



Code of Conduct

This Code of Conduct (the "Code") has been adopted by JAKKS Pacific, Inc. (the "Company") in accordance with the requirements of Rule 406 of Regulation S-K promulgated under the Securities Act of 1933, as amended, and the governance rules of the Nasdaq Stock Market, and summarizes the standards and behavior applicable to the Company's employees, including its executive officers, and the members of the Board (the "Subject Parties").

It is the Company's policy to comply with all laws governing its domestic and foreign operations and to conduct its affairs using high moral, legal and ethical standards. All Subject Parties have a duty to conduct business in accordance with this policy.

If you have trouble with an issue that might conflict with the Code of Conduct, you are encouraged to speak with your supervisor regarding the situation. If that is not an acceptable route of communication (for example, if the situation specifically involves your supervisor) then you are encouraged to contact the Human Resources department or our General Counsel in the Malibu headquarters office. For issues that involve accounting, auditing and/or internal controls over financial reporting, you may also contact our anonymous Employee Hotline as described further below.

This Code of Conduct is intended to assist you in the exercise of sound judgment. It provides a brief summary of the basic standards of ethics and conduct that all Subject Parties are expected to follow.

Conflicts of Interests

Subject Parties must act in the best interests of JAKKS Pacific and its subsidiaries, without consideration for personal interests or the potential of personal benefit. A conflict of interest occurs when an employee's private interest interferes in any way or even appears to interfere with the interests of the Company as a whole. Some specific areas that are subject to conflict of interest include:

- **Family Members and Close Personal Relationships**

Jobs and work assignments should be awarded on the basis of qualifications, skills and achievement, without regard to family or other personal relationships. Human Resources should be advised when a family or personal relationship between employees could present a potential conflict of interest.

- **Business Gifts and Entertainment**

Business gifts and entertainment can be given or received as a way to strengthen business relationships. The exchange, as a customary business practice, of meals or entertainment (such as tickets to a sporting event or theatre, a round of golf, etc.) is a common and acceptable practice as long as it is not extravagant. However, no gift, favor or entertainment should be accepted or provided if it will obligate or appear to obligate the recipient. Also, Subject Parties should not use their positions at JAKKS to solicit vendors to provide individual preferential treatment.

When considering whether to accept or offer a gift or other business courtesy, we should use prudent judgment and moderation. Accepting or offering a gift of cash of any amount is prohibited.

- **Outside Employment**

JAKKS expects the complete commitment of its employees, and therefore you are discouraged from accepting outside employment. You must obtain the approval of the Human Resources department prior to accepting a second job, starting a business venture or agreeing to act as an advisor, consultant, officer or director under any circumstances that may conflict with your ability to fulfill your job duties at JAKKS.

Insider Information and Securities Trading

Subject Parties who have access to confidential, or "inside" information are not permitted to use or share that information for stock trading purposes or any other purpose except to conduct our business. This policy also applies to family members and/or close personal relationships. Insider trading is a serious crime that may result in substantial criminal fines and/or imprisonment. See the JAKKS Pacific's separate "Policy Statement on the Prevention of Insider Trading" for further information.

Bribes and Kickbacks

No Subject Parties shall give or receive any bribe or kickback. A bribe or a kickback includes any item or favor provided for the purpose of improperly obtaining favorable treatment or seeking a competitive advantage. The difference between a gift and a bribe is a question of intent. Giving or accepting anything of value is inappropriate if it could reasonably be interpreted as an effort to influence a business relationship or decision. Anyone receiving a solicitation, whether direct or indirect, for payment or other remuneration by any vendor to JAKKS should report such activity to the General Counsel. Any Subject Party who pays or receives bribes or kickbacks will be subject to discipline, up to and including discharge.

Accounting and Auditing Matters

JAKKS is committed to provide full, fair, complete and timely financial information in reports filed with the Securities and Exchange Commission and other public communications. Therefore, all Subject Parties are expected to provide information to our accounting department that is complete, objective, relevant and otherwise necessary to ensure the Company can meet this objective.

As a publicly traded company, JAKKS is very serious about its responsibility to correctly report its financial results. Publicly traded companies are legally required to implement an anonymous reporting system to address accounting and auditing misconduct. To this end, JAKKS uses Ethicspoint, a third party, Internet-based reporting system that allows employees to provide this information anonymously.

All Subject Parties are encouraged to report immediately any potential accounting misconduct, fraud, theft, or embezzlement to your supervisor, to our Financial Management personnel, to our General Counsel, or through the Ethicspoint website at www.ethicspoint.com. To file a report, simply enter "JAKKS Pacific" in the company name field, and the system will ask for specific details. You may file a report via telephone by calling 866-ETHICSP (866-384-4277).

Confidentiality of Company Information and Trade Secrets of Others

Persons who come into possession of Company information must safeguard the information from the public and not intentionally or inadvertently communicate it to any person unless the person has a need to know the information for legitimate, Company-related reasons. This duty of confidentiality is important both as to the Company's competitive position and with respect to the securities laws applicable to the Company as a public company. Consistent with the foregoing, all Company personnel, agents and representatives should be discreet with respect to inside information and not discuss it in public places. Such information should be divulged only to persons having a need to know it in order to carry out their job responsibilities. To avoid even the appearance of impropriety, Company personnel, agents and representatives should refrain from providing advice or making recommendations regarding the purchase or sale of the Company's securities. Confidential information related to the Company can include a variety of materials and information regarding the ongoing operations and plans of the Company. For example, confidential information can include product development designs, information regarding the financial health of the Company, salary and personnel information, and marketing and sales plans. Confidential information will be held in the strictest confidence and will not be disclosed by any employee, representative, or agent to any third party unless the third party has signed a nondisclosure agreement approved by appropriate Company personnel and the specific disclosure also has been approved by such personnel. The confidential information can only be disclosed by an employee, representative or agent for limited purposes where the confidential information is needed. Company personnel, representatives and agents must maintain the confidentiality of confidential or proprietary information entrusted to them by the Company or others, except when disclosure is authorized in writing by appropriate personnel or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or its customers or suppliers, if disclosed. The obligation to preserve confidential information continues even after employment ends in accordance with the confidentiality agreement signed at the start of employment with the Company. Company personnel, representatives and agents must not intentionally or inadvertently breach any agreement to keep knowledge or data in confidence or in trust and entered into prior to employment with the Company. During employment by the Company, no confidential or proprietary information or material belonging to any previous employer or other parties shall be improperly used by or disclosed to the Company. Employees, representatives and agents must not bring onto the premises of the Company or use in the performance of their responsibilities any unpublished documents or any property belonging to any previous employer or any other person to whom they have an obligation of confidentiality unless consented to in writing by that previous employer or person.

Protection of Company Assets

All employees are expected to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. Our property, such as office supplies, cell phones, computer equipment, buildings and prototypes, art, audio and other intellectual content, are expected to be used only for legitimate business purposes, although incidental personal use may be permitted.

Compliance with Laws

All Subject Parties will comply with applicable laws, rules, standards, and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory, listing and standard-setting agencies.

Any waiver of an amendment to this Code may only be made by the Board and will be promptly disclosed in accordance with applicable laws, rules and regulations. Requests for waivers of any provision of this Code must be made in writing to the Board.