restricted stock, restricted stock units, performance shares or other rights to acquire shares may be granted from time to time.

**Equity Compensation Plan Information**

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)(3)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column(a)) (c)
Equity compensation plans approved by shareholders(1)	3,581,842(2)	\$74.78	4,912,712(4)
Equity compensation plans not approved by shareholders	0		0
<b>Total</b>	<b>3,581,842(2)</b>	<b>\$74.78</b>	<b>4,912,712(4)</b>

(1) The only shareholder approved plan which was in effect as of December 30, 2018 was the Company's Restated 2003 Stock Incentive Performance Plan, as amended (the "2003 Plan").

The 2003 Stock Option Plan for Non-Employee Directors (the 2003 Director Plan ) was terminated effective as of December 31, 2005. Although no further awards may be made under the 2003 Director Plan, awards outstanding at the time of plan termination continue in effect in accordance with the terms of the award.

Included in shares which may be issued pursuant to outstanding awards is the target number of shares subject to outstanding contingent stock performance awards under the 2003 Plan. The actual number of shares, if any, which will be issued pursuant to these awards may be higher or lower than this target number based upon the Company's achievement of the applicable performance goals over the performance periods specified in these awards. Also included in shares to be issued pursuant to outstanding awards are shares granted to outside directors in May of 2006 through 2018 (as part of the yearly equity grant to outside directors) to the extent that such directors deferred receipt of those shares until they retire from the Board.

- (2) Comprised of 2,309,777 shares subject to outstanding option awards, 634,726 shares subject to outstanding contingent stock performance awards (reflecting such awards at their actual payout percentage for those awards where the performance period has been completed and target numbers for those awards where the performance period has not been completed), 491,499 shares subject to outstanding restricted stock unit awards and 145,840 shares subject to deferred stock awards.
- (3) The weighted average exercise price of outstanding options, warrants and rights excludes restricted stock units and performance-based stock awards, which do not have an exercise price.
- (4) All such shares are eligible for issuance as contingent stock performance awards, restricted stock or deferred restricted stock, or other stock awards under the 2003 Plan.



**Table of Contents****VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF*****Security Ownership of Certain Beneficial Owners***

The following table sets forth information, as of March 6, 2019 (except as noted), with respect to the ownership of the Common Stock (the only class of outstanding equity securities of the Company) by certain persons known by the Company to be the beneficial owners of more than 5% of such stock. There were 126,110,861 shares of Common Stock outstanding on March 6, 2019.

<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Class</b>
The Vanguard Group ( Vanguard ) (1) 100 Vanguard Boulevard  Malvern, Pennsylvania 19355	13,548,623	10.7%
Capital Research Global Investors (2) 33 South Hope Street  Los Angeles, CA 90071	13,329,717	10.6%
Alan G. Hassenfeld (3) Hassenfeld Family Initiatives LLC  101 Dyer Street, Suite 401  Providence, Rhode Island 02903	8,529,781	6.8%
BlackRock, Inc. ( BlackRock ) (4) 55 East 52 <sup>nd</sup> Street  New York, New York 10055	8,343,804	6.6%

(1) Includes 143,350 shares over which Vanguard has sole power to vote or to direct the vote, 38,982 shares over which Vanguard shares voting power, 13,368,605 shares over which Vanguard has sole power to dispose or direct

the disposition, and 180,018 shares over which Vanguard shares the power to dispose or direct the disposition. This information is based solely upon a review of the Schedule 13G reports or related amendments filed with the Securities and Exchange Commission with respect to holdings of the Company's Common Stock as of December 31, 2018.

- (2) Capital Research Global Investors holds more than 5% of the outstanding Common Stock of the Company on behalf of The Investment Company of America, a client of Capital Research Global Investors. This information is based solely upon a review of the Schedule 13G reports or related amendments filed with the Securities and Exchange Commission with respect to holdings of the Company's Common Stock as of December 31, 2018.
- (3) Includes 2,857,831 shares held as one of the trustees of trusts for the benefit of family members and/or Mr. Hassenfeld, 4,993,064 shares held as sole trustee of trusts for Mr. Hassenfeld's benefit and 26,326 shares the receipt of which is deferred until Mr. Hassenfeld retires from the Board. Also includes 647,941 shares owned by The Hassenfeld Foundation, of which Mr. Hassenfeld is an officer and one of the directors. Mr. Hassenfeld disclaims beneficial ownership of all shares except to the extent of his proportionate pecuniary interest therein. This information is based upon information furnished by the shareholder or contained in filings made with the Securities and Exchange Commission.
- (4) BlackRock has sole power to vote or to direct the vote of 7,261,058 shares and sole power to dispose or direct the disposition of all 8,343,804 shares. This information is based solely upon a review of the Schedule 13G reports or related amendments filed with the Securities and Exchange Commission with respect to holdings of the Company's Common Stock as of December 31, 2018.

**Table of Contents*****Security Ownership of Management***

The following table sets forth information, as of March 6, 2019, with respect to the ownership of the Common Stock (the only class of outstanding equity securities of the Company) by each current director of the Company or nominee for election to the Board, each Named Executive Officer and by all directors and executive officers as a group. Unless otherwise indicated, each person has sole voting and dispositive power with respect to such shares.

Name of Director, Nominee or Executive Officer(1)	Amount and Nature of Beneficial Ownership(#)	Percent of Class (%)
Kenneth A. Bronfin(2)	31,971	*
Michael R. Burns	6,198	*
Hope F. Cochran	3,055	*
Crispin H. Davis(3)	9,892	*
Stephen J. Davis(4)	78,968	*
John A. Frascotti(5)	186,463	*
Lisa Gersh(6)	45,128	*

Brian D. Goldner(7)	2,301,751	1.8
Alan G. Hassenfeld(8)	8,529,781	6.8
Tracy A. Leinbach(9)	27,347	*
Edward M. Philip(10)	87,690	*
Richard S. Stoddart(11)	18,066	*
Deborah M. Thomas(12)	126,095	*
Wiebe Tinga(13)	105,378	*
Mary Beth West	3,055	*
Linda K. Zecher(14)	16,456	*
All Directors and Executive Officers as a Group (includes 19 persons)(15)	11,837,154	9.3

\* Less than one percent.

- (1) Information in this table is based upon information furnished by each director and executive officer. There were 126,110,861 shares of Common Stock outstanding on March 6, 2019.
- (2) Comprised of 27,404 shares the receipt of which is deferred until Mr. Bronfin retires from the Board as well as 4,567 shares deemed to be held in Mr. Bronfin's stock unit account under the Deferred Plan.
- (3) Comprised of 5,543 shares the receipt of which is deferred until Mr. Davis retires from the Board as well as 4,349 shares deemed to be held in Mr. Davis's stock unit account under the Deferred Plan.
- (4) Includes currently exercisable options and options exercisable within sixty days of March 6, 2019 to purchase an aggregate of 46,955 shares.
- (5) Includes currently exercisable options and options exercisable within sixty days of March 6, 2019 to purchase an aggregate of 100,813 shares and 19,200 shares held jointly with his wife.
- (6) Includes 21,479 shares the receipt of which is deferred until Ms. Gersh retires from the Board and 21,232 shares deemed to be held in Ms. Gersh's stock unit account under the Deferred Plan.
- (7) Includes currently exercisable options and options exercisable within sixty days of March 6, 2019 to purchase an aggregate of 1,158,413 shares, 57,787 restricted stock units, which are payable in shares to Mr. Goldner upon Mr. Goldner's retirement from the Company and 1,027,746 shares held by the Brian D. Goldner Trust. Does not include 30,367 shares held by the Barbara S. Goldner Trust (Mr. Goldner's wife's trust), of which shares Mr. Goldner disclaims beneficial ownership.
- (8) See note (2) to the immediately preceding table.
- (9) Includes 10,369 shares the receipt of which is deferred until Ms. Leinbach retires from the Board.
- (10) Comprised of 36,753 shares the receipt of which is deferred until Mr. Philip retires from the Board and 50,937 shares deemed to be held in Mr. Philip's stock unit account under the Deferred Plan.
- (11) Comprised of 9,403 shares the receipt of which is deferred until Mr. Stoddart retires from the Board and 8,663 shares deemed to be held in Mr. Stoddart's stock unit account under the Deferred Plan.
- (12) Includes currently exercisable options and options exercisable within sixty days of March 6, 2019 to purchase 47,401 shares.

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- (13) Includes currently exercisable options and options exercisable within sixty days of March 6, 2019 to purchase 65,870 shares.
- (14) Comprised of 8,563 shares the receipt of which is deferred until Ms. Zecher retires from the Board and 7,893 shares deemed to be held in Ms. Zecher's stock unit account under the Deferred Plan.
- (15) Of these shares, all directors and executive officers as a group have sole voting and dispositive power with respect to 11,170,013 shares and have shared voting and/or dispositive power with respect to 667,141 shares. Includes 1,512,171 shares purchasable by directors and executive officers upon exercise of currently exercisable options, or options exercisable within sixty days of March 6, 2019; 145,840 shares deemed to be held in director stock unit accounts under the Deferred Plan; 97,641 shares the receipt of which has been deferred by directors until they retire from the Board and 57,787 vested restricted stock units held under the Restated 2003 Stock Incentive Performance Plan.

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**SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's directors and executive officers, and persons who own more than ten percent of a registered class of the Company's equity securities, to file with the United States Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of Common Stock and other equity securities of the Company. Executive officers, directors and greater than ten-percent shareholders are required by regulation promulgated by the United States Securities and Exchange Commission to furnish the Company with copies of all Section 16(a) forms they file.

To the Company's knowledge, based on review of the copies of such reports furnished to the Company and certain written representations made by directors and executive officers that no other reports were required during the last fiscal year ended December 30, 2018, all Section 16(a) filing requirements applicable to its officers, directors and greater than ten-percent beneficial owners were complied with in a timely manner during fiscal 2018.

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**PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2019 FISCAL YEAR (Proposal No. 3)**

The Audit Committee has selected KPMG LLP ( KPMG ), independent registered public accounting firm, to perform the integrated audit of the consolidated financial statements and effectiveness of internal control over financial reporting of the Company for the fiscal year ending December 29, 2019 ( Fiscal 2019 ), and the Company's Board has ratified this selection. A representative of KPMG is expected to be present at the Meeting, will have the opportunity to make a statement if so desired, and will be available to respond to appropriate questions.

The Board is submitting the selection of KPMG as the Company's independent registered public accounting firm for Fiscal 2019 to the shareholders for their ratification. The Audit Committee of the Board bears the ultimate responsibility for selecting the Company's independent registered public accounting firm and makes the selection it deems best for the Company and the Company's shareholders. As such, the failure by the shareholders to ratify the selection of the independent registered public accounting firm made by the Audit Committee will not require the Audit Committee to alter its decision. Similarly, ratification of the selection of KPMG as the independent registered public accounting firm does not limit the Committee's ability to change this selection in the future if it deems appropriate. The Report of the Audit Committee following this proposal contains a discussion of the factors considered by the Audit Committee in selecting the independent registered public accounting firm.

In connection with submitting the selection of KPMG as the Company's independent registered public accounting firm for Fiscal 2019 to the shareholders for their ratification the Audit Committee notes:

The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the independent registered public accounting firm retained to audit the Company's financial statements. The Audit Committee has appointed KPMG LLP as the Company's independent external auditor for Fiscal 2019.

Peat, Marwick, Mitchell & Co. was retained by the Company as its external auditor and issued an auditors' report in connection with the Company's initial public offering of stock in 1968. KPMG was formed in 1987 when Peat Marwick International and Klynveld Main Goerdeler merged along with their respective member firms. As such, KPMG, or a predecessor firm of KPMG, has been retained as the Company's external auditor since at least 1968.

The Audit Committee is responsible for approval of the audit fees associated with the Company's retention of KPMG.

In order to assure continuing auditor independence, the Audit Committee periodically considers whether there should be a regular rotation of the independent external audit firm.

In conjunction with the mandated rotation of KPMG's lead engagement partner for the Company, the Audit Committee and its Chair are involved in reviewing and considering the selection of the replacement lead engagement partner.



The members of the Audit Committee and the Board believe that the continued retention of KPMG LLP to serve as the Company's external auditor is in the best interests of the Company and its investors.

***Approval***

The affirmative vote of a majority of the shares of Common Stock present (in person or by proxy) and entitled to vote at the Meeting on the ratification of the selection of KPMG is required for approval. Abstentions are considered shares entitled to vote on the proposal and as such abstentions are the equivalent of a vote against the proposal.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR RATIFICATION OF THE SELECTION OF KPMG AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2019.**

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**REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

The Audit Committee is comprised solely of non-employee directors, each of whom has been determined by the Board to be independent under the Company's Standards for Director Independence and the requirements of The NASDAQ Stock Market's corporate governance listing standards.

All five of the Audit Committee members possess significant financial, business and accounting expertise. Ms. Cochran, Chair of the Committee, joined the Madrona Venture Group as a partner in 2017 and became Managing Director in 2018. Prior to that Ms. Cochran served in senior finance positions with several companies, most recently as Chief Financial Officer of King Digital Entertainment plc from 2013 to 2016, and as Chief Financial Officer of Clearwire, Inc. prior to that. Ms. Gersh has served in senior operating and executive positions with several media and brand-driven companies. Most recently Ms. Gersh was Chief Executive Officer of Alexander Wang. Prior to that Ms. Gersh served as President and Chief Executive Officer of Goop, Inc., and prior thereto as President and Chief Executive Officer of Martha Stewart Living Omnimedia, Inc. Ms. Leinbach served as Executive Vice President and Chief Financial Officer of Ryder System, Inc. from 2003 to 2006. Prior thereto her twenty-one year career with Ryder included multiple senior operating and financial roles, including service as controller and chief financial officer of several of Ryder's subsidiaries. Mr. Stoddart currently serves as President and Chief Executive Officer of InnerWorkings, Inc. Prior to that Mr. Stoddart served as President of Leo Burnett North America from 2005 to 2013, as Chief Executive Officer of Leo Burnett North America from 2013 to 2016, and as Chief Executive Officer of Leo Burnett Worldwide from 2016 through 2017. Ms. Zecher has over thirty-five years of business and operating experience across a number of companies and industries, including in her role as President and Chief Executive Officer of Houghton Mifflin Harcourt Company from 2011 to 2016, and currently as Chief Executive Officer and Managing Partner of the Barkley Group.

The Audit Committee operates under a written charter, which is available on the Company's website ([www.hasbro.com](http://www.hasbro.com)) under Investors Corporate Governance Overview. Under the charter, the Audit Committee's primary purpose is to:

Appoint the independent registered public accounting firm (hereafter referred to as the independent auditors) and oversee the independent auditors' work; and

Assist the Board in its oversight of the:

Integrity of the Company's consolidated financial statements and financial reporting;

Company's compliance with legal and regulatory requirements;

Company's system of internal controls;

Company's significant financial and other risks and exposures;

Independent auditors' qualifications and independence; and

Performance of the Company's internal audit function and independent auditors.

In carrying out these responsibilities the Audit Committee reviews all earnings releases and quarterly and annual financial reports prepared by management, and discusses such releases and reports with management, prior to their issuance and filing with the United States Securities and Exchange Commission (SEC). The Audit Committee supervises the relationship between the Company and the independent auditors and has direct responsibility for the appointment and compensation of the independent auditors, as well as for reviewing and approving the scope of the audit and all audit and permitted non-audit services.

The Committee met thirteen times during 2018. Many of the Committee's meetings include executive sessions in which the Committee meets separately with the independent auditors, the Company's Head of Internal Audit and with other members of the Company's management.

As part of its oversight function, the Audit Committee discusses with the Company's internal auditor and independent auditors, with and without management present, the overall scope and plans for their respective audits, and the Committee approves such audit plans. The Audit Committee reviews the Company's programs and key initiatives to implement and maintain effective internal controls over financial reporting and disclosure controls, including the Company's code of conduct. The Audit Committee maintains procedures for receipt, retention and treatment of complaints regarding accounting, internal accounting controls and auditing matters, as well as a policy regarding the hiring of former employees of the independent auditor.

The Audit Committee assists the Board in risk oversight for the Company by reviewing and discussing with management, internal auditors, internal legal and compliance personnel and the independent auditors the Company's significant financial and other risks and exposures, and guidelines and policies relating to enterprise risk assessment and risk management, including the Company's procedures for monitoring and controlling such risks.

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The Audit Committee meets with the Company's head of internal audit, and with the independent auditors, with and without management present, to discuss the results of their audits, the evaluations of the Company's internal controls and the overall quality of the Company's financial reporting. The Audit Committee reviews and discusses with management and the independent auditors all annual and quarterly consolidated financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations prior to their filing with the SEC. The Audit Committee also discusses with management, on a quarterly basis, management's evaluation of the Company's internal controls over financial reporting and disclosure controls.

The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the Company's independent auditors. In selecting the independent auditor the Audit Committee reviews the recent and historical performance of the current independent auditors and their expertise and capability in handling the types and breadth of issues facing the Company and the geographic reach of the Company's business, discusses with management their view on the performance of the auditor, reviews and discusses the results of the most recent Public Company Accounting Oversight Board (United States) (PCAOB) and peer reviews of the current independent auditor, as well as any significant regulatory or legal proceedings involving the independent auditor, considers the tenure of the independent auditors, including the benefits from knowledge gained by the auditors of the Company's business over time, reviews the reasonableness of the independent auditors' fees, discusses alternate potential choices for independent auditor and considers the relative merits of retaining the current independent auditor as compared to appointing another independent auditor. In order to assure continuing auditor independence, the Audit Committee periodically considers whether there should be a rotation of the independent audit firm. The Audit Committee is directly responsible for approving the fees of the independent auditors and in doing so they review fee benchmarking information regarding audit and non-audit fees paid by multinational companies which are comparable in terms of size, complexity, and type of financial and accounting issues to the Company. When the audit engagement partner is due to rotate off the Company's audit team following five years of service, the Audit Committee and its Chair meet with the potential candidates within the independent auditors to replace the audit engagement partner and the Committee is involved in reviewing and considering the selection of the audit engagement partner to ensure the Company receives the highest quality replacement.

While the Audit Committee selects the independent auditors and oversees their work, the independent auditors are responsible for performing an independent integrated audit of the Company's consolidated financial statements and effectiveness of internal control over financial reporting and issuing an opinion as to whether the consolidated financial statements conform with accounting principles generally accepted in the United States of America and an opinion as to the effectiveness of internal control over financial reporting.

The Audit Committee has reviewed and discussed with management and the independent auditors the Company's audited consolidated financial statements for the fiscal year ended December 30, 2018 and the Company's report on the effectiveness of internal controls over financial reporting as of December 30, 2018, as well as the independent auditors' audit of those financial statements and the Company's internal controls over financial reporting. The Audit Committee has also reviewed and discussed with the independent auditors the matters required to be discussed by the PCAOB and the SEC. In addition, the Audit Committee discussed with the independent auditors the audit and permitted non-audit services they provide to the Company and any other matters that might impact their independence from management, the Audit Committee has determined that the approved non-audit services being provided by the independent auditor do not impact the auditor's independence, and the Audit Committee has received from the independent auditors the written disclosures and letters required by the applicable requirements of the PCAOB.

Based on its review and discussions with management and the independent auditors referred to in the preceding paragraph and the other oversight actions discussed above, the Audit Committee recommended to the Board and the Board approved the inclusion of the audited consolidated financial statements for the fiscal year ended December 30,

2018 in the Company's Annual Report on Form 10-K for filing with the SEC. The Audit Committee has also selected, and the Board has approved the selection of, KPMG LLP as the independent auditor for Fiscal 2019.

Report issued by the members of the Audit Committee as of the 2018 fiscal year end.

Hope F. Cochran (Chair)

Lisa Gersh

Tracy A. Leinbach

Richard S. Stoddart

Linda K. Zecher

**Table of Contents****ADDITIONAL INFORMATION REGARDING INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The following table presents fees for professional audit services rendered by KPMG LLP for the integrated audits of the Company's annual consolidated financial statements and effectiveness of internal control over financial reporting for fiscal 2018 and 2017, as well as fees for other services rendered by KPMG to the Company during fiscal 2018 and 2017.

	2018	2017
Audit Fees(1)	\$ 6,165,000	\$ 6,535,000
Audit-Related Fees(2)	\$ 169,000	\$ 459,000
Tax Fees(3)	\$ 1,154,000	\$ 1,062,000
All Other Fees		
<b>Total Fees</b>	<b>\$ 7,488,000</b>	<b>\$ 8,056,000</b>

(1) Audit Fees consist of services related to the integrated audit of the Company's consolidated financial statements and effectiveness of internal control over financial reporting. Audit fees also include consultations on accounting and reporting matters, as well as services generally only the independent auditor can reasonably be expected to provide, such as statutory audits and services in connection with filings with the United States Securities and Exchange Commission.

(2) Audit-Related Fees consist of fees for audits of financial statements of employee benefit plans, accounting and reporting consultations and due diligence procedures, and agreed upon procedures reports.

(3) Tax Fees consist primarily of fees for tax compliance services, such as assistance with the preparation of tax returns and in connection with tax examinations, as well as fees for other tax consultations rendered to the Company.

The Audit Committee has considered whether the provision of the approved non-audit services by KPMG is compatible with maintaining KPMG's independence and has concluded that the provision of such services is compatible with maintaining KPMG's independence.

**Policy on Audit Committee Pre-Approval of Audit Services and Permissible Non-Audit Services of the Independent Registered Public Accounting Firm**

Consistent with the rules and regulations of the United States Securities and Exchange Commission regarding auditor independence, the Audit Committee has responsibility for appointing, approving compensation for and overseeing the services of the independent registered public accounting firm (hereafter referred to as the independent auditors). In fulfilling this responsibility the Audit Committee has established a policy to pre-approve all audit and permissible non-audit services to be provided by the independent auditors.

Prior to engagement of the independent auditor for the fiscal year, management of the Company submits to the Audit Committee for the Audit Committee's pre-approval:

A description of, and estimated costs for, the proposed audit services to be provided by the independent auditors for that fiscal year.

A description of, and estimated costs for, the proposed non-audit services to be provided by the independent auditors for that fiscal year. These non-audit services are comprised of permissible audit-related, tax and other services, and descriptions and estimated costs are proposed for these permissible non-audit services.

Audit and permissible non-audit services which are pre-approved by the Audit Committee pursuant to this review may be performed by KPMG during the fiscal year. During the course of the year management periodically reports to the Audit Committee on the audit and non-audit services which are being provided to the Company pursuant to these pre-approvals.

In addition to pre-approving all audit and permissible non-audit services at the beginning of the fiscal year, the Audit Committee has also instituted a procedure for the consideration of additional services that arise during the course of the year for which the Company desires to retain KPMG. Pre-approval of such services can be made either pursuant to a policies and procedures approach, or pursuant to specific approval.

Under a policies and procedures approach the Audit Committee has specified that additional services in the following categories can be undertaken by KPMG if they fall within the individual dollar limits per project and

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aggregate dollar limits for all projects of that type per year set forth below and are reported to the Audit Committee at its next meeting:

Category of Service	Individual Limit	Aggregate Limit
Accounting/Reporting Advice	\$ 5,000	\$ 15,000
Other Audit-related services	\$ 5,000	\$ 15,000
Tax Compliance	\$ 20,000	\$ 50,000
Tax Advice	\$ 25,000	\$ 50,000
Customs and VAT	\$ 10,000	\$ 25,000

For additional projects that do not fall within the policies and procedures limits set forth above, those projects can be specifically pre-approved by the Audit Committee in the following manner. For individual projects with estimated fees of \$75,000 or less which have not previously been pre-approved by the Audit Committee, the Chair of the Audit Committee is authorized to pre-approve such services. The Chair of the Committee reports any services which are pre-approved in this manner to the full Audit Committee at its next meeting. Any proposed additional projects with an estimated cost of more than \$75,000 must be pre-approved by the full Audit Committee prior to the engagement of KPMG.



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**OTHER BUSINESS**

Management knows of no other matters that may be presented to the Meeting. However, if any other matter properly comes before the Meeting, or any adjournment or postponement thereof, it is intended that proxies in the accompanying form will be voted in accordance with the judgment of the persons named therein.

**IMPORTANT NOTICE REGARDING DELIVERY OF SHAREHOLDER DOCUMENTS**

In accordance with a notice sent to certain street name shareholders of our Common Stock who share a single address, only one copy of the Notice of Internet Availability of Proxy Materials or proxy materials for the year ended December 30, 2018 is being sent to that address unless we received contrary instructions from any shareholder at that address. This practice, known as householding, is designed to reduce our printing and postage costs. However, if any shareholder residing at such an address wishes to receive a separate copy of the Notice of Internet Availability of the Proxy Materials, the Proxy Statement or our Annual Report on Form 10-K for the year ended December 30, 2018, he or she may contact Debbie Hancock, Senior Vice President of Investor Relations, Hasbro, Inc., 1011 Newport Avenue, Pawtucket, Rhode Island 02861, phone (401) 431-8697, and we will deliver those documents to such shareholder promptly upon receiving the request. Any such shareholder may also contact our Investor Relations Department using the above contact information if he or she would like to receive separate Notices of the Internet Availability of Proxy Materials or proxy statements and annual reports in the future. If you are receiving multiple copies of our Notice of Internet Availability of the Proxy Materials, annual report or proxy statement, you may request householding in the future by contacting the Investor Relations Department using the above contact information.

**COST AND MANNER OF SOLICITATION**

The cost of soliciting proxies in the accompanying form has been or will be borne by the Company. In addition to solicitation by mail, arrangements will be made with brokerage houses and other custodians, nominees and fiduciaries to send proxies and proxy material to their principals and the Company will reimburse them for any reasonable expenses incurred in connection therewith. The Company has also retained Morrow Sodali LLC, 470 West Avenue, Stamford CT 06902 to aid in the solicitation of proxies at an estimated cost of \$12,500 plus reimbursement of reasonable out-of-pocket expenses. In addition to use of mail, proxies may be solicited by officers and employees of the Company or of Morrow Sodali LLC in person or by telephone.

It is important that your shares be represented at the Meeting. If you are unable to be present in person, you are respectfully requested to vote by Internet, by telephone or by marking, signing and dating a proxy and returning it in as promptly as possible. No postage is required if mailed in the United States.

By Order of the Board of Directors

Tarrant Sibley

Senior Vice President, Chief Legal Officer and Corporate Secretary

Dated: April 2, 2019

Pawtucket, Rhode Island



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**Appendix A**

**APPENDIX A STANDARDS FOR DIRECTOR INDEPENDENCE**

The following are the standards that will be employed by the Hasbro, Inc. (the Company) Board of Directors in determining issues of director independence pursuant to applicable legal requirements and the rules of The NASDAQ Stock Market. For purposes of these standards (i) the Company is meant to include not only Hasbro, Inc., but all of its subsidiaries and divisions, and (ii) a director's immediate family is deemed to include the following relationships, whether by blood, marriage or adoption: the director's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law and brothers and sisters-in-law, or anyone else residing in such person's home.

The Board of Directors (the Board) must affirmatively determine that the director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization which has a relationship with the Company). The Company will disclose this determination in compliance with all applicable rules and regulations.

No director who is an employee (or whose immediate family member is an executive officer) of the Company can be independent until at least three years after such employment or executive officer relationship has ended.

No director who is affiliated with or employed by (or whose immediate family member is affiliated or employed in a professional capacity by) a present or former internal or external auditor of the Company can be independent until at least three years after the end of either the affiliation or the employment or auditing relationship.

No director can be independent if he or she directly or indirectly receives from the Company any fees or compensation other than that which is related solely to his or her (i) service as a member of the Board or one of its committees, (ii) benefits under a tax-qualified retirement plan or (iii) non-discretionary compensation. A director who accepts any consulting, advisory or other compensatory fees from the Company other than in this connection will not be considered independent. The same prohibition applies with respect to members of a director's immediate family, with the exclusion of compensation received by an immediate family member as a non-executive officer employee of the Company, which will be considered in making an independence determination, but which does not preclude a determination of independence.

No director who (or whose immediate family member) is employed as an executive officer of another entity where any of the Company's present executives serve on that entity's compensation committee can be independent until at least three years after the end of such service or employment relationship.

No director who is an executive officer, partner, controlling shareholder or an employee (or whose immediate family member is an executive officer, partner or controlling shareholder) of an entity (including a charitable entity) that makes payments to or receives payments from the Company in amount which, in any single fiscal year, exceeds the greater of \$200,000 or 5% of such entity's consolidated gross revenues, can be independent

until three years after falling below such threshold.

No director who is performing, or is a partner, member, officer, director or employee of any entity performing, paid consulting, legal, investment banking, commercial banking, accounting, financial advisory or other professional services work ( professional services ) for the Company can be independent until three years after such services have ended.

#### **Additional Relationships to Consider in Determining Director Independence**

The following are suggested parameters that the Board has agreed to consider in determining whether a director has a material relationship or affiliation with the Company that would impact a finding of independence. If a director satisfies all of the criteria set forth below it would suggest that the director, absent other contrary considerations, does not have a material relationship with the Company and is independent. If a director fails to satisfy one or more of the criteria set forth below, further Board inquiry and discussion is needed to determine if the director has a material relationship with the Company or may be found independent.

#### ***Business and Professional Relationships of Directors and Their Family Members***

The director is not currently providing personally, and has not provided personally within the past three years, property, goods or services (other than services as a member of the Board or any committees thereof) to the Company or any of its executive officers.

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No member of the director's immediate family is currently providing personally, or has provided personally within the past three years, property, goods or services (other than services as an unpaid intern of the Company) to the Company or any of its executive officers.

The director is not currently receiving personally, and has not received personally within the past three years, property, goods or services from the Company. The foregoing requirements do not apply to compensation, services or goods paid or provided to the director solely in connection with the director's service on the Board or any committees thereof, including \$1,000 or less a year in the Company's products which may be given to the director or one or more of the director's family members as a director benefit.

No member of the director's immediate family is currently receiving personally, or has received personally within the past three years, property, goods or services from the Company, excluding the de minimus Company product benefit mentioned above. The foregoing requirements do not apply to unpaid internships provided to a member of the director's immediate family.

The director is not an executive officer or employee of any entity to which the Company was indebted at any time within the past three years or which was indebted to the Company at any time within the past three years in an amount that exceeded at the end of any such year the greater of (i) 2% of such entity's consolidated assets or (ii) \$1,000,000.

***Compensation***

Notwithstanding the restriction described above with respect to direct or indirect receipt of consulting, advisory or other compensatory fees other than in connection with Board or committee service, arrangements between the Company and (i) entities affiliated with the director or (ii) immediate family members of the director, which may be deemed to provide a form of indirect compensation to the director, will not result in a loss of status as an independent director provided such relationships do not violate the requirements set forth above.

***Charitable Relationships***

The director is not an executive officer or an employee of an entity that has received charitable contributions from the Company in excess of \$100,000 in any of the past three fiscal years.

No member of the director's immediate family is an executive officer of an entity that has received charitable contributions from the Company in excess of \$100,000 in any of the past three fiscal years.

***Stock Ownership***

The director's stock ownership, as determined in accordance with the rules of the SEC as applied to preparation of proxy statements, does not exceed 5% of the Company's outstanding stock.

***Other Family Relationships***

The director is not related to any other member of the Company's board of directors or any officer of the Company.

**Table of Contents****Appendix B****APPENDIX B GAAP TONON-GAAP RECONCILIATION**

The Company has used non-GAAP financial measures as defined under SEC rules in this Proxy Statement.

For fiscal 2018, we use the following non-GAAP Measures: (i) adjusted net earnings and adjusted earnings per diluted share, which exclude the impact of charges associated with the Toys R Us liquidation; goodwill and intangible asset impairments; severance costs and U.S. tax reform, (ii) adjusted operating profit margin, which excludes the impact of the charges associated with the Toys R Us liquidation, goodwill and intangible asset impairments and severance costs, and (iii) adjusted return on invested capital, which excludes the impact of the charges described in clause (i). For fiscal 2017, we use the following Non-GAAP Measures: adjusted net earnings, adjusted earnings per diluted share and adjusted return on invested capital, each of which exclude the impact of U.S. tax reform in 2017.

As required by SEC rules, we have provided reconciliations of these measures to the most directly comparable GAAP measure. Management believes that adjusted net earnings, adjusted earnings per diluted share, adjusted operating profit margin and adjusted return on invested capital absent the impact of charges described above provide investors with an understanding of the underlying performance of the Company's business absent these unusual events. These non-GAAP measures should be considered in addition to, not as a substitute for, or superior to, net earnings or other measures of financial performance prepared in accordance with GAAP as more fully discussed in the Company's financial statements and filings with the SEC. As used herein, GAAP refers to accounting principles generally accepted in the United States of America.

**RECONCILIATION OF NET EARNINGS AND EARNINGS****PER SHARE****(Unaudited)****(Thousands of Dollars)**

<i>(all adjustments reported after-tax)</i>	Year Ended			
	December 30, 2018	Diluted Per Share Amount	December 31, 2017	Diluted Per Sha Amount
Net Earnings, as Reported	\$220,434	\$1.74	\$396,607	\$3.12
Incremental costs impact of Toys R Us	52,829	0.42		
Severance	77,948	0.61		
Impact of Tax Reform(1)	40,650	0.32	296,512	2.34
Asset Impairments	96,928	0.76		
Net Earnings, as Adjusted	\$488,789	\$3.85	\$ 693,119	\$5.46

(1) The Company made adjustments to provisional U.S. Tax Reform amounts recorded in the fourth quarter of 2017 based on additional regulations issued in 2018.





**Table of Contents****RECONCILIATION OF AS REPORTED TO ADJUSTED OPERATING RESULTS****(Unaudited)****(Thousands of Dollars)****Non-GAAP Adjustments Impacting Operating Profit**

	Year Ended December 30, 2018	
	Pre-tax adjustments	After-tax adjustments
Incremental costs impact of Toys R Us(1)	\$60,360	\$52,829
Severance(2)	89,349	77,948
Asset Impairments(3)	117,556	96,928
	\$267,265	\$227,705

(1) In the first quarter of 2018, Toys R Us announced a liquidation of its U.S. operations, as well as other retail impacts around the globe. As a result, the Company recognized incremental bad debt expense on outstanding Toys R Us receivables, royalty expense, inventory obsolescence as well as other related costs. In the fourth quarter of 2018, the Company made adjustments to the charges previously recorded based on its final settlement with Toys R Us.

(2) In the first quarter of 2018, the Company incurred \$17.3 million of severance charges, primarily outside the U.S., related to actions associated with a new go-to-market strategy designed to be more omni-channel and e-commerce focused. Additionally, in the fourth quarter of 2018, the Company recorded an additional \$72.0 million of severance charges. All 2018 severance charges constitute the 2018 Restructuring Program. These charges were included in Corporate and Eliminations.

(3) In the fourth quarter of 2018, the Company conducted its annual impairment test. The results of such test resulted in a write-off of goodwill from its Backflip business of \$86.3 million, as well as impairments of certain definite-lived intangible assets totaling \$31.3 million.

**Reconciliation of Operating Profit Results**

Year Ended December 30, 2018

Adjusted

	As Reported	Non-GAAP Adjustments	
<b><u>Adjusted Company Results</u></b>			
External Net Revenues	\$4,579,646		\$4,579,646
Operating Profit	331,052	267,265	598,317
Operating Margin	7.2%	5.8%	13.1%

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HASBRO 2019 PROXY STATEMENT

**Table of Contents****RECONCILIATION OF RETURN ON INVESTED CAPITAL****(Unaudited)****(Thousands of Dollars)**

	Net Earnings	Total Debt	Total Equity	Total Invested Capital	ROIC
<b>December 30, 2018</b>					
As Reported	\$220,434	\$1,704,832	\$1,754,486	\$3,459,318	6.4%
Adjustments (reported after-tax):					
Incremental costs impact of Toys R Us	52,829		52,829	52,829	
Severance	77,948		77,948	77,948	
Impact of Tax Reform	40,650		40,650	40,650	
Asset Impairments	96,928		96,928	96,928	
As Adjusted	\$488,789	\$1,704,832	\$2,022,841	\$3,727,673	13.1%
<b>December 31, 2017</b>					
As Reported	\$396,607	\$1,848,566	\$1,829,957	\$3,678,523	10.8%
Adjustments (reported after-tax):					
Impact of Tax Reform	296,512		296,512	296,512	
As Adjusted	\$ 693,119	\$1,848,566	\$2,126,469	\$3,975,035	17.4%

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Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.

**Your vote matters - here's how to vote!**

You may vote online or by phone instead of mailing this card.

**Votes submitted electronically must be received by 12:00 a.m. Eastern Daylight Time, on May 16, 2019.**

**Online**

Go to **[www.investorvote.com/HAS](http://www.investorvote.com/HAS)** or scan the QR code login details are located in the shaded bar below.

**Phone**

Call toll free 1-800-652-VOTE (8683) within the USA, US territories and Canada

**Save paper, time and money!**

**Sign up for electronic delivery at [www.investorvote.com/HAS](http://www.investorvote.com/HAS)**

q IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

**A Election of Directors For Terms Expiring in 2020** The Board of Directors recommends a vote **FOR** all of the nominees listed.

1. Election of Directors:	For	Against	Abstain	For	Against	Abstain	For	Against	Abstain	+
01 - Kenneth A. Bronfin				02 - Michael R. Burns			03 - Hope F. Cochran			
04 - Crispin H. Davis				05 - John A. Frascotti			06 - Lisa Gersh			
07 - Brian D. Goldner				08 - Alan G. Hassenfeld			09 - Tracy A. Leinbach			
10 - Edward M. Philip				11 - Richard S. Stoddart			12 - Mary Beth West			
13 - Linda K. Zecher										

**B Proposals** The Board of Directors recommends a vote **FOR** Proposals 2 and 3.

	For	Against	Abstain
2. The adoption, on an advisory basis, of a resolution approving the compensation of the Named Executive Officers of Hasbro, Inc., as described in the Compensation Discussion and Analysis and Executive Compensation sections of the 2019 Proxy Statement.			
3. Ratification of the selection of KPMG LLP as Hasbro, Inc.'s independent registered public accounting firm for fiscal 2019.			

**C Authorized Signatures** This section must be completed for your vote to counted. Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) Please print date below.

/ /

Signature 1 Please keep signature within the box.

Signature 2 Please keep signature within the box.

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Dear Fellow Shareholders:

You are cordially invited to attend the 2019 Annual Meeting of Shareholders of Hasbro, Inc. to be held at 11:00 a.m., EDT on Thursday, May 16, 2019, at 1027 Newport Avenue, Pawtucket, Rhode Island. The accompanying Notice of Annual Meeting and Proxy Statement contain detailed information as to the formal business to be transacted at the meeting.

*Your Vote Matters.* Whether or not you plan to attend the 2019 Annual Meeting, it is important that your shares be voted. Please follow the instructions on the other side of this proxy card. You may, of course, attend the 2019 Annual Meeting and vote in person, even if you have previously voted. I am looking forward to seeing you there.

Sincerely,

Brian D. Goldner

Chairman of the Board

and Chief Executive Officer

**Small steps make an impact.**

Help the environment by consenting to receive electronic

delivery, sign up at [www.investorvote.com/HAS](http://www.investorvote.com/HAS)

q IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

**HASBRO, INC.**

**1027 Newport Avenue, Pawtucket, RI 02861**

**Annual Meeting of Shareholders May 16, 2019**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned acknowledges receipt of the Notice of Annual Meeting of Shareholders and Proxy Statement of Hasbro, Inc. (the Company) and hereby appoints each of BRIAN D. GOLDNER and DEBORAH M. THOMAS with full power of substitution, as attorneys and proxies to appear and vote all of the shares of Common Stock standing in the name of the undersigned at the Annual Meeting of Shareholders of the Company to be held on May 16, 2019 at 11:00 a.m., EDT at 1027 Newport Avenue, Pawtucket, Rhode Island, and at any adjournment or postponement thereof.

**UNLESS OTHERWISE SPECIFIED, THIS PROXY WILL BE VOTED FOR THE NOMINEES LISTED IN PROPOSAL 1, FOR PROPOSALS 2 AND 3, AND IN SUPPORT OF MANAGEMENT ON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.**

**PLEASE MARK ON REVERSE SIDE AND SIGN AND DATE BELOW AND PROMPTLY MAIL IN THE ENCLOSED ENVELOPE.**

**CONTINUED ON REVERSE SIDE AND TO BE SIGNED BELOW. YOUR VOTE IS IMPORTANT**

**D Non-Voting Items**

**Change of Address** Please print new address below.

