

THE COMPANIES ACTS 1985 to 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

GULLANE (DISTRIBUTION) LIMITED
(Company No. 03399276)

(the "Company")

Passed on 11 DECEMBER 2012

(the "Resolution Date")

PRELIMINARY

TUESDAY



The board of directors of Mattel Entertainment Holdings Limited, the ultimate parent of the Company, has approved a proposed process to (i) remove or extinguish a number of the inter-company balances among the HiT group of companies of which the Company form part (the "Group"), and (ii) to restructure the Group, in each case in preparation for the dissolution of certain entities within the Group, as set forth in a steps paper dated on or before the Circulation Date with respect to the rationalisation of the Group (the "Simplification Exercise")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") the directors of the Company propose that resolution 1 be passed as an ordinary resolution and resolution 2 be passed as a special resolution (together the "Resolutions")

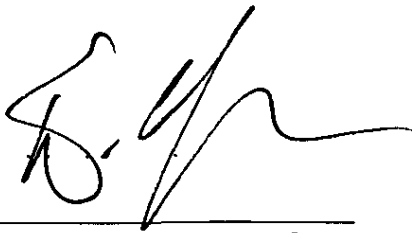
ORDINARY RESOLUTION

THAT:

- 1 The Company
 - a approve the implementation of those aspects of the Simplification Exercise to be effected by or relating to the Company,
 - b approve the implementation of those aspects of the Simplification Exercise to be effected by or relating to each of its subsidiaries involved in the Simplification Exercise, and
 - c direct each of its subsidiaries to resolve to approve the implementation of those aspects of the Simplification Exercise to be effected by or relating to each of its subsidiaries involved in the Simplification Exercise

SPECIAL RESOLUTION

- 2 THAT the Simplification Exercise, and the implementation of those aspects of the Simplification Exercise to be effected by or relating to the Company, be and are hereby approved as being in the best interests of the Company and its members as a whole, and that all actions (past, present and future) required to be taken by the board of directors in the proper performance of their duties as directors of the Company and in connection with the Simplification Exercise be and are hereby ratified

A handwritten signature in black ink, appearing to read 'E. Catchpole', written over a horizontal line.

EDWARD CATCHPOLE
Director

Gullane (Distribution) Limited