

**CHARTER OF THE CAPITAL ALLOCATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF**

JAKKS PACIFIC, INC.

Adopted: February 18, 2016

The Board of Directors (“Board”) of JAKKS Pacific, Inc. (the “Corporation”; “Corporation” also refers to the Corporation and its consolidated subsidiaries) has adopted this charter for its Capital Allocation Committee (the “Committee”).

Composition

Number and Qualifications. The Committee shall have at least two (2) members. Each Director who serves on the Committee shall be determined by the Corporation’s Board of Directors to meet the requirements established by the Nasdaq Global Select Exchange (or the market upon which the Corporation’s securities are then traded), to be considered an “independent” member of the Board. In addition, the Committee members shall also satisfy the relevant requirements established pursuant to regulations under Section 16(b) of the Securities and Exchange Act of 1934 and Section 162(m) of the Internal Revenue Code of 1986.

Appointment. The Board of Directors shall elect the chairman and other members of the Committee on an annual basis, generally at the first meeting of the Board of Directors following the Corporation’s annual stockholders meeting.

Removal. The Board of Directors may, pursuant to the By-laws, remove a member of the Committee, or replace the chairman, provided that the Board must, at all times, assure that the Committee will have a chairman and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.

Purpose and Responsibilities

Subject to the Corporation’s By-laws and any amendments to this Charter approved by the Board of Directors, the Committee shall have the following purpose and responsibilities:

Purpose. The purpose of the Committee is to assist the Board and management in reviewing the Corporation’s capital structure, material capital allocation decisions, strategic investments, and acquisitions and dispositions and other opportunities for maximizing shareholder value.

Responsibilities. The Committee shall have the following duties and responsibilities:

- (i) To review the Corporation's capital structure and financial strategies (including debt and equity issuances, repurchases of debt and bank credit facilities and the current and anticipated financial requirements in relation to the Corporation's short and long term plans);
- (ii) To review the Corporation's material capital allocation decisions, strategic investments, acquisitions and dispositions and other opportunities for maximizing shareholder value; and

(iii) To consider and, if implemented, review the Corporation's dividend and share repurchase policies and programs and other strategies to return capital to stockholders. For the avoidance of doubt, the Committee shall not have or be assigned any authority or responsibility with respect to matters delegated by the Board to the Corporation's Audit, Compensation or Nominating and Governance Committees.

Committee Operations

Meeting Schedule. The Committee shall meet at least one time per fiscal year. The Committee may also hold additional meetings at the direction of the Committee Chairman or at the request of any other Committee member. The Committee may meet in person or by telephone or video conference call, and may act by unanimous written consent.

Attendance at Meetings. Members of management and other Directors who are not members of the Committee may be invited to attend the Committee's meetings at the discretion of the Committee Chairman, provided (i) that the Committee shall meet without such members of management and other Directors during executive session, (ii) that the Committee Chairman may ask non-Committee members to leave the meeting at any time, and (iii) that such non-Committee members may not vote on any actions considered by the Committee.

Executive Sessions. The Committee shall hold an executive session at each regularly scheduled meeting. During at least some portion of each executive session, no non-Committee member or member of management shall be present.

Voting. A majority of the Committee members shall constitute a quorum. Each Committee member shall have one vote and actions at meetings may be approved by a majority of the members present.

Reporting to the Board. At the Board of Directors meeting following each Committee meeting, the Committee Chairman (or the Chairman's designee) shall report to the full Board on the Committee's actions.

Committee Resources

To assist the Committee in fulfilling its responsibilities, (i) each Committee member shall have full access to any member of management and (ii) the Committee may retain independent consultants, counsel, and other advisors. The Corporation will bear the expense of such advisors