



# Just. Imagine

2024 ANNUAL REPORT





“

**Embedded in our culture is the belief that we can make the impossible, possible. Creativity and innovation are paramount to success and our team has never been more focused on delivering fun, inspiration and exceptional play value for children and families worldwide. Fundamentally, we are an imagination company, creating play experiences without boundaries. Together, just imagine what we can do.**

”

### About Spin Master

It started with a few grass seeds and an idea, providing the launchpad to become an internationally renowned toy innovator. From disrupting the sandbox with innovative toys, Spin Master expanded to the small screen with its first entertainment series. Then, we levelled up to the mobile screen, acquiring two digital game studios to create a trifecta of Toys, Entertainment and Digital Games. Over time, the Company has grown through the development of its own intellectual property while also completing numerous acquisitions. In 2024, Spin Master acquired Melissa & Doug®, a well-known, trusted brand in early childhood play, the largest acquisition in our history. Today, Spin Master is a leading children's entertainment company, with three creative centres and a roster of amazing brands. Together, we inspire magical play experiences for kids and their families around the world, every day.

- 1 Financial Highlights
- 2 Company Overview
- 3 Corporate Strategy
- 4 Letter to Shareholders
- 8 Corporate Social Responsibility
- 9 2024 Financial Review

This Annual Report is intended to provide shareholders and other interested persons with information concerning Spin Master Corp. (the "Company"). For further information concerning the Company, shareholders and other interested persons should consult the Company's disclosure documents, such as its most recent Annual Information Form and Management's Discussion and Analysis. Copies of the Company's continuous disclosure documents can be obtained from its website at [spinmaster.com](https://spinmaster.com) or from [sedarplus.com](https://sedarplus.com). Readers should also review the note further in this report, in the section entitled "Forward-Looking Statements", concerning the use of Forward-Looking Statements, which applies to the entirety of this Annual Report. For the convenience of readers, portions of this Annual Report may be extracted and made available separately as standalone documents. However, in all cases, such extracts should be considered to be part of this Annual Report as a whole. All figures mentioned in this report are in U.S. dollars, in millions, and as of December 31, 2024, unless otherwise noted.

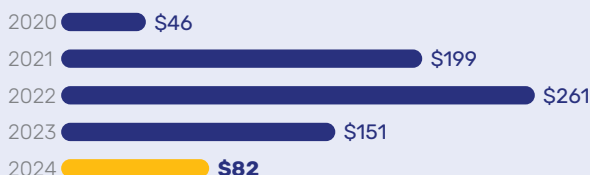
# Financial Highlights



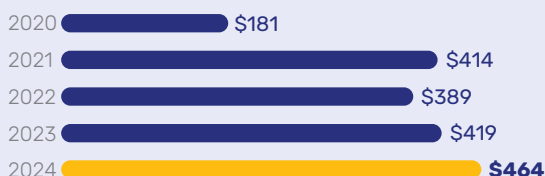
## Revenue



## Net Income



## Adjusted EBITDA<sup>1</sup>



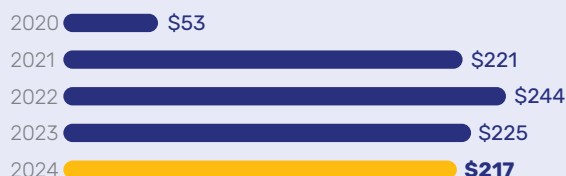
## Cash Provided by Operating Activities



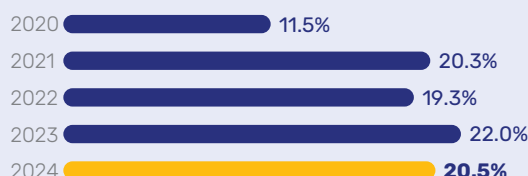
## Toy Gross Product Sales<sup>1</sup>



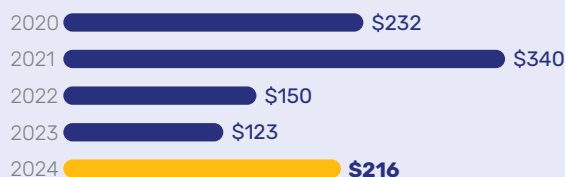
## Adjusted Net Income<sup>1</sup>



## Adjusted EBITDA Margin<sup>1</sup>



## Free Cash Flow<sup>1</sup>



**\$2,263M**

Revenue

**\$82M**

Net Income

**\$464M**

Adjusted EBITDA<sup>1</sup>

**\$328M**

Cash Provided by  
Operating Activities

**\$2,232M**

Toy Gross  
Product Sales<sup>1</sup>

**\$217M**

Adjusted Net  
Income<sup>1</sup>

**20.5%**

Adjusted EBITDA  
Margin<sup>1</sup>

**\$216M**

Free Cash Flow<sup>1</sup>

1. Non-GAAP financial measure or ratio. Non-GAAP financial measures and ratios do not have any standardized meaning prescribed by IFRS<sup>®</sup> Accounting Standards and therefore may not be comparable to similar measures presented by other issuers. Please refer to the section entitled "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures" in the Management's Discussion and Analysis ("MD&A") dated February 24, 2025 for the three months and year ended December 31, 2024 within Spin Master's public filings for a discussion of the definition, components and uses of such Non-GAAP measures, as well as a reconciliation of such Non-GAAP measures to IFRS measures which is incorporated by reference herein. The 2024, 2023 and 2022 reconciliations of Adjusted Net Income and Adjusted EBITDA are included on page 80, Adjusted EBITDA Margin on page 20, Free Cash Flow on page 83 and Toy Gross Product Sales on page 84. The MD&A is available at [sedarplus.com](https://www.sedarplus.com).

# Company Overview

## Reimagining Everyday Play

At Spin Master, we find ideas and develop new concepts, compelling stories and innovative experiences to surprise and delight kids and their families globally. We are wherever children play and understand these moments in kids' lives. Our understanding of play allows us to anticipate how kids' activity patterns are evolving, and we leverage our rich insights to deliver memorable experiences across physical and digital worlds.

## CREATIVE CENTRES



### TOYS

With distribution in over 100 countries, Spin Master is best known for award-winning brands PAW Patrol®, Bakugan®, Kinetic Sand®, Air Hogs®, Hatchimals®, Rubik's® Cube, GUND® and Melissa & Doug®, and is the global toy licensee for other popular properties.

Preschool, Infant &  
Toddler and Plush



Activities, Games & Puzzles  
and Dolls & Interactive



Wheels & Action



Outdoor



### ENTERTAINMENT

Spin Master Entertainment creates and produces compelling multiplatform content, through its in-house studio and partnerships with outside creators, including the preschool franchise PAW Patrol and numerous other original shows, short-form series and feature films.



### DIGITAL GAMES

Spin Master has an established presence in digital games, anchored by the Toca Boca® and Sago Mini® brands, offering open-ended and creative game and educational play in digital environments.



# Corporate Strategy



## TOYS

Be a global leader in Toys by creating play experiences that spark creativity and imagination in kids and families globally.

- Build and expand core portfolio
- Drive Spin Master franchises
- Build licensed partner portfolio and expand existing partnerships
- Develop and introduce innovation
- Expand geographic and retail footprint
- Pursue strategic Mergers & Acquisitions ("M&A") and Ventures

## ENTERTAINMENT

Be a leading global creator of children's entertainment, igniting imaginations and deep character connections.

- Build new franchises
- Expand *PAW Patrol* universe
- Accelerate new content for direct to audience platforms
- Expand Licensing & Merchandising
- Pursue strategic M&A and Ventures

## DIGITAL GAMES

Create exceptional digital play experiences for kids of all ages around the world.

- Invest and prioritize Toca Boca World™
- Expand and grow subscription business
- Leverage and explore AI opportunities
- Pursue strategic M&A and Ventures

## ENTERPRISE SHARED CAPABILITIES

### Franchise & Brand Development

Develop brands' DNA anchored in target audience, understanding and insights, creating aspirational and distinctive brand promises that enable evergreen, timeless franchises

### Consumer and Parent Data & Insights

Put the customer at the heart of everything we do – centralizing our insights to build next-generation know-how

### Licensing & Merchandising

Broaden scope of IP extension efforts beyond toy properties to all creative centres, creating must-have consumer products

### Omni-Channel Digital Engagement & Commerce

Accelerate global digital innovation, creating seamless, personalized and targeted omni-channel experiences

### Mergers & Acquisitions

Acquire new brands and companies with greater speed, collaboration and coordination



# Letter to Shareholders

## Fellow Shareholders,

In 2024, Spin Master celebrated two monumental milestones: our 30th anniversary and a transformational acquisition with the addition of Melissa & Doug. These achievements offer an opportunity to reflect on three decades of innovation and growth while also looking forward to an exciting future as we bring together two industry leaders, both driven by a shared passion to ignite imaginations and create magical play experiences for children.

Over the past 30 years, we have created and built iconic core properties like *PAW Patrol* and *Kinetic Sand* and have become a trusted steward of universally recognized franchises with top licenses such as *Monster Jam®* and *Gabby's Dollhouse™*. Within Entertainment, we are producing engaging content for screens of all sizes that resonates with audiences globally. And within Digital Games, we are providing families with enhanced play and value to retain and grow our player network.

Our collective efforts helped us to achieve a total revenue of over \$2.2 billion in 2024, an increase of 18.8%, including incremental revenue from the *Melissa & Doug* brand. We generated \$464 million in Adjusted EBITDA in 2024 (\$166 million of operating income) and \$216 million in free cash flow (\$328 million of cash provided by operating activities). During the course of 2024 we doubled our dividend from C\$0.06 per share per quarter to C\$0.12 per share. We also repurchased over 2.3 million shares under our Normal Course Issuer Bid, underlying our commitment to a total return mindset.

Our integration of Melissa & Doug is well underway, and we remain focused on revenue growth opportunities and cost synergies. We realized \$10.9 million in total net cost synergies in 2024, which represents an annualized run-rate of

\$14 million towards our target of \$25 to \$30 million in run-rate net cost synergies by the end of 2026.<sup>1</sup> Our investment in this acquisition goes beyond synergies and deepens our already strong presence in the important preschool toy category, extends our reach in early childhood education and play, and is shaping the next chapter of Spin Master's journey, supporting our vision to reimagine everyday play.

## Toys

At Spin Master, innovation fuels our Toys Creative Centre. Each year we redefine play with toys that spark imaginative experiences, reimagine classic brands and introduce cutting-edge new play patterns, and in 2024 we continued to build on that legacy. Toy revenue increased by close to \$400 million, an increase of 25.9%, reflecting the addition of the *Melissa & Doug* brand to our portfolio. In addition to the strength of the *Melissa & Doug* evergreen toy line, the team introduced innovation, *Sticker Wow™* and *Blockables™*, helping to drive top-line growth.

We expanded our core brands with new launches and expanded licenses. We brought to market the first collection of toys for *Unicorn Academy™*, which became the top new gaining property in Europe in 2024.<sup>2</sup> Our toys, inspired by the magical



**Anton Rabie**  
Chair & Co-Founder



**Ronnen Harary**  
Director & Co-Founder



**Max Rangel**  
Director,  
Global President & CEO

1. Supplementary financial measure. Supplementary financial measure does not have any standardized meaning prescribed by IFRS® Accounting Standards and therefore may not be comparable to similar measures presented by other issuers. Please refer to the section entitled "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures" in the Management's Discussion and Analysis ("MD&A") dated February 24, 2025 for the three months and year ended December 31, 2024 within Spin Master's public filings for a discussion of the definition of such supplementary financial measure. The MD&A is available at [sedarplus.com](https://www.sedarplus.com).

2. Source: Circana, LLC, Retail Tracking Service, EU7 (FR, IT, SP, DE, UK, BX), Total Toys, New = \$0 in 2023, Projected USD, JAN - DEC 2024.



**At Spin Master, innovation fuels our Toys Creative Centre. Each year we redefine play with toys that spark imaginative experiences, reimagine classic brands and introduce cutting-edge new play patterns, and in 2024 we continued to build on that legacy.**



stories from our fantasy-adventure series, give fans further opportunities to engage. Expanding on the success of our Bitzee™ digital pet, we launched a Disney-licensed edition, bringing iconic characters to kids' fingertips and creating a platform for future licensed collaborations coming in 2025. And topping holiday toy lists this year was the Hexbot™ Wall Crawler Gecko, showcasing Spin Master's first reimagination of the HEXBUG® brand, a 2023 acquisition.

This past year also marked the 50th anniversary of the Rubik's® Cube, a symbol of problem solving, intelligence, creativity and perseverance. The iconic toy was celebrated with a multifaceted, year-long campaign themed 'Make Your Move', focused on inspiring the next generation of problem solvers. The milestone year included new product launches and over 25 collaborations across pop culture, art, sports, fashion and music celebrating its iconic status.

Revenue from licensed properties continues to be a key growth objective, diversifying our income stream and further fueling fan engagement. Our relationship with Feld Entertainment for *Monster Jam* epitomizes the power of partnership as we deliver reimagined play experiences for the family-friendly sport. The *Monster Jam* line continues to demonstrate outstanding popularity, with the property growing Point of Sale (POS)<sup>1</sup> by 13.2% globally in 2024.<sup>2</sup>

In the fall, we debuted the first of our toys as global master toy licensee for the popular Ms. Rachel™ YouTube™ channel. Designed in collaboration with Ms. Rachel and a team of child development experts, the toys were an instant sensation.

*Ms. Rachel* was the #2 new license in the global toy industry for both the fourth quarter and for 2024,<sup>3</sup> which is exceptional considering that the items were only launched at retail in October. In the U.S., the performance of the early-learning line was more pronounced as it captured the #1 new license within the supercategory and was awarded a 2025 Toy of the Year® (TOTY®) Award Finalist for License of the Year. The *Ms. Rachel* collection also represented the first collaboration between Spin Master and Melissa & Doug, with our teams coming together to develop the line, leveraging our expertise and demonstrating our commitment to early childhood and developmental play.

## Entertainment

Spin Master's Entertainment Creative Centre is focused on creating engaging character-driven stories that engage and inspire children through diverse play experiences. Entertainment revenue declined in 2024, to \$158.6 million, primarily due to lower distribution revenue; 2023 also included the launch of the second *PAW Patrol* movie.

*PAW Patrol* continues to be one of the top preschool shows.<sup>4</sup> With a third theatrical release coming in 2026, we continue to develop the *PAW Patrol*

franchise and Rubble & Crew™ spinoff series, building on the momentum with care and unwavering focus to ensure this property continues to resonate with preschoolers as they enter the "PAW Patrol years."

For older audiences, the magic is unfolding with *Unicorn Academy*. Following its strong November 2023 entertainment debut on Netflix™, Chapter Two of the series was released in June 2024 and quickly shot to the #1 spot for kids and families in over 90 countries.<sup>5</sup> It was hailed as the Top Girls show for ages 6-9 in *Netflix's* September 2024 report. A second season has been greenlit, propelling the magic into 2026, alongside ongoing short-form digital content on *YouTube* and *TikTok*™ and expanded distribution of the series to free-to-air channels.

Our Entertainment team is continuing to build on our success at the box office having recently announced that a live-action film for *Bakugan* is in development with Brad Peyton signed on to direct, write and produce. A global, multiplatform franchise, *Bakugan* has captured the imagination of millions of children. On the small screen, Spin Master Entertainment has co-produced nearly 300 *Bakugan* episodes and the award-winning toy line has generated over \$1 billion in sales worldwide since it launched in 2007. As fans who were part of the initial craze enter adulthood, we are bringing the explosive battles to the big screen.

1 Point of Sale represents the value of retail sales, as measured at the point where the customer is purchasing and sales tax is applied.

2. Source: Circana, LLC, Retail Tracking Service, G11 (US, CA, MX, FR, IT, SP, DE, UK, AU, BX), Total Toys, Projected USD, JAN – DEC 2023 v. JAN – DEC 2024.

3. Source: Circana, LLC, Retail Tracking Service, G11 (US, CA, MX, FR, IT, SP, DE, UK, AU, BX), Total Toys, New = \$0 in 2023, Projected USD, OCT – DEC 2024 & JAN – DEC 2024.

4. Source: Nielsen; US Gross Viewing Minutes YTD '24.

5. Source: What we watched H1, Netflix Report, Sept. 19, 2024.



**Our job is to create play experiences across our three creative centres that provide children with the opportunity to grow, explore, learn and play, while also bringing families together and delivering on the value they expect.**



### Digital Games

Our Digital Games Creative Centre creates exceptional digital play experiences for kids around the world, anchored by the child-led exploration of *Toca Boca* – which cumulatively surpassed 1 billion downloads of its award-winning collection of digital apps in 2024 – and the play-based learning found within the *Sago Mini* portfolio. In 2023, we combined their power to launch the Piknik™ bundle and have built a successful subscription service by curating our best kids' apps into a compelling, easy-to-manage bundle.

In 2024, Digital Games revenue decreased by \$9.4 million or 5.4% due to lower in-game purchases in *Toca Boca World* partially offset by growth in subscriptions across *Piknik* and *PAW Patrol Academy*™. While engagement with *Toca Boca World* remained high, we faced increased competition from apps of the same genre. The team has refocused efforts on introducing new features and content designed to re-engage players, all of which have helped to restore a positive trajectory. We continue to work on refining *Toca Boca Days*™, our new multiplayer game, connecting kids and friends through social play in the safe and trusted environment we are known for, which will be released in mid-2025. Going forward, we are focused on building on the success of our core digital offering, investing where we see the most potential for growth.

### Executive Leadership

In November, we announced the appointment of Lauren DeFeo Duchene as EVP and President, Melissa & Doug. Lauren succeeds Fernando Mercé, CEO of Melissa & Doug, who completed his tenure on December 31, 2024. With more than 15 years working in the toy industry, specifically within early childhood play and wooden toys as well as a previous tenure with Spin Master running the plush business, Lauren brings passion and experience to this leadership role and is focused on growing the business and brand, while also furthering integration plans.

During the first half of 2025, Mark Segal, Spin Master's EVP and CFO, will retire from the Company. Mark first joined Spin Master in 2001 during an unprecedented time of expansion for the Company. He rejoined Spin Master in 2015, and was integral in leading the Company's Initial Public Offering and helping to build Spin Master's capabilities as a global public company. We want to thank Mark for his incredible contributions and welcome his support as we transition to new leadership within finance.

### Looking Forward

The children's entertainment industry continues to be competitive and like other business sectors, we are navigating geopolitical and macroeconomic challenges as well as continued pressure on consumers' disposable income in 2025. Our job is to create play experiences across our three creative centres that provide children with the opportunity to grow, explore, learn and play, while also bringing families together and delivering on the value they expect.

We are optimistic for 2025. This year is packed with highly anticipated toyetic theatrical movies including three within our license portfolio – *Gabby's Dollhouse: The Movie*, *Superman* and the live-action remake of *How to Train Your Dragon*. We welcome new license *Dora*™, in partnership with Nickelodeon, and are expanding our strong collaboration with *Monster Jam* and *Ms. Rachel*. Finally, our toy lineup features innovative items to surprise and excite kids everywhere.

We've always prided ourselves on our ability to innovate. We are complementing our traditional innovation with investments in AI to broaden our product offerings across all three creative centres as well as improve operational efficiency.



We are confident in our growth trajectory, leveraging our strategic acquisitions and innovation across our global footprint. We remain committed to driving shareholder value through efficient capital allocation.

In closing, we want to thank our incredible team for their passion and commitment to excellence. Embedded in our culture is the belief that we can make the impossible, possible. Creativity and innovation are paramount to success and our team has never been more focused on delivering fun, inspiration and exceptional play value for children and families worldwide. Fundamentally, we are an imagination company, creating play experiences without boundaries. Together, just imagine what we can do.



**Anton Rabie**  
Chair & Co-Founder



**Ronnen Harary**  
Director & Co-Founder



**Max Rangel**  
Director, Global President & CEO



# CSR at Spin Master

## CSR Vision

### Reimagining Everyday Play for Future Generations

Spin Master creates magical play experiences for children and their families. We foster an inclusive culture, empowering children to grow and learn through play while acting as responsible custodians of the world these children will one day inherit.

#### OUR ENVIRONMENT

We are committed to minimizing the impact of our operations on the planet to help protect the world for children and families today and for generations to come.

##### 2024 Highlights:

- Committed to 70% reduction in Scope 1 + 2 emissions by 2030
- Purchased renewable energy credits and carbon offsets to account for 100% of Scope 1 + 2 emissions



#### OUR PRODUCTS

As a leading children's entertainment company, we are committed to producing safe, high-quality and responsibly sourced products. We are striving to incorporate responsible product materials and packaging to provide consumers with more sustainable options.

##### 2024 Highlights:

- 100% of paper products and 55% of wood products sold by *Melissa & Doug* are made with FSC certified materials
- Launched the Kinetic Sand Project Planet™ line made with 100% Ocean-Bound Recycled Plastic
- *Melissa & Doug* surpassed four million pounds of packaging eliminated since 2021



#### OUR PEOPLE

Our talented team is the driving force behind our purpose of creating magical experiences for children and their families. We are committed to investing in our employees' well-being and development and to fostering an inclusive workplace where everyone can thrive, grow and ultimately have fun.

##### 2024 Highlights:

- Gender pay equity for Spin Master employees was 98%
- Achieved a score of 88% for company pride
- Onboarded *Melissa & Doug* employees into our global benefits programs



#### OUR COMMUNITIES

We give children in communities around the world the opportunity to grow, explore and learn through the power of play. Through our in-kind donations, investments in educational programming, local community engagement and employee volunteerism, we are helping children harness their creativity and develop skills to achieve things they thought unimaginable.

##### 2024 Highlights:

- Donated our one millionth toy through The Toy Movement
- Impacted over 615,000 kids
- Partnered with 285 organizations in 27 countries to give back to our communities







# 2024 Financial Review

Management's Discussion and Analysis of Financial Results

Independent Auditor's Report

Consolidated Statements of Financial Position

Consolidated Statements of Earnings and Comprehensive Earnings

Consolidated Statements of Changes in Shareholders' Equity

Consolidated Statements of Cash Flows

Notes to the Consolidated Financial Statements



# **Spin Master Corp.**

Management's Discussion and Analysis of Financial Results

For the three months and year ended December 31, 2024

## TABLE OF CONTENTS

<b>INTRODUCTION .....</b>	<b>1</b>
<b>BASIS OF PRESENTATION .....</b>	<b>1</b>
<b>BUSINESS OVERVIEW .....</b>	<b>1</b>
<b>FINANCIAL PERFORMANCE .....</b>	<b>9</b>
<b>CONSOLIDATED RESULTS .....</b>	<b>9</b>
<b>SEGMENTED RESULTS .....</b>	<b>20</b>
<b>INVESTMENTS AND ACQUISITIONS .....</b>	<b>32</b>
<b>SELECTED QUARTERLY FINANCIAL INFORMATION .....</b>	<b>33</b>
<b>LIQUIDITY AND CAPITAL RESOURCES .....</b>	<b>34</b>
<b>CASH FLOW .....</b>	<b>36</b>
<b>OUTLOOK .....</b>	<b>40</b>
<b>CONTRACTUAL OBLIGATIONS &amp; COMMITMENTS .....</b>	<b>40</b>
<b>OFF-BALANCE SHEET ARRANGEMENTS .....</b>	<b>40</b>
<b>CAPITALIZATION .....</b>	<b>40</b>
<b>RISKS RELATING TO SPIN MASTER'S BUSINESS .....</b>	<b>42</b>
<b>FINANCIAL RISK MANAGEMENT .....</b>	<b>67</b>
<b>RELATED PARTY TRANSACTIONS .....</b>	<b>67</b>
<b>CRITICAL ACCOUNTING ESTIMATES .....</b>	<b>68</b>
<b>FINANCIAL INSTRUMENTS .....</b>	<b>70</b>
<b>DISCLOSURE CONTROLS AND PROCEDURES .....</b>	<b>72</b>
<b>INTERNAL CONTROL OVER FINANCIAL REPORTING .....</b>	<b>72</b>
<b>LIMITATIONS OF AN INTERNAL CONTROL SYSTEM .....</b>	<b>72</b>
<b>NON-GAAP FINANCIAL MEASURES AND RATIOS, SUPPLEMENTARY FINANCIAL MEASURES .....</b>	<b>73</b>
<b>ADDENDUM .....</b>	<b>90</b>
<b>FORWARD-LOOKING STATEMENTS .....</b>	<b>91</b>

## INTRODUCTION

The following Management's Discussion and Analysis ("MD&A") for Spin Master Corp. and its subsidiaries ("Spin Master" or the "Company") is dated February 24, 2025 and provides information concerning the Company's financial condition, financial performance and cash flows for the three months and year ended December 31, 2024, ("fourth quarter", "the quarter", "Q4"). This MD&A should be read in conjunction with the Company's audited Consolidated financial statements and accompanying notes ("annual financial statements") for the year ended December 31, 2024, as well as its current Annual Information Form. These and additional information relating to the Company can be found under the Company's profile on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com).

Some of the statements in this MD&A contain forward-looking information that are based on assumptions and involve risks and uncertainties. See the "Forward-Looking Statements", "Financial Risk Management" and "Risks Relating to Spin Master's Business" sections of this MD&A for a discussion of the uncertainties, risks and assumptions associated with those statements. Actual results may differ materially from those discussed in the forward-looking statements as a result of various factors, including those described in the "Risks Relating to Spin Master's Business" section and elsewhere in this MD&A.

## BASIS OF PRESENTATION

The annual financial statements of the Company have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (IASB). However, certain financial measures and ratios contained in this MD&A do not have any standardized meaning under IFRS ("Non-GAAP") and are discussed further in the "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures" section of this MD&A. Management believes the Non-GAAP financial measures and Non-GAAP financial ratios defined in the section noted above are important supplemental measures of operating performance and highlight trends in the business. Management believes that these measures allow for assessment of the Company's operating performance and financial condition on a basis that is consistent and comparable between reporting periods. The Company believes that investors, lenders, securities analysts and other interested parties frequently use these Non-GAAP financial measures and Non-GAAP financial ratios in the evaluation of issuers.

All financial information is presented in United States dollars ("\$", "dollars" and "US\$") and has been rounded to the nearest hundred thousand, except per share amounts and where otherwise indicated.

## BUSINESS OVERVIEW

Spin Master Corp. (TSX:TOY) is a leading global children's entertainment company, creating exceptional play experiences through its three creative centres: Toys, Entertainment and Digital Games. Spin Master is focused on growth through continuous innovation and international sales growth, developing evergreen global entertainment properties, establishing a leading position in digital games and leveraging the Company's global platform through strategic acquisitions. With distribution in over 100 countries, Spin Master is best known for award-winning brands PAW Patrol®, Bakugan®, Kinetic Sand®, Air Hogs®, Melissa & Doug®, Hatchimals®, Rubik's Cube® and GUND®, and is the global toy licensee for other popular properties. Spin Master Entertainment creates and produces compelling multiplatform content, through its in-house studio and partnerships with outside creators, including the preschool franchise *PAW Patrol* and numerous other original shows, short-form series and feature films. The Company has an established presence in digital games, anchored by the Toca Boca® and Sago Mini® brands, offering open-ended and creative game and educational play in digital environments. Through Spin Master Ventures ("SMV"), the Company makes minority investments globally in emerging companies and start-ups. With 29 offices spanning nearly 20 countries, Spin Master employs approximately 3,000 team members globally.



## Segment information

The Company has three reportable operating segments: Toys, Entertainment and Digital Games.

### *Toys*

The Toys segment engages in the creation, design, manufacturing, licensing, and marketing of consumer products. Effective January 1, 2024, Spin Master changed its product categories to align with the Company's product offerings going forward: (1) Preschool, Infant & Toddler and Plush; (2) Activities, Games & Puzzles and Dolls & Interactive; (3) Wheels & Action; and (4) Outdoor. Products in the Toys segment are sold in three geographic regions: (1) North America; (2) Europe; and (3) Rest of World. Previously, Spin Master's Toys segment was organized into the following: (1) Preschool and Dolls & Interactive; (2) Activities, Games & Puzzles and Plush; (3) Wheels & Action; and (4) Outdoor. Toy Gross Product Sales<sup>1</sup> for 2023 have been presented in the same format that the Company presents Toy Gross Product Sales in 2024 (see "Addendum").

The acquisition of MND Holdings I Corp ("Melissa & Doug") was completed on January 2, 2024 (the "Melissa & Doug Acquisition"). Melissa & Doug Toy Gross Product Sales<sup>1</sup> is included within Preschool, Infant & Toddler and Plush category (refer to "Acquisition of Melissa & Doug" section for more details).

### *Entertainment*

The Entertainment segment engages in the creation, development, production and distribution of multi-platform content for children and families globally. The Entertainment segment also licenses its brands for use in non-toy consumer products, including apparel and other consumer goods, publishing and live entertainment.

### *Digital Games*

The Digital Games segment engages in the creation of digital play experiences for players globally. The Digital Games segment develops, markets and delivers digital games, which are distributed via third-party platform providers and monetized through subscriptions or in-app purchases. The Digital Games segment also generates revenue through licensing of its brands.

### *Corporate & Other*

Corporate & Other includes certain corporate costs (such as certain employee compensation and professional services expenses), foreign exchange and transaction and integration related costs, as well as fair value gains and losses and distribution income on minority investments.

---

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

## Strategy

Spin Master's principal strategies to drive the Company's continued growth include:

	Toys	Entertainment	Digital Games
<b>Vision</b>	Be a global leader in Toys by creating play experiences that spark creativity and imagination in kids and families globally	Be a leading global creator of children's entertainment, igniting imaginations and deep character connections	Create exceptional digital play experiences for kids of all ages around the world
<b>Primary Role</b>	Provide a stable base of Revenue/Adjusted EBITDA <sup>1</sup> /Free Cash Flow <sup>1</sup> to build brands & innovate	Create content and build evergreen franchises that kids love, across physical and digital platforms	Create digital games and play-to-learn platforms using both new and existing intellectual property ("IP")
<b>Key Strategic Focus</b>	<ul style="list-style-type: none"> <li>• Build and expand core portfolio</li> <li>• Drive Spin Master franchises</li> <li>• Build licensed partner portfolio and expand existing partnerships</li> <li>• Develop and introduce innovation</li> <li>• Expand geographic &amp; retail footprint</li> <li>• Pursue strategic Mergers &amp; Acquisitions ("M&amp;A") and Ventures</li> </ul>	<ul style="list-style-type: none"> <li>• Build new franchises</li> <li>• Expand <i>PAW Patrol</i> Universe</li> <li>• Accelerate new content for direct to audience platforms</li> <li>• Expand Licensing &amp; Merchandising</li> <li>• Pursue strategic M&amp;A and Ventures</li> </ul>	<ul style="list-style-type: none"> <li>• Invest and prioritize <i>Toca Boca World</i></li> <li>• Expand and grow subscription business</li> <li>• Leverage and explore AI opportunities</li> <li>• Pursue strategic M&amp;A and Ventures</li> </ul>
<b>Enterprise Shared Capabilities</b>	<ul style="list-style-type: none"> <li>• Grow Franchise and Brand Developments</li> <li>• Build Consumer and Parent Data and Insights</li> <li>• Expand Licensing and Merchandising</li> <li>• Accelerate Omni-Channel Engagement and Commerce</li> <li>• Pursue M&amp;A opportunities</li> </ul>		

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

## Selected Financial Information

The following provides selected key performance metrics of the Company for the year ended December 31, 2024 and 2023, which should be read in conjunction with the annual financial statements.

On January 2, 2024, the Company completed its acquisition of Melissa & Doug by acquiring all issued and outstanding capital stock. Melissa & Doug is a leading brand in early childhood play with offerings of open-ended, creative, and developmental toys. Melissa & Doug's operating results for the year ended December 31, 2024 are included in the Company's consolidated results (refer to "Acquisition of Melissa & Doug" for more details).

<b>Consolidated Results</b> (US\$ millions, except per share information)	<b>Year Ended Dec 31,</b>		
	<b>2024</b>	<b>2023</b>	<b>2022</b>
Revenue	2,263.0	1,904.9	2,020.3
Operating Income	165.5	188.9	343.3
Operating Margin <sup>1</sup>	7.3 %	9.9 %	17.0 %
Adjusted Operating Income <sup>2</sup>	333.8	288.7	321.2
Adjusted Operating Margin <sup>2</sup>	14.8 %	15.2 %	15.9 %
Net Income	81.9	151.4	261.3
Adjusted Net Income <sup>2</sup>	217.2	225.2	244.3
Adjusted EBITDA <sup>2</sup>	463.6	418.8	389.4
Adjusted EBITDA Margin <sup>2</sup>	20.5 %	22.0 %	19.3 %
<b>Earnings Per Share ("EPS")</b>			
Basic EPS	0.79	1.46	2.54
Diluted EPS	0.77	1.43	2.45
Adjusted Basic EPS <sup>2</sup>	2.10	2.18	2.37
Adjusted Diluted EPS <sup>2</sup>	2.05	2.13	2.30
Cash dividends declared per share (C\$)	0.42	0.24	0.12
<b>Weighted average number of shares (in millions)</b>			
Basic	103.3	103.5	102.9
Diluted	105.8	105.7	106.4
<b>Selected Cash Flow Data</b>			
Cash provided by operating activities	328.0	227.0	249.3
Cash used in investing activities	(1,068.5)	(135.3)	(109.2)
Cash provided by (used in) financing activities	270.2	(44.1)	(20.3)
Free Cash Flow <sup>2</sup>	215.5	122.9	149.9
<b>Selected Balance Sheet Data</b>			
	<b>Dec 31, 2024</b>	<b>Dec 31, 2023</b>	<b>Dec 31, 2022</b>
Cash	233.5	705.7	644.3
Total assets	2,633.4	1,989.7	1,805.1
Loans and borrowings	389.1	—	—
Total liabilities	1,231.0	570.6	553.3

<sup>1</sup> Operating Margin is calculated as Operating Income divided by Revenue.

<sup>2</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".



## Executive Summary for the year ended December 31, 2024 as compared to December 31, 2023

- Revenue was \$2,263.0 million, an increase of 18.8%, and includes Melissa & Doug Revenue of \$374.7 million. Revenue, excluding Melissa & Doug<sup>1</sup> was \$1,888.3 million, a decrease of 0.9%.
- Toy Revenue was \$1,939.9 million compared to \$1,540.9 million. Toy Gross Product Sales<sup>1</sup> were \$2,231.5 million, an increase of \$444.3 million or 24.9%, and includes Melissa & Doug Toy Gross Product Sales<sup>1</sup> of \$433.3 million. Toy Gross Product Sales, excluding Melissa & Doug<sup>1</sup> were \$1,798.2 million, an increase of \$11.0 million or 0.6%.
- Operating Income was \$165.5 million compared to \$188.9 million.
- Adjusted EBITDA<sup>1</sup> was \$463.6 million, an increase of \$44.8 million, and includes Melissa & Doug Adjusted EBITDA<sup>1</sup> of \$74.1 million. 2023 Adjusted EBITDA<sup>1</sup> included \$15.6 million related to the initial delivery of *PAW Patrol: The Mighty Movie*. Excluding the revenue from the *PAW Patrol: The Mighty Movie* in 2023, 2024 Adjusted EBITDA<sup>1</sup> increased by \$60.4 million.
- Adjusted EBITDA Margin<sup>1</sup> was 20.5% compared to 22.0%. Adjusted EBITDA Margin, excluding Melissa & Doug<sup>1</sup> was 20.6%. Adjusted EBITDA Margin, excluding *PAW Patrol: The Mighty Movie* Revenue<sup>1</sup> in the prior year was 21.3%.
- Net Income was \$81.9 million or \$0.77 per share (diluted) compared to \$151.4 million or \$1.43 per share (diluted). Adjusted Net Income<sup>1</sup> was \$217.2 million or \$2.05 per share (diluted) compared to \$225.2 million or \$2.13 per share (diluted).
- Realized \$10.9 million in total Net Cost Synergies<sup>2</sup> in 2024 which represents an annualized run-rate of \$14 million towards the target of \$25 million to \$30 million in Run-rate Net Cost Synergies<sup>2</sup> by the end of 2026.
- Cash provided by operating activities in 2024 was \$328.0 million compared to \$227.0 million.
- Free Cash Flow<sup>1</sup> in 2024 was \$215.5 million compared to \$122.9 million.
- Repurchased and cancelled 2,370,960 subordinate voting shares for \$54.5 million (C\$74.2 million) through the Company's Normal Course Issuer Bid (the "NCIB") program. Subsequent to December 31, 2024, the Company repurchased and cancelled 30,100 subordinate voting shares for \$0.6 million.
- Subsequent to December 31, 2024, declared a quarterly dividend of C\$0.12 per outstanding subordinate voting share and multiple voting share, payable on April 11, 2025.

---

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

<sup>2</sup> Supplementary financial measure. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

## Acquisition of Melissa & Doug

On January 2, 2024, the Company completed its acquisition of Melissa & Doug, a leading brand in early childhood play with offerings of open-ended, creative, and developmental toys. The acquisition is reported in the Toys segment with Melissa & Doug Gross Product Sales<sup>1</sup> reported within the Preschool, Infant & Toddler and Plush product category.

On January 2, 2024, cash consideration paid was \$991.7 million, which includes \$36.2 million in cash acquired, resulting in net purchase consideration of \$955.5 million. During the year ended December 31, 2024, the purchase consideration was reduced by \$2.6 million for working capital adjustments, resulting in purchase consideration of \$989.1 million. The purchase consideration was allocated to the identifiable intangible assets based on their estimated fair values of \$536.2 million (related to brands and customer relationships), tangible assets of \$501.4 million and assumed liabilities of \$263.9 million with the remaining \$215.4 million allocated to goodwill. The Company funded the acquisition with \$466.7 million cash and \$525.0 million of debt. The debt was sourced through a drawdown of \$300.0 million from the Facility and \$225.0 million from the Acquisition Facility. During the year ended December 31, 2024, the Company repaid \$135.0 million towards its credit facilities (refer to "Liquidity and Capital Resources" section).

The purchase price allocation is based on management's best estimates of fair value. The tables below summarize the purchase price allocation of the purchase consideration of \$989.1 million:

### Assets acquired and liabilities assumed at the date of acquisition

<b>(US\$ millions)</b>	<b>Fair value as at Jan 2, 2024</b>
<b>Assets acquired</b>	
Cash	36.2
Restricted Cash	3.1
Inventories, net	179.6
Prepaid expenses and other assets	3.0
Trade receivables, net	104.7
Deferred income tax assets <sup>1</sup>	50.5
Intangible assets	536.2
Other assets	1.2
Property, plant and equipment	37.1
Right-of-use assets <sup>1</sup>	86.0
	1,037.6
<b>Liabilities assumed</b>	
Trade payables and accrued liabilities	39.6
Deferred income tax liabilities	161.6
Lease liabilities <sup>1</sup>	61.2
Income tax payable	0.7
Provision	0.8
	263.9
<b>Fair value of identifiable net assets acquired</b>	<b>773.7</b>
<sup>1</sup> Adjustments to finalize the purchase price allocation include an additional \$1.7 million allocated to goodwill, resulting from a reduction of \$2.6 million from deferred tax assets, an increase of \$0.5 million from lease liabilities, and an increase of \$1.4 million to right of use assets.	
<b>Goodwill arising on acquisition</b>	
Purchase consideration	989.1
Fair value of identifiable net assets acquired	773.7
<b>Goodwill arising from transaction</b>	<b>215.4</b>

The following summarizes the impact of Melissa & Doug's operating results on the three months and year ended December 31, 2024 consolidated results:

(US\$ millions)	Q4 2024	Q4 2023	\$ Change	% Change
Revenue	649.1	502.6	146.5	29.1 %
Melissa & Doug Revenue	136.0	—	136.0	n.m.
<b>Revenue, excluding Melissa &amp; Doug<sup>1</sup></b>	<b>513.1</b>	<b>502.6</b>	<b>10.5</b>	<b>2.1 %</b>
Toy Gross Product Sales <sup>1</sup>	660.0	502.3	157.7	31.4 %
Melissa & Doug Toy Gross Product Sales <sup>1</sup>	152.6	—	152.6	n.m.
<b>Toy Gross Product Sales, excluding Melissa &amp; Doug<sup>1</sup></b>	<b>507.4</b>	<b>502.3</b>	<b>5.1</b>	<b>1.0 %</b>
Adjusted EBITDA <sup>1</sup>	113.9	64.9	49.0	75.5 %
Melissa & Doug Adjusted EBITDA <sup>1</sup>	40.9	—	40.9	n.m.
<b>Adjusted EBITDA, excluding Melissa &amp; Doug<sup>1</sup></b>	<b>73.0</b>	<b>64.9</b>	<b>8.1</b>	<b>12.5 %</b>
<b>Adjusted EBITDA Margin<sup>1</sup></b>	<b>17.5 %</b>	<b>12.9 %</b>		
<b>Melissa &amp; Doug Adjusted EBITDA Margin<sup>1</sup></b>	<b>30.1 %</b>	<b>— %</b>		
<b>Adjusted EBITDA Margin, excluding Melissa &amp; Doug<sup>1</sup></b>	<b>14.2 %</b>	<b>12.9 %</b>		

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

(US\$ millions)	Year Ended Dec 31,		\$ Change	% Change
	2024	2023		
Revenue	2,263.0	1,904.9	358.1	18.8 %
Melissa & Doug Revenue	374.7	—	374.7	n.m.
<b>Revenue, excluding Melissa &amp; Doug<sup>1</sup></b>	<b>1,888.3</b>	<b>1,904.9</b>	<b>(16.6)</b>	<b>(0.9)%</b>
Toy Gross Product Sales <sup>1</sup>	2,231.5	1,787.2	444.3	24.9 %
Melissa & Doug Toy Gross Product Sales <sup>1</sup>	433.3	—	433.3	n.m.
<b>Toy Gross Product Sales, excluding Melissa &amp; Doug<sup>1</sup></b>	<b>1,798.2</b>	<b>1,787.2</b>	<b>11.0</b>	<b>0.6 %</b>
Adjusted EBITDA <sup>1</sup>	463.6	418.8	44.8	10.7 %
Melissa & Doug Adjusted EBITDA <sup>1</sup>	74.1	—	74.1	n.m.
<b>Adjusted EBITDA, excluding Melissa &amp; Doug<sup>1</sup></b>	<b>389.5</b>	<b>418.8</b>	<b>(29.3)</b>	<b>(7.0)%</b>
<b>Adjusted EBITDA Margin<sup>1</sup></b>	<b>20.5 %</b>	<b>22.0 %</b>		
<b>Adjusted EBITDA Margin, excluding PAW Patrol: The Mighty Movie Revenue<sup>1</sup></b>	<b>20.5 %</b>	<b>21.3 %</b>		
<b>Melissa &amp; Doug Adjusted EBITDA Margin<sup>1</sup></b>	<b>19.8 %</b>	<b>— %</b>		
<b>Adjusted EBITDA Margin, excluding Melissa &amp; Doug<sup>1</sup></b>	<b>20.6 %</b>	<b>22.0 %</b>		

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

## Segmented Results

Toys		
	Year Ended Dec 31,	
(US\$ millions)	2024	2023
Toy Gross Product Sales <sup>1</sup>	2,231.5	1,787.2
Toy Revenue	1,939.9	1,540.9
Toys Operating Income	89.5	101.0
Toys Operating Margin <sup>2</sup>	4.6 %	6.6 %
Toys Adjusted EBITDA <sup>1</sup>	306.8	212.4
Toys Adjusted EBITDA Margin <sup>1</sup>	15.8 %	13.8 %
<b>Cash Flow</b>		
Toys capital expenditures	45.6	34.6
	<b>Dec 31</b>	<b>Dec 31</b>
<b>Balance Sheet</b>	<b>2024</b>	<b>2023</b>
Moulds, dies and tools, net carrying amount	22.7	19.2

Entertainment		
	Year Ended Dec 31,	
(US\$ millions)	2024	2023
Entertainment Revenue	158.6	190.1
Entertainment Operating Income	86.0	78.0
Entertainment Operating Margin <sup>2</sup>	54.2 %	41.0 %
Entertainment Adjusted Operating Income <sup>1</sup>	90.3	80.7
Entertainment Adjusted Operating Margin <sup>1</sup>	56.9 %	42.5 %
<b>Cash Flow</b>		
Entertainment capital expenditures	39.5	52.1
	<b>Dec 31</b>	<b>Dec 31</b>
<b>Balance Sheet</b>	<b>2024</b>	<b>2023</b>
Entertainment content development, net carrying amount	57.9	48.3

Digital Games		
	Year Ended Dec 31,	
(US\$ millions)	2024	2023
Digital Games Revenue	164.5	173.9
Digital Games Operating Income	22.1	49.1
Digital Games Operating Margin <sup>2</sup>	13.4 %	28.2 %
Digital Games Adjusted Operating Income <sup>1</sup>	39.9	58.1
Digital Games Adjusted Operating Margin <sup>1</sup>	24.3 %	33.4 %
<b>Cash Flow</b>		
Digital Games capital expenditures	32.5	20.7
	<b>Dec 31,</b>	<b>Dec 31,</b>
<b>Balance Sheet</b>	<b>2024</b>	<b>2023</b>
Digital game and app development, net carrying amount	46.3	31.5

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

<sup>2</sup> Operating Margin is calculated as segment Operating Income divided by segment Revenue.

## FINANCIAL PERFORMANCE

### Consolidated Results

The following table provides a summary of Spin Master's consolidated results for the three months ended December 31, 2024 compared to the same period in 2023:

(US\$ millions)	Q4 2024	Q4 2023	\$ Change	% Change
Revenue	649.1	502.6	146.5	29.1 %
Cost of sales	283.6	240.6	43.0	17.9 %
<b>Gross Profit</b>	<b>365.5</b>	<b>262.0</b>	<b>103.5</b>	<b>39.5 %</b>
Selling, general and administrative expenses	286.9	244.8	42.1	17.2 %
Depreciation and amortization	18.9	7.1	11.8	166.2 %
Other expense, net	17.3	28.5	(11.2)	(39.3)%
Foreign exchange (gain) loss, net	(4.7)	18.2	(22.9)	(125.8)%
<b>Operating Income</b>	<b>47.1</b>	<b>(36.6)</b>	<b>83.7</b>	<b>(228.7)%</b>
Interest income	(0.6)	(7.0)	6.4	(91.4)%
Interest expense	11.1	3.9	7.2	184.6 %
<b>Income before income tax expense</b>	<b>36.6</b>	<b>(33.5)</b>	<b>70.1</b>	<b>(209.3)%</b>
Income tax expense	15.5	(3.4)	18.9	(555.9)%
<b>Net Income</b>	<b>21.1</b>	<b>(30.1)</b>	<b>51.2</b>	<b>(170.1)%</b>
<b>Adjusted Gross Profit<sup>1</sup></b>	<b>365.5</b>	<b>262.0</b>	<b>103.5</b>	<b>39.5 %</b>
<b>Adjusted EBITDA<sup>1</sup></b>	<b>113.9</b>	<b>64.9</b>	<b>49.0</b>	<b>75.5 %</b>
<b>Adjusted Net Income<sup>1</sup></b>	<b>57.4</b>	<b>20.5</b>	<b>36.9</b>	<b>180.0 %</b>

The following tables provide a summary of Spin Master's consolidated results for the year ended December 31, 2024 compared to the same period in 2023:

(US\$ millions)	Year Ended Dec 31,			
	2024	2023	\$ Change	% Change
Revenue	2,263.0	1,904.9	358.1	18.8 %
Cost of sales	1,072.1	866.5	205.6	23.7 %
<b>Gross Profit</b>	<b>1,190.9</b>	<b>1,038.4</b>	<b>152.5</b>	<b>14.7 %</b>
Selling, general and administrative expenses	931.9	775.7	156.2	20.1 %
Depreciation and amortization	72.7	25.4	47.3	186.2 %
Other expense, net	22.3	33.7	(11.4)	(33.8)%
Foreign exchange (gain) loss, net	(1.5)	14.7	(16.2)	(110.2)%
<b>Operating Income</b>	<b>165.5</b>	<b>188.9</b>	<b>(23.4)</b>	<b>(12.4)%</b>
Interest income	(4.0)	(27.4)	23.4	(85.4)%
Interest expense	50.5	15.1	35.4	234.4 %
<b>Income before income tax expense</b>	<b>119.0</b>	<b>201.2</b>	<b>(82.2)</b>	<b>(40.9)%</b>
Income tax expense	37.1	49.8	(12.7)	(25.5)%
<b>Net Income</b>	<b>81.9</b>	<b>151.4</b>	<b>(69.5)</b>	<b>(45.9)%</b>
<b>Adjusted Gross Profit<sup>1</sup></b>	<b>1,257.2</b>	<b>1,038.4</b>	<b>218.8</b>	<b>21.1 %</b>
<b>Adjusted EBITDA<sup>1</sup></b>	<b>463.6</b>	<b>418.8</b>	<b>44.8</b>	<b>10.7 %</b>
<b>Adjusted Net Income<sup>1</sup></b>	<b>217.2</b>	<b>225.2</b>	<b>(8.0)</b>	<b>(3.6)%</b>

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".



## Revenue as compared to the same period in 2023:

The following table provides a summary of Spin Master's revenue by segment, for the three months ended December 31, 2024 and 2023:

(US\$ millions)	Q4 2024	Q4 2023	\$ Change	% Change
Toy Revenue	561.7	406.8	154.9	38.1 %
Entertainment Revenue	41.3	55.2	(13.9)	(25.2)%
Digital Games Revenue	46.1	40.6	5.5	13.5 %
<b>Revenue</b>	<b>649.1</b>	<b>502.6</b>	<b>146.5</b>	<b>29.1 %</b>

Revenue was \$649.1 million, an increase of 29.1% from \$502.6 million, due to the increases of 38.1% in Toy Revenue and 13.5% in Digital Games Revenue, partially offset by a decline of 25.2% in Entertainment Revenue. Constant Currency Revenue<sup>1</sup> was \$652.1 million, an increase of 29.7%.

Toy Revenue increased by \$154.9 million mainly due to the inclusion of Melissa & Doug Revenue of \$136.0 million. Toy Revenue, excluding Melissa & Doug<sup>1</sup> increased by \$18.9 million due to higher Toy Gross Product Sales, excluding Melissa & Doug<sup>1</sup> and lower Sales Allowances as a percentage of Toys Gross Product Sales<sup>1</sup>.

Entertainment Revenue decreased by \$13.9 million. The decrease was due to fewer Entertainment content deliveries, including *Unicorn Academy* delivered in 2023.

Digital Games Revenue increased by \$5.5 million due to growth in subscriptions across *Piknik* and *PAW Patrol Academy* and revenue generated from strategic partnerships.

The following table provides a summary of Spin Master's revenue by segment, for the year ended December 31, 2024 and 2023:

(US\$ millions)	Year Ended Dec 31,			
	2024	2023	\$ Change	% Change
Toy Revenue	1,939.9	1,540.9	399.0	25.9 %
Entertainment Revenue	158.6	190.1	(31.5)	(16.6)%
Digital Games Revenue	164.5	173.9	(9.4)	(5.4)%
<b>Revenue</b>	<b>2,263.0</b>	<b>1,904.9</b>	<b>358.1</b>	<b>18.8 %</b>

Revenue was \$2,263.0 million, an increase of 18.8% from \$1,904.9 million due to a 25.9% increase in Toy Revenue, partially offset by declines of 16.6% in Entertainment Revenue and 5.4% in Digital Games Revenue. Constant Currency Revenue<sup>1</sup> was \$2,265.5 million, an increase of 18.9%.

Toy Revenue increased by \$399.0 million mainly due to inclusion of Melissa & Doug Revenue of \$374.7 million. Toy Revenue, excluding Melissa & Doug<sup>1</sup> increased by \$24.3 million due to higher Toy Gross Product Sales, excluding Melissa & Doug<sup>1</sup> from higher shipment volumes and lower Sales Allowances as a percentage of Toys Gross Product Sales<sup>1</sup>.

Entertainment Revenue decreased by \$31.5 million. The decrease was primarily due to fewer Entertainment content deliveries. Prior year included revenue for the initial delivery of *PAW Patrol: The Mighty Movie* (\$15.6 million) and deliveries of *Unicorn Academy*.

Digital Games Revenue decreased by \$9.4 million due to lower in-game purchases in *Toca Boca World*. Despite continued strong consumer engagement, increased competition in the marketplace has led to lower in-game spending per user. The revenue decline in *Toca Boca World* was partially offset by growth in subscription revenue from both *Piknik* and *PAW Patrol Academy*.

## Gross Profit as compared to the same period in 2023:

(US\$ millions)	Q4 2024	Q4 2023	\$ Change	% Change
Revenue	649.1	502.6	146.5	29.1 %
Gross Profit	365.5	262.0	103.5	39.5 %
<b>Gross Margin</b>	<b>56.3 %</b>	<b>52.1 %</b>		<b>4.2 %</b>

Gross Profit increased by \$103.5 million to \$365.5 million and Gross Margin increased by 420 basis points to 56.3%.

Gross Profit increased by \$103.5 million to \$365.5 million primarily due to an increase in the Toys and Entertainment segments. The increase in the Toys segment was due to the inclusion of Melissa & Doug and lower Sales Allowances as a percentage of Toys Gross Product Sales<sup>1</sup>. The increase in the Entertainment segment was due to lower amortization of production costs for fewer Entertainment content deliveries, including *Unicorn Academy* delivered in the prior year.

Gross Margin increased by 420 basis points to 56.3% compared to 52.1% for the three months ended December 31, 2024, primarily as a result of fewer Entertainment content deliveries, lower Sales Allowances as a percentage of Toy Gross Product Sales<sup>1</sup> and the accretive effect of the inclusion of Melissa & Doug. Gross Margin in the prior year included the dilutive effect of the delivery of *Unicorn Academy* (revenue less amortization of production costs).

(US\$ millions)	Year Ended Dec 31,			
	2024	2023	\$ Change	% Change
Revenue	2,263.0	1,904.9	358.1	18.8 %
Gross Profit	1,190.9	1,038.4	152.5	14.7 %
<b>Gross Margin</b>	<b>52.6 %</b>	<b>54.5 %</b>		<b>(1.9)%</b>
Gross Profit	1,190.9	1,038.4	152.5	14.7 %
<b>Adjustments<sup>1</sup>:</b>				
Fair value adjustment for inventories acquired <sup>2</sup>	66.3	—	66.3	n.m.
<b>Adjusted Gross Profit<sup>3</sup></b>	<b>1,257.2</b>	<b>1,038.4</b>	<b>218.8</b>	<b>21.1 %</b>
<b>Adjusted Gross Margin<sup>3</sup></b>	<b>55.6 %</b>	<b>54.5 %</b>		<b>1.1 %</b>

<sup>1</sup> These adjustments relate to items recorded within Gross Profit.

<sup>2</sup> Relates to the fair value adjustment of Melissa & Doug's inventory sold recorded as part of the acquisition on January 2, 2024.

<sup>3</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

Gross Profit increased by \$152.5 million to \$1,190.9 million and Gross Margin decreased by 190 basis points to 52.6%.

The Company acquired \$179.6 million of inventories as part of the Melissa & Doug Acquisition, of which \$66.3 million relates to the inventory fair value adjustment, representing the difference between inventory cost and its fair value less costs of disposal. The inventory fair value adjustment is recognized as an expense in cost of sales as the related inventories are sold. For the year ended December 31, 2024, the Company recognized \$66.3 million of the inventory fair value adjustment (refer to "Acquisition of Melissa & Doug" section) in cost of sales in the Toys segment, which impacted Gross Profit and Gross Margin. As at December 31, 2024, the fair value adjustment for inventory was \$nil.

Excluding the impact of the inventory fair value adjustment, Adjusted Gross Profit<sup>1</sup> increased by \$218.8 million to \$1,257.2 million, primarily due to increases in the Toys and Entertainment segments, partially offset by a decrease in the Digital Games segment. The increase in the Toys segment was due to the inclusion of Melissa & Doug. In addition, Adjusted Gross Profit<sup>1</sup> in the Toys segment was positively impacted by higher shipment volumes and lower Sales Allowances as a percentage of Toys Gross Product Sales<sup>1</sup>. The increase in the

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

Entertainment segment was due to lower amortization of production costs due to fewer Entertainment content deliveries. The decrease in the Digital Games segment was due to lower revenue from *Toca Boca World*.

Adjusted Gross Margin<sup>1</sup> increased by 110 basis points to 55.6% compared to 54.5%, mainly as a result of fewer Entertainment content deliveries partially offset by the higher proportion of Gross Profit contributed from the Toys segment due to the inclusion of Melissa & Doug. Adjusted Gross Margin<sup>1</sup> in the prior year included the dilutive effect of the delivery of *PAW Patrol: The Mighty Movie* and *Unicorn Academy* (revenue less amortization of production costs) in the Entertainment segment.

**Selling, General and Administrative Expenses ("SG&A") and Adjusted SG&A<sup>1</sup> as compared to the same period in 2023:**

(US\$ millions)	Q4 2024	Q4 2023	\$ Change	% Change
Administrative	103.5	87.0	16.5	19.0 %
Selling	43.3	36.5	6.8	18.6 %
Marketing	101.0	90.7	10.3	11.4 %
Distribution	27.6	20.1	7.5	37.3 %
Product development	11.5	10.5	1.0	9.5 %
<b>SG&amp;A</b>	<b>286.9</b>	<b>244.8</b>	<b>42.1</b>	<b>17.2 %</b>
<b>Adjustments<sup>1</sup>:</b>				
Restructuring and other related costs <sup>2</sup>	(3.9)	(3.8)	(0.1)	2.6 %
Share based compensation <sup>3</sup>	(7.6)	(4.8)	(2.8)	58.3 %
Transaction and integration costs <sup>4</sup>	(5.2)	(3.8)	(1.4)	36.8 %
<b>Adjusted SG&amp;A<sup>5</sup></b>	<b>270.2</b>	<b>232.4</b>	<b>37.8</b>	<b>16.3 %</b>
<b>Revenue</b>				
	<b>649.1</b>	<b>502.6</b>	<b>146.5</b>	<b>29.1 %</b>
<b>SG&amp;A as a percentage of revenue</b>	<b>44.3 %</b>	<b>48.7 %</b>		<b>(4.4)%</b>
<b>Adjusted SG&amp;A<sup>5</sup> as a percentage of revenue</b>	<b>41.6 %</b>	<b>46.2 %</b>		<b>(4.6)%</b>

<sup>1</sup> These adjustments relate to items recorded within Administrative expenses.

<sup>2</sup> Restructuring expense primarily relates to changes in personnel.

<sup>3</sup> Related to non-cash expenses associated with long-term incentive plan and the mark to market loss related to deferred share units ("DSUs").

<sup>4</sup> Transaction and integration costs incurred relating to acquisitions, including \$0.1 million (Q4 2023 - \$3.2 million) of transaction costs for the acquisition of Melissa & Doug in the current year.

<sup>5</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

SG&A increased by \$42.1 million, or 17.2% to 286.9 million. The increase was primarily driven by the inclusion of Melissa & Doug. Excluding the impact of Melissa & Doug, SG&A increased as a result of higher administrative and selling costs, partially offset by lower distribution and marketing costs. SG&A as a percentage of revenue decreased to 44.3% from 48.7%.

Adjusted SG&A<sup>1</sup> increased by \$37.8 million or 16.3% to \$270.2 million and as a percentage of revenue decreased to 41.6% from 46.2%, primarily due to the inclusion of Melissa & Doug. The seasonality of Melissa & Doug's revenue is more heavily weighted to the second half of the year, which resulted in higher operating leverage. Excluding the impact of Melissa & Doug, Adjusted SG&A<sup>1</sup> increased as a result of higher selling and administrative costs, partially offset by distribution and marketing costs.

Administrative expenses increased by \$16.5 million or 19.0% to \$103.5 million, primarily due to the inclusion of Melissa & Doug. Administrative expenses as a percentage of revenue decreased to 15.9% from 17.3%, primarily due to higher operating leverage from the inclusion of Melissa & Doug.

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

Selling expenses increased by \$6.8 million or 18.6% to \$43.3 million due to the inclusion of Melissa & Doug and an increase in partner licensed brands sales. Selling expenses as a percentage of Toy Revenue decreased to 7.7% from 9.0%, primarily due to the inclusion of Melissa & Doug, which has a lower proportion of partner licensed brands sales.

Marketing expenses increased by \$10.3 million or 11.4% to \$101.0 million, primarily due to the inclusion of Melissa & Doug and increased marketing across the Digital Games portfolio, partially offset by lower spending in the Entertainment segment. Marketing expenses as a percentage of revenue decreased to 15.6% from 18.0%, primarily due to higher concentration of revenue from Melissa & Doug.

Distribution expenses increased by \$7.5 million or 37.3% to \$27.6 million, due to the inclusion of Melissa & Doug, partially offset by savings as a result of warehouse management optimization. Distribution expenses as a percentage of Toy Revenue remained flat at 4.9%.

Product development expenses increased by \$1.0 million or 9.5% to \$11.5 million due to higher development and design activities in the Toys segment.

(US\$ millions)	Year Ended Dec 31,			
	2024	2023	\$ Change	% Change
Administrative	451.0	365.1	85.9	23.5 %
Marketing	225.8	181.4	44.4	24.5 %
Selling	131.0	132.1	(1.1)	(0.8)%
Distribution	85.8	64.2	21.6	33.6 %
Product development	38.3	32.9	5.4	16.4 %
<b>SG&amp;A</b>	<b>931.9</b>	<b>775.7</b>	<b>156.2</b>	<b>20.1 %</b>
<b>Adjustments<sup>1</sup>:</b>				
Restructuring and other related costs <sup>2</sup>	(10.1)	(18.1)	8.0	(44.2)%
Share based compensation <sup>3</sup>	(29.2)	(20.1)	(9.1)	45.3 %
Transaction and integration costs <sup>4</sup>	(30.8)	(11.1)	(19.7)	177.5 %
<b>Adjusted SG&amp;A<sup>5</sup></b>	<b>861.8</b>	<b>726.4</b>	<b>135.4</b>	<b>18.6 %</b>
<b>Revenue</b>	<b>2,263.0</b>	<b>1,904.9</b>	<b>358.1</b>	<b>18.8 %</b>
<b>SG&amp;A as a percentage of revenue</b>	<b>41.2 %</b>	<b>40.7 %</b>		<b>0.5 %</b>
<b>Adjusted SG&amp;A<sup>5</sup> as a percentage of revenue</b>	<b>38.1 %</b>	<b>38.1 %</b>		<b>— %</b>

<sup>1</sup> These adjustments relate to items recorded within Administrative expenses.

<sup>2</sup> Restructuring expense primarily relates to changes in personnel.

<sup>3</sup> Related to non-cash expenses associated with long-term incentive plan, and the mark to market (loss) gain related to DSUs.

<sup>4</sup> Transaction and integration costs incurred relating to acquisitions, including \$9.1 million (2023 - \$10.1 million) of transaction costs for the acquisition of Melissa & Doug in the current year.

<sup>5</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

SG&A increased by \$156.2 million or 20.1% to \$931.9 million. The increase was driven by the inclusion of Melissa & Doug. Excluding the impact of Melissa & Doug, SG&A increased as a result of higher administrative due to transaction and integration costs, marketing, and product development, partially offset by lower selling and distribution costs. SG&A as a percentage of revenue increased to 41.2% from 40.7%.

Adjusted SG&A<sup>1</sup> increased by \$135.4 million or 18.6% to \$861.8 million primarily driven by the inclusion of Melissa & Doug. Excluding the impact of Melissa & Doug, Adjusted SG&A<sup>1</sup> increased as a result of higher marketing and product development, partially offset by selling and distribution costs. Adjusted SG&A as a percentage of revenue remained relatively flat.

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

Administrative expenses increased by \$85.9 million or 23.5% to \$451.0 million and as a percentage of revenue increased to 19.9% from 19.2% as a result of the inclusion of Melissa & Doug and transaction and integration costs related to the acquisition of Melissa & Doug.

Marketing expenses increased by \$44.4 million or 24.5% to \$225.8 million and as a percentage of revenue increased to 10.0% from 9.5% due to the inclusion of Melissa & Doug and increased marketing across the Digital Games portfolio.

Selling expenses decreased by \$1.1 million or 0.8% to \$131.0 million due to a decline in partner licensed brands sales, offset by the inclusion of Melissa & Doug. Selling expenses as a percentage of Toy Revenue decreased to 6.8% from 8.6% primarily due to the inclusion of Melissa & Doug, which has a lower proportion of partner licensed brands sales.

Distribution expenses increased by \$21.6 million or 33.6% to \$85.8 million primarily due to the inclusion of Melissa & Doug, partially offset by savings as a result of warehouse management optimization. Distribution expenses as a percentage of Toy Revenue increased to 4.4% from 4.2%.

Product development expenses increased by \$5.4 million or 16.4% to \$38.3 million due to higher development and design activities in the Toys segment.

#### Depreciation and Amortization as compared to the same period in 2023:

(US\$ millions)	Q4 2024	Q4 2023	\$ Change	% Change
<b>Property, plant and equipment</b>				
Moulds, dies and tools, included in cost of sales	5.1	5.1	—	— %
Building and leasehold improvements	1.1	1.8	(0.7)	(38.9)%
Equipment	1.4	0.6	0.8	133.3 %
Computer hardware	1.8	0.3	1.5	500.0 %
Equipment, included in cost of sales	0.4	0.1	0.3	300.0 %
	<b>9.8</b>	<b>7.9</b>	<b>1.9</b>	<b>24.1 %</b>
<b>Intangible assets</b>				
Entertainment content development, included in cost of sales	6.9	28.0	(21.1)	(75.4)%
Trademarks, licenses, IP & customer lists - definite	2.6	0.8	1.8	225.0 %
Digital games and app development, included in cost of sales	2.9	1.4	1.5	107.1 %
Computer software	0.5	0.8	(0.3)	(37.5)%
	<b>12.9</b>	<b>31.0</b>	<b>(18.1)</b>	<b>(58.4)%</b>
<b>Right-of-use assets</b>	<b>11.6</b>	<b>2.7</b>	<b>8.9</b>	<b>329.6 %</b>
<b>Depreciation and amortization</b>	<b>34.3</b>	<b>41.7</b>	<b>(7.4)</b>	<b>(17.7)%</b>

(US\$ millions)	Q4 2024	Q4 2023	\$ Change	% Change
Included in cost of sales	15.4	34.6	(19.2)	(55.5)%
Included in expenses	18.9	7.1	11.8	166.2 %
<b>Depreciation and amortization</b>	<b>34.3</b>	<b>41.7</b>	<b>(7.4)</b>	<b>(17.7)%</b>

For the three months ended December 31, 2024, depreciation and amortization decreased by \$7.4 million to \$34.3 million primarily as a result of lower amortization of production costs due to fewer Entertainment content deliveries. Amortization of Entertainment content development in Q4 2023 included the deliveries of *Unicorn Academy*. This was partially offset by higher depreciation of the right-of-use assets, intangible assets and property, plant and equipment acquired through the Melissa & Doug Acquisition.



(US\$ millions)	Year Ended Dec 31,			
	2024	2023	\$ Change	% Change
<b>Property, plant and equipment</b>				
Moulds, dies and tools, included in cost of sales	21.8	19.9	1.9	9.5 %
Computer hardware	6.3	1.0	5.3	530.0 %
Equipment	6.0	2.4	3.6	150.0 %
Building and leasehold improvements	4.6	4.7	(0.1)	(2.1)%
Equipment, included in cost of sales	1.4	1.9	(0.5)	(26.3)%
	<b>40.1</b>	<b>29.9</b>	<b>10.2</b>	<b>34.1 %</b>
<b>Intangible assets</b>				
Entertainment content development, included in cost of sales	34.4	77.7	(43.3)	(55.7)%
Trademarks, licenses, IP & customer lists - definite	10.4	3.1	7.3	235.5 %
Digital games and app development, included in cost of sales	6.5	5.1	1.4	27.5 %
Computer software	2.1	2.6	(0.5)	(19.2)%
	<b>53.4</b>	<b>88.5</b>	<b>(35.1)</b>	<b>(39.7)%</b>
<b>Right-of-use assets</b>	<b>43.3</b>	<b>11.6</b>	<b>31.7</b>	<b>273.3 %</b>
<b>Depreciation and amortization</b>	<b>136.8</b>	<b>130.1</b>	<b>6.7</b>	<b>5.1 %</b>

(US\$ millions)	Year Ended Dec 31,			
	2024	2023	\$ Change	% Change
Included in cost of sales	64.1	104.7	(40.6)	(38.8)%
Included in expenses	72.7	25.4	47.3	186.2 %
<b>Depreciation and amortization</b>	<b>136.8</b>	<b>130.1</b>	<b>6.7</b>	<b>5.1 %</b>

For the year ended December 31, 2024, depreciation and amortization increased by \$6.7 million to \$136.8 million mostly as a result of the right-of-use assets, intangible assets and property, plant and equipment acquired through the Melissa & Doug Acquisition, partially offset by lower amortization of production costs for fewer Entertainment content deliveries. Amortization of Entertainment content development in 2023 included the deliveries for *PAW Patrol: The Mighty Movie* and *Unicorn Academy*.

#### Foreign Exchange (Gain) Loss as compared to the same period in 2023:

For the three months ended December 31, 2024, the Company recognized a net foreign exchange gain of \$4.7 million (comprised of an unrealized gain of \$12.2 million and realized loss of \$7.5 million) as compared to a net foreign exchange loss of \$18.2 million (comprised of an unrealized loss of \$17.8 million and realized loss of \$0.4 million).

For the year ended December 31, 2024, the Company recognized a net foreign exchange gain of \$1.5 million (comprised of an unrealized gain of \$8.4 million and realized loss of \$6.9 million), compared to a net foreign exchange loss of \$14.7 million (comprised of an unrealized loss of \$26.1 million and realized gain of \$11.4 million).

Unrealized foreign exchange gains and losses are generated by the translation of monetary assets and liabilities denominated in a currency other than the functional currency and also includes gains and losses related to the Company's hedging programs. Realized foreign exchange gains and losses are recognized when monetary assets and liabilities denominated in a currency other than the functional currency of the subsidiary entity are settled and also includes gains and losses related to the Company's hedging programs. The Company periodically enters into derivative financial instruments such as foreign exchange forward contracts to manage its foreign currency risk on cash flows denominated in currencies other than the US\$.

Effective January 1, 2024, the functional currency of Spin Master Ltd. ("SML"), a wholly owned subsidiary of Spin Master Corp., changed from the C\$ to the US\$. The US\$ was determined to be the functional currency of the primary economic environment in which SML operates, as the majority of the operational and financing activities are now denominated in or influenced by the US\$. Considering that the underlying transactions, events and conditions that justify the change in functional currency have developed gradually, and those of greater relevance took place towards the end of 2023 and beginning of 2024, the change was made prospectively as of January 1, 2024.

**Operating Income and Adjusted Operating Income<sup>1</sup> as compared to the same period in 2023:**

<b>(in US\$ millions)</b>	<b>Q4 2024</b>	<b>Q4 2023</b>	<b>\$ Change</b>
<b>Operating Income (Loss)</b>	<b>47.1</b>	<b>(36.6)</b>	<b>83.7</b>
<b>Operating Margin</b>	<b>7.3 %</b>	<b>(7.3)%</b>	
<b>Adjustments:</b>			
Impairment of goodwill	12.9	25.7	(12.8)
Share based compensation	7.6	4.8	2.8
Transaction and integration costs <sup>1</sup>	5.0	3.8	1.2
Impairment of intangible assets	5.5	5.8	(0.3)
Restructuring and other related costs	3.9	3.8	0.1
Acquisition related contingent consideration	2.6	(4.7)	7.3
Amortization of intangible assets acquired	1.7	—	1.7
Legal settlement expense (recovery)	0.6	(0.1)	0.7
Investment loss, net	0.1	0.2	(0.1)
Impairment of property, plant and equipment	0.1	0.7	(0.6)
Acquisition related deferred incentive compensation	(1.1)	1.6	(2.7)
Foreign exchange (gain) loss	(4.7)	18.2	(22.9)
<b>Total Adjustments</b>	<b>34.3</b>	<b>60.0</b>	<b>(25.7)</b>
<b>Adjusted Operating Income<sup>2</sup></b>	<b>81.3</b>	<b>23.2</b>	<b>58.1</b>
<b>Adjusted Operating Margin<sup>2</sup></b>	<b>12.5 %</b>	<b>4.6 %</b>	
Depreciation and amortization <sup>3</sup>	32.6	41.7	(9.1)
<b>Adjusted EBITDA<sup>2</sup></b>	<b>113.9</b>	<b>64.9</b>	<b>49.0</b>
<b>Adjusted EBITDA Margin<sup>2</sup></b>	<b>17.5 %</b>	<b>12.9 %</b>	

<sup>1</sup> Transaction and integration costs incurred relating to acquisitions (including Melissa & Doug), including \$0.1 million (Q4 2023 - \$3.2 million) of transaction cost.

<sup>2</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

<sup>3</sup> Depreciation and amortization for the calculation of Adjusted EBITDA excludes \$1.7 million of amortization of intangible assets acquired with Melissa & Doug.

Operating Income for the three months ended December 31, 2024 was \$47.1 million, an increase of \$83.7 million from Operating Loss of \$36.6 million. Operating Margin for the three months ended December 31, 2024 was 7.3% compared to (7.3)%. The increase in Operating Income was primarily driven by the increase in the Toys segment of \$61.7 million and increase from Corporate & Other of \$22.2 million. The increase in Toys Operating Income was driven by lower impairment of goodwill. In addition, the increase was driven by the inclusion of Melissa & Doug and higher Gross Profit due to lower Sales Allowances as a percentage of Toy Gross Product Sales<sup>1</sup>. The increase in Corporate & Other primarily related to changes in foreign exchange.

Adjusted Operating Income<sup>1</sup> for the three months ended December 31, 2024 was \$81.3 million, an increase of \$58.1 million from \$23.2 million. Adjusted Operating Margin<sup>1</sup> was 12.5% compared to 4.6%. The increase in Adjusted Operating Income<sup>1</sup> was mainly driven by an increase in Toys Adjusted Operating Income<sup>1</sup> of \$48.1 million and Entertainment Adjusted Operating Income<sup>1</sup> of \$9.8 million.

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

(in US\$ millions)	Year Ended Dec 31,		
	2024	2023	\$ Change
<b>Operating Income</b>	165.5	188.9	(23.4)
<b>Operating Margin</b>	<b>7.3 %</b>	<b>9.9 %</b>	
<b>Adjustments:</b>			
Fair value adjustment for inventories acquired <sup>1</sup>	66.3	—	66.3
Transaction and integration costs <sup>2</sup>	31.9	11.1	20.8
Share based compensation	29.2	20.1	9.1
Impairment of goodwill	12.9	26.7	(13.8)
Restructuring and other related costs	10.1	18.1	(8.0)
Impairment of intangible assets	7.3	8.2	(0.9)
Amortization of intangible assets acquired	7.0	—	7.0
Acquisition related deferred incentive compensation	2.4	7.6	(5.2)
Investment loss (income), net	0.9	(0.2)	1.1
Acquisition related contingent consideration	0.9	(6.8)	7.7
Impairment of property, plant and equipment	0.5	0.9	(0.4)
Legal settlement expense (recovery)	0.4	(0.6)	1.0
Foreign exchange (gain) loss	(1.5)	14.7	(16.2)
<b>Total Adjustments</b>	<b>168.3</b>	<b>99.8</b>	<b>68.5</b>
<b>Adjusted Operating Income<sup>3</sup></b>	<b>333.8</b>	<b>288.7</b>	<b>45.1</b>
<b>Adjusted Operating Margin<sup>3</sup></b>	<b>14.8 %</b>	<b>15.2 %</b>	
Depreciation and amortization <sup>4</sup>	129.8	130.1	(0.3)
<b>Adjusted EBITDA<sup>3</sup></b>	<b>463.6</b>	<b>418.8</b>	<b>44.8</b>
<b>Adjusted EBITDA Margin<sup>3</sup></b>	<b>20.5 %</b>	<b>22.0 %</b>	

<sup>1</sup> Relates to the fair value adjustment of Melissa & Doug's inventory sold recorded as part of the acquisition on January 2, 2024.

<sup>2</sup> Transaction and integration costs incurred relating to acquisitions (including Melissa & Doug), including \$9.1 million (2023 - \$10.1 million) of transaction costs.

<sup>3</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

<sup>4</sup> Depreciation and amortization for the calculation of Adjusted EBITDA excludes \$7.0 million of amortization of intangible assets acquired with Melissa & Doug.

Operating Income for the year ended December 31, 2024 was \$165.5 million, a decrease of \$23.4 million from \$188.9 million. Operating Margin for the year ended December 31, 2024 was 7.3% compared to 9.9%. The decrease in Operating Income was primarily driven by a decline in the Digital Games segment of \$27.0 million due to increased investments in marketing across the Digital Games portfolio and a decline in revenue, partially offset by an increase in the Entertainment segment of \$8.0 million, driven by fewer Entertainment content deliveries.

Adjusted Operating Income<sup>1</sup> for the year ended December 31, 2024 was \$333.8 million, an increase of \$45.1 million from \$288.7 million. Adjusted Operating Margin<sup>1</sup> was 14.8% compared to 15.2%. The increase in Adjusted Operating Income<sup>1</sup> was mainly driven by an increase in Toys Adjusted Operating Income<sup>1</sup> of \$56.1 million, partially offset by a decrease in Digital Games Adjusted Operating Income<sup>1</sup> of \$18.2 million.

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

**Adjusted EBITDA<sup>1</sup> as compared to the same period in 2023:**

(US\$ millions)	Adjusted EBITDA <sup>1</sup>				Adjusted EBITDA Margin <sup>1</sup>	
	Q4 2024	Q4 2023	\$ Change	% Change	Q4 2024	Q4 2023
Toys, excluding Melissa & Doug	35.3	19.3	16.0	82.9 %	8.3 %	4.7 %
Melissa & Doug	40.9	—	40.9	n.m.	30.1 %	— %
<b>Toys</b>	<b>76.2</b>	<b>19.3</b>	<b>56.9</b>	<b>294.8 %</b>	<b>13.6 %</b>	<b>4.7 %</b>
Entertainment	26.3	36.1	(9.8)	(27.1)%	63.7 %	65.4 %
Digital Games	15.4	13.0	2.4	18.5 %	33.4 %	32.0 %
Corporate and Other	(4.0)	(3.5)	(0.5)	14.3 %	n.m.	n.m.
<b>Adjusted EBITDA<sup>1</sup></b>	<b>113.9</b>	<b>64.9</b>	<b>49.0</b>	<b>75.5 %</b>	<b>17.5 %</b>	<b>12.9 %</b>
<b>Adjusted EBITDA, excluding Melissa &amp; Doug<sup>1</sup></b>	<b>73.0</b>	<b>64.9</b>	<b>8.1</b>	<b>12.5 %</b>	<b>14.2 %</b>	<b>12.9 %</b>

Adjusted EBITDA<sup>1</sup> for the three months ended December 31, 2024 was \$113.9 million compared to \$64.9 million. The increase was primarily driven by the inclusion of Melissa & Doug, partially offset by fewer Entertainment content deliveries. Adjusted EBITDA Margin<sup>1</sup> was 17.5% compared to 12.9%. The increase was driven by higher Toys Adjusted EBITDA<sup>1</sup> Margin, primarily due to the inclusion of Melissa & Doug and lower marketing and distribution expenses as a percentage of revenue in the Toys segment. The seasonality of Melissa & Doug's revenue is more heavily weighted to the second half of the year, which resulted in higher operating leverage.

Adjusted EBITDA, excluding Melissa & Doug<sup>1</sup> for the three months ended December 31, 2024 was \$73.0 million compared to \$64.9 million, an increase of \$8.1 million. Adjusted EBITDA Margin, excluding Melissa & Doug<sup>1</sup> was 14.2% compared to 12.9%.

(US\$ millions)	Year Ended Dec 31				Year Ended Dec 31	
	2024	2023	\$ Change	% Change	2024	2023
Toys, excluding Melissa & Doug	232.7	212.4	20.3	9.6 %	14.9 %	13.8 %
Melissa & Doug	74.1	—	74.1	n.m.	19.8 %	— %
<b>Toys</b>	<b>306.8</b>	<b>212.4</b>	<b>94.4</b>	<b>44.4 %</b>	<b>15.8 %</b>	<b>13.8 %</b>
Entertainment	121.1	151.5	(30.4)	(20.1)%	76.4 %	79.7 %
Digital Games	49.7	66.3	(16.6)	(25.0)%	30.2 %	38.1 %
Corporate and Other	(14.0)	(11.4)	(2.6)	22.8 %	n.m.	n.m.
<b>Adjusted EBITDA<sup>1</sup></b>	<b>463.6</b>	<b>418.8</b>	<b>44.8</b>	<b>10.7 %</b>	<b>20.5 %</b>	<b>22.0 %</b>
<b>Adjusted EBITDA, excluding Melissa &amp; Doug<sup>1</sup></b>	<b>389.5</b>	<b>418.8</b>	<b>(29.3)</b>	<b>(7.0)%</b>	<b>20.6 %</b>	<b>22.0 %</b>
<b>Adjusted EBITDA, excluding PAW Patrol: The Mighty Movie Revenue<sup>1</sup></b>	<b>463.6</b>	<b>403.2</b>	<b>60.4</b>	<b>15.0 %</b>	<b>20.5 %</b>	<b>21.3 %</b>

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

Adjusted EBITDA<sup>1</sup> for the year ended December 31, 2024 was \$463.6 million compared to \$418.8 million. 2023 Adjusted EBITDA<sup>1</sup> included \$15.6 million related to the initial delivery of *PAW Patrol: The Mighty Movie*. Excluding the revenue from the *PAW Patrol: The Mighty Movie* in 2023, 2024 Adjusted EBITDA<sup>1</sup> increased by \$60.4 million. The increase was primarily driven by the inclusion of Melissa & Doug, partially offset by lower Gross Profit due to lower Revenue in Entertainment and Digital Games and increased marketing across the Digital Games portfolio. Adjusted EBITDA Margin<sup>1</sup> was 20.5% compared to 22.0%. The decline was due to a higher proportion of Adjusted EBITDA<sup>1</sup> contributed by the Toys segment and a decrease in the Entertainment and Digital Games segments.

Adjusted EBITDA, excluding Melissa & Doug<sup>1</sup> for the year ended December 31, 2024 was \$389.5 million compared to \$418.8 million, a decrease of \$29.3 million. Adjusted EBITDA Margin, excluding Melissa & Doug<sup>1</sup> was 20.6% compared to 22.0%. Adjusted EBITDA Margin, excluding *PAW Patrol: The Mighty Movie Revenue*<sup>1</sup> in the prior year was 21.3%.

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures"

**Interest Income and Interest Expense as compared to the same period in 2023:**

Interest income includes interest earned on cash held by the Company. Interest expense includes bank fees, financing charges, interest on loans and borrowing and accretion expense and the amortization of facility fees.

For the three months ended December 31, 2024, interest expense was \$11.1 million, an increase of \$7.2 million from \$3.9 million due to interest expense on loans and borrowings. Interest income was \$0.6 million, a decrease of \$6.4 million from \$7.0 million, a result of lower cash balances held during the period.

For the year ended December 31, 2024, interest expense was \$50.5 million, an increase of \$35.4 million from \$15.1 million due to interest expense on loans and borrowings. Interest income was \$4.0 million, a decrease of \$23.4 million from \$27.4 million, a result of lower cash balances held during the period.

**Income Tax Expense (Recovery) as compared to the same period in 2023:**

For the three months ended December 31, 2024, income tax expense was \$15.5 million compared to income tax recovery of \$3.4 million.

For the year ended December 31, 2024, income tax expense was \$37.1 million compared to income tax expense of \$49.8 million. The effective tax rate was 31.2% compared to 24.8%.

For the year ended December 31, 2024, the Company had a one-time income tax expense of \$8.1 million, with an impact on effective tax rate of 6.8%. The effective income tax rate excluding the one-time income tax expense was 24.4%.

For the year ended December 31, 2023, the Company had a one-time income tax recovery (net of one-time income tax expense of \$5.7 million) of \$0.9 million, with an impact on effective tax rate of 0.4%. The effective income tax rate excluding the one-time income tax recovery was 25.2%.

**Net Income and Adjusted Net Income<sup>1</sup> as compared to the same period in 2023:**

Net Income for the three months ended December 31, 2024 was \$21.1 million or \$0.20 per share (diluted), an increase of \$51.2 million from Net Loss of \$30.1 million or \$(0.29) per share. Adjusted Net Income<sup>1</sup> for the three months ended December 31, 2024 was \$57.4 million or \$0.55 per share (diluted), an increase of \$36.9 million from Adjusted Net Income<sup>1</sup> of \$20.5 million or \$0.19 per share (diluted). The increase in Adjusted Net Income<sup>1</sup> was mainly driven by higher Gross Profit and foreign exchange gain partially offset by higher SG&A expenses, higher interest expenses and higher depreciation and amortization.

Net Income for the year ended December 31, 2024 was \$81.9 million or \$0.77 per share (diluted), a decrease of \$69.5 million from \$151.4 million or \$1.43 per share (diluted). Adjusted Net Income<sup>1</sup> for the year ended December 31, 2024 was \$217.2 million or \$2.05 per share (diluted), a decrease of \$8.0 million from \$225.2 million or \$2.13 per share (diluted). The decrease in Net Income and Adjusted Net Income<sup>1</sup> was primarily driven by higher administrative, marketing and distribution expenses partially offset by higher Gross Profit.

---

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".



## Segmented Results

The Company's reportable segments are: Toys, Entertainment and Digital Games. The Company's results from operations by reportable segment for the three months ended December 31, 2024 and 2023 are as follows:

(US\$ millions)	Q4 2024					Q4 2023				
	Toys	Entertainment	Digital Games	Corporate & Other <sup>1</sup>	Total	Toys	Entertainment	Digital Games	Corporate & Other <sup>1</sup>	Total
<b>Revenue</b>	561.7	41.3	46.1	—	649.1	406.8	55.2	40.6	—	502.6
<b>Operating Income (Loss)</b>	<b>31.7</b>	<b>19.7</b>	<b>(0.5)</b>	<b>(3.8)</b>	<b>47.1</b>	<b>(30.0)</b>	<b>9.7</b>	<b>9.7</b>	<b>(26.0)</b>	<b>(36.6)</b>
<b>Adjusting items:</b>										
Impairment of goodwill	10.0	—	2.9	—	12.9	25.7	—	—	—	25.7
Share based compensation	5.1	0.5	0.6	1.4	7.6	3.2	0.3	0.7	0.6	4.8
Impairment of intangible assets	—	—	5.5	—	5.5	5.4	0.4	—	—	5.8
Transaction and integration costs <sup>2</sup>	2.6	—	—	2.4	5.0	—	—	—	3.8	3.8
Restructuring and other related costs	1.7	0.1	2.1	—	3.9	3.3	0.1	0.4	—	3.8
Acquisition related contingent consideration	0.4	—	2.2	—	2.6	(3.5)	—	(1.0)	(0.2)	(4.7)
Amortization of intangible assets acquired	1.7	—	—	—	1.7	—	—	—	—	—
Legal settlement expense (recovery)	—	—	—	0.6	0.6	—	—	—	(0.1)	(0.1)
Investment loss, net	—	—	—	0.1	0.1	—	—	—	0.2	0.2
Impairment of property, plant and equipment	0.1	—	—	—	0.1	0.7	—	—	—	0.7
Acquisition related deferred incentive compensation	0.2	—	(1.3)	—	(1.1)	0.6	—	1.0	—	1.6
Foreign exchange (gain) loss	—	—	—	(4.7)	(4.7)	—	—	—	18.2	18.2
<b>Adjusted Operating Income (Loss)<sup>3</sup></b>	<b>53.5</b>	<b>20.3</b>	<b>11.5</b>	<b>(4.0)</b>	<b>81.3</b>	<b>5.4</b>	<b>10.5</b>	<b>10.8</b>	<b>(3.5)</b>	<b>23.2</b>
<b>Adjusted Operating Margin<sup>3</sup></b>	<b>9.5%</b>	<b>49.2%</b>	<b>24.9%</b>	<b>n.m.</b>	<b>12.5%</b>	<b>1.3%</b>	<b>19.0%</b>	<b>26.6%</b>	<b>n.m.</b>	<b>4.6%</b>
Depreciation and amortization <sup>4</sup>	22.7	6.0	3.9	—	32.6	13.9	25.6	2.2	—	41.7
<b>Adjusted EBITDA<sup>3</sup></b>	<b>76.2</b>	<b>26.3</b>	<b>15.4</b>	<b>(4.0)</b>	<b>113.9</b>	<b>19.3</b>	<b>36.1</b>	<b>13.0</b>	<b>(3.5)</b>	<b>64.9</b>
<b>Adjusted EBITDA Margin<sup>3</sup></b>	<b>13.6%</b>	<b>63.7%</b>	<b>33.4%</b>	<b>n.m.</b>	<b>17.5%</b>	<b>4.7%</b>	<b>65.4%</b>	<b>32.0%</b>	<b>n.m.</b>	<b>12.9%</b>

<sup>1</sup> Corporate & Other includes certain corporate costs, foreign exchange, transaction and integration costs and merger and acquisition-related costs, as well as fair value gains and losses.

<sup>2</sup> Transaction and integration costs incurred relating to acquisitions, including \$0.1 million (Q4 2023 - \$3.2 million) of transaction cost recovery for the acquisition of Melissa & Doug.

<sup>3</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

<sup>4</sup> Depreciation and amortization for the calculation of Adjusted EBITDA excludes \$1.7 million (Q4 2023 - \$nil) of amortization of intangible assets acquired with Melissa & Doug.

The Company's results from operations by reportable segment for the year ended December 31, 2024 and 2023:

(US\$ millions)	Year Ended Dec 31,									
	2024					2023				
	Toys	Entertainment	Digital Games	Corporate & Other <sup>1</sup>	Total	Toys	Entertainment	Digital Games	Corporate & Other <sup>1</sup>	Total
<b>Revenue</b>	1,939.9	158.6	164.5	—	2,263.0	1,540.9	190.1	173.9	—	1,904.9
<b>Operating Income (Loss)</b>	<b>89.5</b>	<b>86.0</b>	<b>22.1</b>	<b>(32.1)</b>	<b>165.5</b>	<b>101.0</b>	<b>78.0</b>	<b>49.1</b>	<b>(39.2)</b>	<b>188.9</b>
Fair value adjustment for inventories acquired <sup>2</sup>	66.3	—	—	—	66.3	—	—	—	—	—
Transaction and integration costs <sup>3</sup>	15.8	—	—	16.1	31.9	—	—	—	11.1	11.1
Share based compensation	21.4	1.8	3.4	2.6	29.2	14.1	1.4	2.9	1.7	20.1
Impairment of goodwill	10.0	—	2.9	—	12.9	26.7	—	—	—	26.7
Restructuring and other related costs	6.6	0.3	3.2	—	10.1	16.3	0.3	1.5	—	18.1
Impairment of intangible assets	—	1.8	5.5	—	7.3	5.4	1.0	0.7	1.1	8.2
Amortization of intangible assets acquired <sup>5</sup>	7.0	—	—	—	7.0	—	—	—	—	—
Acquisition related deferred incentive compensation	1.8	—	0.6	—	2.4	2.7	—	4.9	—	7.6
Acquisition related deferred consideration	(1.3)	—	2.2	—	0.9	(5.6)	—	(1.0)	(0.2)	(6.8)
Investment loss (income), net	—	—	—	0.9	0.9	—	—	—	(0.2)	(0.2)
Impairment of property, plant and equipment	0.5	—	—	—	0.5	0.9	—	—	—	0.9
Legal settlement expense (recovery)	—	0.4	—	—	0.4	—	—	—	(0.6)	(0.6)
Foreign exchange (gain) loss	—	—	—	(1.5)	(1.5)	—	—	—	14.7	14.7
<b>Adjusted Operating Income (Loss)<sup>4</sup></b>	<b>217.6</b>	<b>90.3</b>	<b>39.9</b>	<b>(14.0)</b>	<b>333.8</b>	<b>161.5</b>	<b>80.7</b>	<b>58.1</b>	<b>(11.6)</b>	<b>288.7</b>
<b>Adjusted Operating Margin<sup>4</sup></b>	<b>11.2%</b>	<b>56.9%</b>	<b>24.3%</b>	<b>n.m.</b>	<b>14.8%</b>	<b>10.5%</b>	<b>42.5%</b>	<b>33.4%</b>	<b>n.m.</b>	<b>15.2%</b>
Depreciation and amortization <sup>5</sup>	89.2	30.8	9.8	—	129.8	50.9	70.8	8.2	0.2	130.1
<b>Adjusted EBITDA<sup>4</sup></b>	<b>306.8</b>	<b>121.1</b>	<b>49.7</b>	<b>(14.0)</b>	<b>463.6</b>	<b>212.4</b>	<b>151.5</b>	<b>66.3</b>	<b>(11.4)</b>	<b>418.8</b>
<b>Adjusted EBITDA Margin<sup>4</sup></b>	<b>15.8%</b>	<b>76.4%</b>	<b>30.2%</b>	<b>n.m.</b>	<b>20.5%</b>	<b>13.8%</b>	<b>79.7%</b>	<b>38.1%</b>	<b>n.m.</b>	<b>22.0%</b>
<b>Adjusted EBITDA Margin, excluding PAW Patrol: The Mighty Movie Revenue</b>										<b>21.3%</b>

<sup>1</sup> Corporate & Other includes certain corporate costs, foreign exchange, transaction and integration costs and merger and acquisition-related costs, as well as fair value gains and losses.

<sup>2</sup> Relates to the fair value adjustment of Melissa & Doug's inventory sold recorded as part of the acquisition on January 2, 2024.

<sup>3</sup> Transaction and integration costs incurred relating to acquisitions, including \$9.1 million (2023 - \$10.1 million) of transaction costs for the acquisition of Melissa & Doug.

<sup>4</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

<sup>5</sup> Depreciation and amortization for the calculation of Adjusted EBITDA excludes \$7.0 million (2023 - \$nil) of amortization of intangible assets acquired with Melissa & Doug.

## Toys Segment Results

The following table provides a summary of Toys segment operating results for the three months ended December 31, 2024 and 2023:

(US\$ millions)	Q4 2024	Q4 2023	\$ Change	% Change
Toy Gross Product Sales <sup>1,2</sup>	660.0	502.3	157.7	31.4 %
Toy Revenue	561.7	406.8	154.9	38.1 %
Toys Operating Income (Loss)	31.7	(30.0)	61.7	(205.7)%
Toys Operating Margin	5.6 %	(7.4)%		13.0 %
Toys Adjusted EBITDA <sup>1</sup>	76.2	19.3	56.9	294.8 %
Toys Adjusted EBITDA Margin <sup>1</sup>	13.6 %	4.7 %		8.9 %
<b>Selected Cash Flow Data</b>				
Toys capital expenditures	14.7	7.2	7.5	104.2 %

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

<sup>2</sup> Toy Gross Product Sales represents Toy Revenue excluding Sales Allowances.

Toy Revenue increased by \$154.9 million or 38.1% to \$561.7 million primarily driven by an increase in Toy Gross Product Sales<sup>1</sup>. Toy Gross Product Sales<sup>1</sup> increased by \$157.7 million or 31.4%, to \$660.0 million primarily as a result of the inclusion of Melissa & Doug. Toy Gross Product Sales, excluding Melissa & Doug<sup>1</sup> was \$507.4 million, an increase of \$5.1 million or 1.0%.

Toys Operating Income increased by \$61.7 million or 205.7% to \$31.7 million. Toys Operating Margin was 5.6% compared to (7.4)%. The increase in Toys Operating Income was driven by lower impairment of goodwill. In addition, the increase was driven by the inclusion of Melissa & Doug and higher Gross Profit due to lower Sales Allowances as a percentage of Toy Gross Product Sales<sup>1</sup>.

Toys Adjusted EBITDA<sup>1</sup> increased by \$56.9 million to \$76.2 million. Toys Adjusted EBITDA Margin<sup>1</sup> was 13.6% compared to 4.7%. The increase in Toys Adjusted EBITDA Margin<sup>1</sup> was driven by the inclusion of Melissa & Doug, lower Sales Allowances as a percentage of Toy Gross Product Sales<sup>1</sup> and lower marketing and distribution expenses relative to Toy Revenue. The seasonality of Melissa & Doug's revenue is more heavily weighted to the second half of the year, which resulted in improved operating leverage.

Toys capital expenditures increased by \$7.5 million to \$14.7 million, mainly as a result of higher investments in leasehold improvements, computer hardware and software.

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

The following table provides a summary of the Toys segment's operating results for the year ended December 31, 2024 and 2023:

(US\$ millions)	Year Ended Dec 31,		\$ Change	% Change
	2024	2023		
Toy Gross Product Sales <sup>1, 2</sup>	2,231.5	1,787.2	444.3	24.9 %
Toy Revenue	1,939.9	1,540.9	399.0	25.9 %
Toys Operating Income	89.5	101.0	(11.5)	(11.4)%
Toys Operating Margin	4.6 %	6.6 %		(2.0)%
Toys Adjusted EBITDA <sup>1</sup>	306.8	212.4	94.4	44.4 %
Toys Adjusted EBITDA Margin <sup>1</sup>	15.8 %	13.8 %		2.0 %
<b>Selected Cash Flow and Balance Sheet Data</b>				
Toys capital expenditures	45.6	34.6	11.0	31.8 %

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

<sup>2</sup> Toy Gross Product Sales represents Toy Revenue excluding Sales Allowances.

Toy Revenue increased by \$399.0 million or 25.9% to \$1,939.9 million primarily driven by an increase in Toy Gross Product Sales<sup>1</sup>. Toy Gross Product Sales<sup>1</sup> increased by \$444.3 million or 24.9% to \$2,231.5 million primarily due to the inclusion of Melissa & Doug. Toy Gross Product Sales, excluding Melissa & Doug<sup>1</sup> was \$1,798.2 million, an increase of \$11.0 million or 0.6%.

Toys Operating Income decreased by \$11.5 million or 11.4% to \$89.5 million. Toys Operating Margin was 4.6% compared to 6.6%. The decrease in Toys Operating Income was driven by the fair value adjustment for inventories acquired, higher transaction and integration costs, offset by lower impairment of goodwill. The decrease was offset by the inclusion of Melissa & Doug, higher Gross Profit and lower administrative and marketing expenses.

Toys Adjusted EBITDA<sup>1</sup> increased by \$94.4 million to \$306.8 million. The increase was driven by the inclusion of Melissa & Doug, higher Gross Profit and lower administrative, distribution and selling expenses. Toys Adjusted EBITDA Margin<sup>1</sup> was 15.8% compared to 13.8%. The increase in Toys Adjusted EBITDA Margin<sup>1</sup> was primarily due to increased operating leverage and the inclusion of Melissa & Doug. Toys Adjusted EBITDA Margin, excluding Melissa & Doug<sup>1</sup> was 14.9% compared to 13.8%. The increase is due to lower selling, distribution and administrative expenses relative to Toy Revenue.

Toys capital expenditures increased by \$11.0 million to \$45.6 million, mainly as a result of higher investments in moulds, dies and tools.

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

## Toy Revenue

For the three months ended December 31, 2024 as compared to the same period in 2023:

The following table provides a summary of Spin Master's Toy Revenue, including Toy Gross Product Sales<sup>1</sup> by product category, for the three months ended December 31, 2024 and 2023:

(US\$ millions)	Q4 2024	Q4 2023	\$ Change	% Change
Preschool, Infant & Toddler and Plush <sup>1</sup>	345.7	169.3	176.4	104.2 %
Activities, Games & Puzzles and Dolls & Interactive	206.2	196.0	10.2	5.2 %
Wheels & Action	91.7	113.3	(21.6)	(19.1)%
Outdoor	16.4	23.7	(7.3)	(30.8)%
<b>Toy Gross Product Sales<sup>2,4</sup></b>	<b>660.0</b>	<b>502.3</b>	<b>157.7</b>	<b>31.4 %</b>
Sales Allowances <sup>3</sup>	(102.5)	(95.5)	(7.0)	7.3 %
<i>Sales Allowances % of Toy Gross Product Sales<sup>2</sup></i>	<i>15.5 %</i>	<i>19.0 %</i>		<i>(3.5)%</i>
<b>Toy Net Sales</b>	<b>557.5</b>	<b>406.8</b>	<b>150.7</b>	<b>37.0 %</b>
Toy - Other Revenue	4.2	—	4.2	n.m.
<b>Toy Revenue</b>	<b>561.7</b>	<b>406.8</b>		

<sup>1</sup> Revenue from Melissa & Doug is included within the Preschool, Infant & Toddler and Plush product categories beginning from the date of acquisition.

<sup>2</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

<sup>3</sup> The Company enters into arrangements to provide sales allowances requested by customers relating to cooperative advertising, contractual and negotiated discounts, volume rebates, and costs incurred by customers to sell the Company's products.

<sup>4</sup> Effective January 1, 2024, the Company changed its product categories to align with the Company's product offerings going forward. Prior year comparative information has been updated to conform with the current disclosure. Refer to "Addendum" section for more details.

Preschool, Infant & Toddler and Plush increased by \$176.4 million or 104.2% to \$345.7 million, primarily due to sales of *Melissa & Doug* and *Ms. Rachel*.

Activities, Games & Puzzles and Dolls & Interactive increased by \$10.2 million or 5.2% to \$206.2 million, led by increases in *Unicorn Academy* and *Hatchimals*, partially offset by declines in *Wizarding World*.

Wheels & Action decreased by \$21.6 million or 19.1% to \$91.7 million, mainly due to declines in *Bakugan*, *Tech Deck* and *DC*.

Outdoor decreased by \$7.3 million or 30.8% to \$16.4 million, driven by a decline in *SwimWays*.

Sales Allowances increased by \$7.0 million to \$102.5 million. As a percentage of Toy Gross Product Sales<sup>1</sup>, Sales Allowances decreased to 15.5% from 19.0%, due to lower markdowns and promotional activity and a change in geographic market mix. Prior year included higher markdowns and promotional spending activity as a result of pressures on consumer discretionary spending levels.

### Revenue by Geographic Area

Toy Gross Product Sales<sup>1</sup> by geographical area are based on the location of the customers. The following table provides a summary of Spin Master's Toy Gross Product Sales<sup>1</sup> by geographic area for the three months ended December 31, 2024 and 2023:

(US\$ millions)	Q4 2024		Q4 2023		Change	
	\$	% of GPS	\$	% of GPS	\$	% of GPS
North America	407.0	61.7 %	270.6	53.9 %	136.4	7.8 %
Europe	172.2	26.1 %	155.7	31.0 %	16.5	(4.9)%
Rest of World	80.8	12.2 %	76.0	15.1 %	4.8	(2.9)%
International	253.0	38.3 %	231.7	46.1 %	21.3	(7.8)%
<b>Toy Gross Product Sales<sup>1</sup></b>	<b>660.0</b>	<b>100.0 %</b>	<b>502.3</b>	<b>100.0 %</b>	<b>157.7</b>	
Sales Allowances	(102.5)	(15.5)%	(95.5)	(19.0)%	(7.0)	3.5 %
<b>Toy Net Sales</b>	<b>557.5</b>		<b>406.8</b>		<b>150.7</b>	
Toy - Other Revenue	4.2		—		4.2	n.m.
<b>Toy Revenue</b>	<b>561.7</b>		<b>406.8</b>		<b>154.9</b>	

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

North America increased by \$136.4 million or 50.4% to \$407.0 million. The increase was driven by sales of *Melissa & Doug* and *Ms. Rachel*, and an increase in *Unicorn Academy*, partially offset by declines in *SwimWays* and *Bakugan*. As a percentage of Toy Gross Product Sales<sup>1</sup>, North America increased to 61.7% compared to 53.9%. International sales, comprised of Europe and Rest of World, decreased to 38.3% compared to 46.1%.

Europe increased by \$16.5 million or 10.6% to \$172.2 million. The increase was mainly driven by sales of *Melissa & Doug*, increases in *Unicorn Academy* and *Hatchimals*, and a favourable foreign exchange impact of \$1.1 million, partially offset by a decline in *Bakugan*.

Rest of World increased by \$4.8 million or 6.3% to \$80.8 million. The increase was mainly driven by sales of *Melissa & Doug* and an increase in *Hatchimals*, partially offset by declines in *DC*, *PAW Patrol* and an unfavourable foreign exchange impact of \$3.0 million.

**For the year ended December 31, 2024, as compared to the same period in 2023:**

The following table provides a summary of Spin Master's Toy Revenue, including Toy Gross Product Sales<sup>1</sup> by product category, for the year ended December 31, 2024 and 2023:

(US\$ millions)	2024	Year Ended Dec 31,		
		2023	\$ Change	% Change
Preschool, Infant & Toddler and Plush	1,103.1	718.2	384.9	53.6 %
Activities, Games & Puzzles and Dolls & Interactive	710.5	587.0	123.5	21.0 %
Wheels & Action	361.0	409.3	(48.3)	(11.8)%
Outdoor	56.9	72.7	(15.8)	(21.7)%
<b>Toy Gross Product Sales<sup>1</sup></b>	<b>2,231.5</b>	<b>1,787.2</b>	<b>444.3</b>	<b>24.9 %</b>
Sales Allowances <sup>2</sup>	(299.1)	(246.3)	(52.8)	21.4 %
<i>Sales Allowances % of Toy Gross Product Sales<sup>1</sup></i>	13.4 %	13.8 %		(0.4)%
<b>Toy Net Sales</b>	<b>1,932.4</b>	<b>1,540.9</b>	<b>391.5</b>	<b>25.4 %</b>
Toy - Other Revenue	7.5	—	7.5	n.m.
<b>Toy Revenue</b>	<b>1,939.9</b>	<b>1,540.9</b>		

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

<sup>2</sup> The Company enters into arrangements to provide sales allowances requested by customers relating to cooperative advertising, contractual and negotiated discounts, volume rebates, and costs incurred by customers to sell the Company's products.

Preschool, Infant & Toddler, Plush increased by \$384.9 million or 53.6% to \$1,103.1 million, primarily driven by the sales of *Melissa & Doug* and *Ms. Rachel*, partially offset by declines in *Gabby's Dollhouse* and *PAW Patrol*.

Activities, Games & Puzzles and Dolls & Interactive increased by \$123.5 million or 21.0% to \$710.5 million, mainly due to increases in *Hatchimals*, *Unicorn Academy* and *Bitzee*, partially offset by a decline in the Games & Puzzles Portfolio.

Wheels & Action decreased by \$48.3 million or 11.8% to \$361.0 million, due to declines in *Bakugan* and *DC*, partially offset by an increase in *Monster Jam*.

Outdoor declined by \$15.8 million or 21.7% to \$56.9 million, driven by a decline in *SwimWays*.

Sales Allowances increased by \$52.8 million to \$299.1 million. As a percentage of Toy Gross Product Sales<sup>1</sup>, Sales Allowances decreased to 13.4% from 13.8%, from lower markdowns.

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".



## Revenue by Geographic Area

The following table provides a summary of Spin Master's Toy Gross Product Sales<sup>1</sup> by geographic area for the year ended December 31, 2024 and 2023:

(US\$ millions)	Year Ended Dec 31,					Change in % of GPS
	2024	% of GPS	2023	% of GPS	\$ Change	
North America	1,324.8	59.4 %	1,012.1	56.6 %	312.7	2.8 %
Europe	560.9	25.1 %	505.9	28.3 %	55.0	(3.2)%
Rest of World	345.8	15.5 %	269.2	15.1 %	76.6	0.4 %
International	906.7	40.6 %	775.1	43.4 %	131.6	(2.8)%
<b>Toy Gross Product Sales<sup>1</sup></b>	<b>2,231.5</b>	<b>100.0 %</b>	<b>1,787.2</b>	<b>100.0 %</b>	<b>444.3</b>	
Sales Allowances	(299.1)	13.4 %	(246.3)	13.8 %	(52.8)	(0.4)%
<b>Toy Net Sales</b>	<b>1,932.4</b>		<b>1,540.9</b>		<b>391.5</b>	
Toy - Other Revenue	7.5		—		7.5	n.m.
<b>Toy Revenue</b>	<b>1,939.9</b>		<b>1,540.9</b>		<b>399.0</b>	

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

Toy Gross Product Sales<sup>1</sup> in North America increased by \$312.7 million or 30.9% to \$1,324.8 million. The increase was driven by sales of *Melissa & Doug* and *Ms. Rachel*, increases in *Monster Jam* and *Hatchimals*, partially offset by declines in *PAW Patrol*, *Gabby's Dollhouse* and *Bakugan*. As a percentage of Toy Gross Product Sales<sup>1</sup>, North America increased to 59.4% compared to 56.6%. International sales, comprised of the Europe and Rest of World, decreased to 40.6% compared to 43.4%.

Europe increased by \$55.0 million or 10.9% to \$560.9 million which includes a favourable foreign exchange impact of \$4.3 million. The increase was driven by sales of *Melissa & Doug*, increases in *Unicorn Academy* and *Bitzee*, partially offset by a decline in *Bakugan*.

Rest of World increased by \$76.6 million or 28.5% to \$345.8 million. The increase was driven by sales of *Melissa & Doug* and an increase in *Hatchimals*, partially offset by a decline in *PAW Patrol* and an unfavourable foreign exchange impact of \$5.6 million.

## Toys Segment Trend Analysis

(US\$ millions)	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
	2024	2024	2024	2024	2023	2023	2023	2023
Toy Gross Product Sales <sup>1</sup>	660.0	922.7	384.7	264.1	502.3	678.6	390.0	216.3
Toy Revenue	561.7	810.9	340.9	226.4	406.8	601.5	346.3	186.3
Toys Operating Income (Loss)	31.7	183.5	(34.9)	(90.8)	(30.0)	149.0	23.8	(41.8)
Toys Operating Margin	5.6%	22.6%	(10.2)%	(40.1)%	(7.4)%	24.8%	6.9%	(22.4)%
Toys Adjusted EBITDA <sup>1</sup>	76.2	242.2	20.9	(32.5)	19.3	166.8	47.7	(21.4)
Toys Adjusted EBITDA Margin <sup>1</sup>	13.6%	29.9%	6.1%	(14.4)%	4.7%	27.7%	13.8%	(11.5)%

## Selected Cash Flow and Balance Sheet Data

Toys capital expenditures	14.7	9.6	12.1	9.2	7.2	7.3	12.3	7.8
Moulds, dies and tools, net carrying amount <sup>2</sup>	22.7	24.9	26.8	23.4	19.2	20.4	21.7	20.0

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

<sup>2</sup> Net carrying amount represents balance as at end of the period.

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

Toy Revenue seasonality factors cause the Company's operating results to fluctuate from quarter to quarter. Toy Revenue is historically concentrated in the third and fourth quarters of each fiscal year, with the proportional Toys Operating Income earned and cash flows generated during the same period.

Additionally:

- Effective Q1 2024, Melissa & Doug was included in the Toys segment. Toys Operating Margin and Toys Adjusted EBITDA Margin<sup>1</sup> in Q1 and Q2 2024 were lower than prior comparable periods as a result of lower operating leverage due to the seasonality of Melissa & Doug Revenue, which is more heavily weighted to the second half of the year.
- Toy Gross Product Sales<sup>1</sup> in Q3 2024 was higher than Q3 2023 as a result of a shift in customer orders and shipments into the second half of 2024.
- Toy Gross Product Sales<sup>1</sup> in the first half of 2023 was lower than the comparable period in 2022 due to lower sales volumes as retailers focused on reducing their inventory carried over from Q4 2022.

## Entertainment Segment Results

The following table provides a summary of the Entertainment segment's operating results for the three months ended December 31, 2024 and 2023:

(US\$ millions)	Q4 2024	Q4 2023	\$ Change	% Change
Entertainment Revenue	41.3	55.2	(13.9)	(25.2)%
Entertainment Operating Income	19.7	9.7	10.0	103.1 %
Entertainment Operating Margin	47.7 %	17.6 %		30.1 %
Entertainment Adjusted Operating Income <sup>1</sup>	20.3	10.5	9.8	93.3 %
Entertainment Adjusted Operating Margin <sup>1</sup>	49.2 %	19.0 %		30.2 %
<b>Selected Cash Flow Data</b>				
Entertainment capital expenditures	9.7	9.7	—	— %

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

Entertainment Revenue decreased by \$13.9 million or 25.2% to \$41.3 million, due to fewer Entertainment content deliveries, including *Unicorn Academy* delivered in 2023.

Entertainment Operating Income increased by \$10.0 million or 103.1% to \$19.7 million, due to lower amortization of production costs and brand promotion costs, primarily related to *Unicorn Academy* delivered in 2023. Entertainment Operating Margin was 47.7% compared to 17.6%.

Entertainment Adjusted Operating Income<sup>1</sup> increased by \$9.8 million to \$20.3 million compared to \$10.5 million. Entertainment Adjusted Operating Margin<sup>1</sup> was 49.2% compared to 19.0%, mainly as a result of fewer Entertainment content deliveries, including *Unicorn Academy* delivered in the prior year and lower marketing expenses.

Entertainment capital expenditures were flat at \$9.7 million, due to content development production costs capitalized for *PAW Patrol 3*, *Vida the Vet* and the *PAW Patrol* series, offset by lower costs for *Bakugan* and *PAW Patrol: The Mighty Movie*.

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

The following table provides a summary of the Entertainment segment's operating results for the year ended December 31, 2024 and 2023:

(US\$ millions)	Year Ended Dec 31,		\$ Change	% Change
	2024	2023		
Entertainment Revenue	158.6	190.1	(31.5)	(16.6)%
Entertainment Operating Income	86.0	78.0	8.0	10.3 %
Entertainment Operating Margin	54.2 %	41.0 %		13.2 %
Entertainment Adjusted Operating Income <sup>1</sup>	90.3	80.7	9.6	11.9 %
Entertainment Adjusted Operating Margin <sup>1</sup>	56.9 %	42.5 %		14.4 %
<b>Selected Cash Flow and Balance Sheet Data</b>				
Entertainment capital expenditures	39.5	52.1	(12.6)	(24.2)%
Entertainment content development, net carrying amount	57.9	48.3	9.6	19.9 %

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

Entertainment Revenue decreased by \$31.5 million or 16.6% to \$158.6 million, primarily due to fewer Entertainment content deliveries. Prior year included revenue for the initial delivery of *PAW Patrol: The Mighty Movie* (\$15.6 million) and deliveries of *Unicorn Academy*.

Entertainment Operating Income increased by \$8.0 million or 10.3% to \$86.0 million, primarily driven by fewer Entertainment content deliveries, including *Unicorn Academy* and \$13.4 million for *PAW Patrol: The Mighty Movie* in the prior year. Entertainment Operating Margin was 54.2% compared to 41.0%.

Entertainment Adjusted Operating Income<sup>1</sup> increased by \$9.6 million to \$90.3 million compared to \$80.7 million. Entertainment Adjusted Operating Margin<sup>1</sup> was 56.9% compared to 42.5%, mainly as a result of fewer Entertainment content deliveries, including *Unicorn Academy* and *PAW Patrol: The Mighty Movie* in the prior year.

Entertainment capital expenditures decreased by \$12.6 million to \$39.5 million, as a result of lower content development production costs capitalized for *PAW Patrol: The Mighty Movie*, *Bakugan*, *Vida the Vet* and *Unicorn Academy*, partially offset by higher costs for *PAW Patrol 3* and the *PAW Patrol* series.

Entertainment content development, net carrying amount increased by \$9.6 million to \$57.9 million.

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

## Entertainment Segment Trend Analysis

(US\$ millions)	Q4 2024	Q3 2024	Q2 2024	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023
Entertainment Revenue <sup>1</sup>	41.3	37.1	36.4	43.8	55.2	63.4	33.9	37.6
Entertainment Operating Income	19.7	19.9	17.8	28.6	9.7	23.3	15.7	29.3
Entertainment Operating Margin	47.7%	53.6%	48.9%	65.3%	17.6%	36.8%	46.3%	77.9%
Entertainment Adjusted Operating Income <sup>2</sup>	20.3	20.9	20.0	29.1	10.5	24.0	16.3	29.9
Entertainment Adjusted Operating Margin <sup>2</sup>	49.2%	56.3%	54.9%	66.4%	19.0%	37.9%	48.1%	79.5%
<b>Selected Cash Flow and Balance Sheet Data</b>								
Entertainment capital expenditures	9.7	12.9	9.1	7.8	9.7	13.1	10.9	18.4
Entertainment content development, net carrying amount <sup>3</sup>	57.9	53.4	48.6	49.7	48.3	68.8	90.8	90.5

<sup>1</sup> Q3 2023 included Entertainment Revenue associated with the initial release of *PAW Patrol: The Mighty Movie*.

<sup>2</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

<sup>3</sup> Net carrying amount represents balance as at end of the period.

Entertainment segment results fluctuate from quarter to quarter as licensing & merchandising and distribution revenue are dependent on the number and timing of film and television programs delivered as well as the timing and level of success achieved of associated merchandise licensed in the market, which cannot be predicted with certainty.

Additionally:

- In Q3 2023, Entertainment Revenue included \$15.6 million of revenue from the initial release of *PAW Patrol: The Mighty Movie*. Entertainment Operating Margin and Entertainment Adjusted Operating Margin<sup>1</sup> was lower as a result of the dilutive effect of the amortization of production costs of \$11.0 million.
- In the first half of 2023, Entertainment content development, net carrying amount in intangibles assets increased due to the capitalized costs to produce *PAW Patrol: The Mighty Movie* and *Unicorn Academy*. These productions were delivered and amortized starting in the second half of 2023.
- In Q1 2023 and Q3 2022, the Entertainment segment experienced higher Entertainment Operating Income and Entertainment Adjusted Operating Margin<sup>1</sup> from higher margin accretive licensing & merchandising revenue, as well as lower costs due to fewer Entertainment content deliveries compared to other quarters.

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

## Digital Games Segment Results

The following table provides a summary of the Digital Games segment's operating results for the three months ended December 31, 2024 and 2023:

(US\$ millions)	Q4 2024	Q4 2023	\$ Change	% Change
Digital Games Revenue	46.1	40.6	5.5	13.5 %
Digital Games Operating (Loss) Income	(0.5)	9.7	(10.2)	(105.2)%
Digital Games Operating Margin	(1.1)%	23.9 %		(25.0)%
Digital Games Adjusted Operating Income <sup>1</sup>	11.5	10.8	0.7	6.5 %
Digital Games Adjusted Operating Margin <sup>1</sup>	24.9 %	26.6 %		(1.7)%
<b>Selected Cash Flow Data</b>				
Digital Games capital expenditures	8.1	6.7	1.4	20.9 %

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

Digital Games Revenue increased by \$5.5 million or 13.5% to \$46.1 million, due to growth in subscriptions across *Piknik* and *PAW Patrol Academy* and revenue generated from strategic partnerships.

Digital Games Operating Income declined by \$10.2 million to an Operating Loss of \$0.5 million. The decrease was primarily due to impairment of app development intangible assets and goodwill, acquisition related contingent consideration, and restructuring costs. Digital Games Operating Margin decreased from 23.9% to (1.1)%.

Digital Games Adjusted Operating Income<sup>1</sup> remained relatively flat at \$11.5 million. Digital Games Adjusted Operating Margin<sup>1</sup> decreased from 26.6% to 24.9%. The decline in Digital Games Adjusted Operating Margin<sup>1</sup> was due to increased marketing across the Digital Games portfolio, partially offset by an increase in Digital Games Revenue.

Digital Games capital expenditures were \$8.1 million compared to \$6.7 million, an increase of \$1.4 million or 20.9%, from higher development costs for *Piknik*, *Toca Boca World*, *Rubik's Match* and *Unicorn Academy*, partially offset by *Toca Boca Days* and *PAW Patrol Academy*.

The following table provides a summary of the Digital Games segment's operating results for the year ended December 31, 2024 and 2023:

(US\$ millions)	Year Ended Dec 31,		\$ Change	% Change
	2024	2023		
Digital Games Revenue	164.5	173.9	(9.4)	(5.4)%
Digital Games Operating Income	22.1	49.1	(27.0)	(55.0)%
Digital Games Operating Margin	13.4 %	28.2 %		(14.8)%
Digital Games Adjusted Operating Income <sup>1</sup>	39.9	58.1	(18.2)	(31.3)%
Digital Games Adjusted Operating Margin <sup>1</sup>	24.3 %	33.4 %		(9.1)%
<b>Selected Cash Flow and Balance Sheet Data</b>				
Digital Games capital expenditures	32.5	20.7	11.8	57.0 %
Digital Games development, net carrying amount	46.3	31.5	14.8	47.0 %

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

Digital Games Revenue declined by \$9.4 million or 5.4% to \$164.5 million, due to lower in-game purchases in *Toca Boca World*. Despite continued strong consumer engagement, increased competition in the marketplace has led to lower in-game spending per user. The revenue decline in *Toca Boca World* was partially offset by growth in subscription revenue from both *Piknik* and *PAW Patrol Academy*.

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

Digital Games Operating Income decreased by \$27.0 million or 55.0% to \$22.1 million. Digital Games Adjusted Operating Income<sup>1</sup> decreased by \$18.2 million or 31.3% to \$39.9 million from \$58.1 million. Digital Games Operating Margin decreased from 28.2% to 13.4%. Digital Games Adjusted Operating Margin<sup>1</sup> decreased from 33.4% to 24.3%. The decrease in Digital Games Operating Income, Adjusted Operating Income<sup>1</sup>, Operating Margin and Adjusted Operating Margin<sup>1</sup> was due to increased marketing across the Digital Games portfolio and a decline in revenue.

Digital Games capital expenditures were \$32.5 million compared to \$20.7 million, an increase of \$11.8 million, from higher development costs for *Toca Boca Days*, *Toca Boca World*, *PAW Patrol Academy*, *Unicorn Academy* and *Piknik*.

Digital Games development, net carrying amount increased by \$14.8 million to \$46.3 million compared to \$31.5 million, primarily as a result of higher development costs for *Unicorn Academy*, *Toca Boca Days*, *Toca Boca World* and *Piknik*, partially offset by lower development costs for *PAW Patrol Academy*.

### Digital Games Segment Trend Analysis

(US\$ millions)	Q4 2024	Q3 2024	Q2 2024	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023
Digital Games Revenue	46.1	37.7	34.7	46.0	40.6	45.3	40.5	47.5
Digital Games Operating Income	(0.5)	5.1	4.3	13.2	9.7	13.6	9.6	16.2
Digital Games Operating Margin	(1.1)%	13.5 %	12.4 %	28.7 %	23.9 %	30.0%	23.7%	34.1%
Digital Games Adjusted Operating Income <sup>1</sup>	11.5	7.3	5.9	15.2	10.8	15.5	12.8	19.0
Digital Games Adjusted Operating Margin <sup>1</sup>	24.9 %	19.4%	17.0%	33.0%	26.6 %	34.2%	31.6%	40.0%

### Selected Cash Flow and Balance Sheet Data

Digital Games capital expenditures	8.1	7.7	8.8	7.9	6.7	5.0	5.1	3.9
Digital Games development, net carrying amount <sup>2</sup>	46.3	50.6	43.5	36.4	31.5	25.3	22.0	19.4

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

<sup>2</sup> Net carrying amount represents balance as at the end of the period.

Digital Games segment results fluctuated from quarter to quarter. Digital Games Revenue tracks the play patterns of its target audience. For games that have a target audience of ages 6-12, the traditional seasonality peaks in both engagement and revenue during school holidays. Digital Games Revenue is typically higher during traditional vacation periods and when new content is launched in each fiscal year, with proportionate Digital Games Operating Income and cash flows generated during the same period. Digital Games Operating Income and Digital Games Adjusted Operating Margin<sup>1</sup> fluctuate between quarters due to the timing of product development and personnel related costs. Quarters with higher Digital Games Revenue will also drive operating leverage, leading to higher Operating Margins.

In 2024 and 2023, Digital Games capital expenditure and development costs as well as the net carrying amount of intangibles assets increased due to the capitalized costs for the development of a number of new games including *Toca Boca Days*, *PAW Patrol Academy*, *Toca Boca World*, *Unicorn Academy*, and *Cubric*.

### Corporate & Other for the three months and year ended December 31, 2024 as compared to the same period in 2023:

For the three months ended December 31, 2024, Operating Income for Corporate & Other was \$3.8 million, a change of \$22.2 million compared to an Operating Loss of \$26.0 million, primarily related to changes in foreign exchange. Adjusted Operating Loss<sup>1</sup> was \$4.0 million compared to Adjusted Operating Loss<sup>1</sup> of \$3.5 million.

For the year ended December 31, 2024, Operating Loss was \$32.1 million compared to \$39.2 million, a decrease of \$7.1 million primarily related to changes in foreign exchange, offset by an increase in transaction and integration expenses. Adjusted Operating Loss<sup>1</sup> increased to \$14.0 million compared to \$11.6 million.

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

## INVESTMENTS AND ACQUISITIONS

### *Prior year acquisitions*

#### ***Acquisition of certain assets from 4D Brands International Inc.***

On January 17, 2023, the Company acquired certain assets from 4D Brands International Inc. and 4D Cityscape Worldwide Limited, (collectively, the "4D Vendors") creators of puzzle games. Management performed an analysis under IFRS 3, Business Combinations ("IFRS 3") and has determined that the assets and processes acquired comprised a business and therefore, accounted for the transaction as a business combination using the acquisition method of accounting. This acquisition complements the Company's existing puzzle games offering and has been reported in the Toys segment within the Activities, Games & Puzzles and Plush product category and included in the Games and Puzzles cash generating unit ("CGU") beginning from the date of acquisition.

The total purchase consideration of \$18.9 million is comprised of \$14.6 million cash consideration and \$4.1 million contingent consideration related to the estimated fair value of future royalties as well as certain performance metrics. The contingent consideration is recorded in provisions and contingent liabilities in the Consolidated statements of financial position.

Purchase consideration of \$18.9 million has been allocated as follows: \$8.5 million to intangible assets, \$0.7 million to inventories and \$0.4 million to prepaid and other assets, with the remainder of \$9.3 million allocated to goodwill.

#### ***Acquisition of certain assets from Innovation First International, Inc.***

On February 2, 2023, the Company acquired certain assets from Innovation First, Inc., Innovation First International Inc., Innovation First Labs, Inc., and Innovation First Logistics, Inc (collectively, the "Innovation First Vendors"). Management performed an analysis under IFRS 3 and has determined that the assets and processes acquired comprised a business and therefore, accounted for the transaction as a business combination using the acquisition method of accounting. This acquisition is an opportunity for Spin Master to enter the niche market of robotic toys and grow the *HEXBUG* brand. The acquired business has been reported in the Toys segment within the Wheels & Action product category and included in the Wheels & Action CGU beginning from the date of acquisition.

The total purchase consideration of \$14.6 million is comprised of \$12.9 million cash consideration and \$1.4 million contingent consideration related to the estimated fair value of future royalties. The contingent consideration is recorded in provisions and contingent liabilities in the interim statements of financial position.

The total purchase consideration of \$14.6 million has been allocated as follows: \$7.7 million to intangible assets, \$2.9 million to inventories, \$0.5 million to prepaid and other assets, and \$0.4 million to property, plant and equipment with the remainder of \$3.1 million allocated to goodwill.

### ***Spin Master Ventures***

SMV's focus is to accelerate growth by making investments in companies operating in each of the Company's three creative centres comprising Toys, Entertainment and Digital Games. Spin Master has initially allocated \$100 million of capital to SMV, to be funded from existing internal resources. As at December 31, 2024, the carrying value of investment in associate and minority interest investments was \$12.4 million.

## SELECTED QUARTERLY FINANCIAL INFORMATION

The following table provides selected historical information and other data, which should be read in conjunction with the annual financial statements and current and past interim financial statements.

(in US\$ millions, except EPS)	Q4 2024	Q3 2024	Q2 2024	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023
Revenue	649.1	885.7	412.0	316.2	502.6	710.2	420.7	271.4
Operating Income (Loss)	47.1	203.2	(23.0)	(61.8)	(36.6)	197.2	34.4	(6.1)
Operating Margin	7.3%	22.9%	(5.6)%	(19.5)%	(7.3)%	27.8%	8.2%	(2.2)%
Adjusted Operating Income (Loss) <sup>1</sup>	81.3	243.4	23.6	(14.5)	23.2	190.2	62.6	12.7
Adjusted Operating Margin <sup>1</sup>	12.5%	27.5%	5.7%	(4.6)%	4.6%	26.8%	14.9%	4.7%
Net Income (Loss)	21.1	140.1	(24.5)	(54.8)	(30.1)	155.4	28.0	(1.9)
Basic EPS	\$0.21	\$1.36	\$(0.24)	\$(0.53)	\$(0.29)	\$1.50	\$0.27	\$(0.02)
Diluted EPS	\$0.20	\$1.36	\$(0.23)	\$(0.52)	\$(0.29)	\$1.45	\$0.26	\$(0.02)
Adjusted EBITDA <sup>1</sup>	113.9	277.5	53.6	18.6	64.9	234.9	88.4	30.6
Adjusted EBITDA Margin <sup>1</sup>	17.5%	31.3%	13.0%	5.9%	12.9%	33.1%	21.0%	11.3%
Adjusted Net Income (Loss) <sup>1</sup>	57.4	169.7	9.60	(19.5)	20.5	143.6	48.8	12.3
Adjusted Basic EPS <sup>1</sup>	\$0.56	\$1.65	\$0.09	\$(0.19)	\$0.20	\$1.39	\$0.47	\$0.12
Adjusted Diluted EPS <sup>1</sup>	\$0.55	\$1.60	\$0.09	\$(0.19)	\$0.19	\$1.34	\$0.45	\$0.12
<b>Balance Sheet and Cash Flow</b>								
Cash and cash equivalents	233.5	114.2	154.6	205.5	705.7	650.7	554.9	569.3
Cash provided by (used in) operating activities	203.4	74.9	16.3	24.3	67.9	144.3	19.1	(4.3)
Cash used in investing activities	(30.5)	(30.2)	(27.4)	(980.4)	(23.3)	(25.1)	(30.3)	(56.6)
Free Cash Flow <sup>1</sup>	175.0	44.7	(3.6)	(0.6)	44.3	118.9	(5.9)	(34.4)

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

The seasonality factors outlined in the Toys, Entertainment and Digital Games segment trend analysis have the following impact on the Company's results from quarter to quarter:

- Revenue, Operating Income (Loss), Net Income (Loss), and cash flows generated are significantly affected by the seasonality factors of the Toys segment, and also experiences a higher concentration historically in the third and fourth quarters of each fiscal year. Melissa & Doug is included in the Toys segment effective in Q1 2024.
- Quarters with higher cash used in investing activities reflect higher capital expenditures across the operating segments as well as periods with investment or acquisition related activity.
  - In Q1 2024, the Company acquired all of the issued and outstanding capital stock in Melissa & Doug for total cash consideration of \$991.7 million, including \$36.2 million of cash acquired, which was funded with \$466.7 million in cash and \$525.0 million of debt.
  - In Q1 2023, the Company acquired certain assets from the 4D Vendors for total purchase consideration of \$18.9 million which included \$14.6 million of cash consideration and acquired certain assets from the Innovation First Vendors for total purchase consideration of \$14.6 million (\$12.9 million of cash consideration).
- Operating Income (Loss) in 2024 included fair value adjustments for inventories acquired, amortization of intangible assets acquired, and higher transaction and integration costs due to the acquisition of Melissa & Doug on January 2, 2024.

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".



## LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2024, the Company held \$233.5 million of cash (December 31, 2023 - \$705.7 million).

As at December 31, 2024, the Company's available liquidity of \$583.3 million was comprised of \$233.5 million in cash, which includes \$7.7 million was in a geographic region which is subject to certain limitations, and \$349.8 million under the Company's credit facilities.

The Company has an unsecured revolving credit facility (the "Facility") with a borrowing capacity of \$510.0 million which matures on September 28, 2026, and contains certain financial covenants. The Facility also has an option which permits the Company to increase the total capital available by an additional \$200.0 million. Total financing costs of \$1.8 million, which include Facility amendment fees and related legal fees, are offset in Loans and borrowings and are being amortized over the term of the amended and restated agreement.

The Company has a non-revolving credit facility (the "Acquisition Facility") for the acquisition of Melissa & Doug with a borrowing capacity of \$225.0 million, which contains certain financial covenants. On November 15, 2024, the Company entered into an agreement to amend and restate its existing Acquisition Facility, which now matures on September 30, 2025. The Acquisition Facility was used to fund the acquisition of Melissa & Doug. Total financing costs of \$0.9 million, which include facility arranger fees, agency fees and related legal fees, are offset in Loans and borrowings and are being amortized over the term of the Acquisition Facility.

As at December 31, 2024, there was \$4.8 million (December 31, 2023 - \$1.5 million) in letters of credit outstanding under the Facility.

During the year ended December 31, 2024, the Company repaid \$135.0 million of the Facility. As at December 31, 2024, there was \$165.0 million outstanding (December 31, 2023 - \$nil) under the Facility and \$225.0 million outstanding (December 31, 2023 - \$nil) under the Acquisition Facility.

For the year ended December 31, 2024, the weighted average interest rate on the Facility and the Acquisition Facility were both 6.5% (2023 - N/A).

The Company's Facility and Acquisition Facility bear interest at variable rates. As a result, the Company is exposed to interest rate risk due to fluctuations in lenders' base rates. The Company manages its interest rate risk by using a variable to fixed interest rate swap, where the Company pays the fixed interest rate. On March 27, 2024, the Company entered into four interest rate swaps with an aggregate notional principal of \$140.0 million, effective on April 1, 2024, maturing in four tranches until December 31, 2025 (refer to "Financial Instruments" for details). As at December 31, 2024, \$70.0 million of notional principal was outstanding.

The Company has an uncommitted overdraft facility agreement (the "European Facility") for \$15.9 million (equivalent to €15.0 million). The European Facility will be used, if needed, to fund working capital requirements in Europe. As at December 31, 2024, the outstanding balance was \$nil (December 31, 2023 - \$nil).

The Company has an uncommitted revolving credit facility to finance television and film production (the "Production Facility"). The limit of the Production Facility is \$7.4 million (equivalent to C\$10.0 million). As at December 31, 2024, the outstanding balance of the Production Facility was \$nil (December 31, 2023 - \$nil).

The Company's primary source of liquidity is cash flow from operations. The Company's primary capital needs are related to inventory financing, accounts payable funding, and capital expenditures for Toys tooling, Entertainment content production, Digital Games development and to fund strategic acquisitions and minority investments. As a result of the seasonal nature of the toy industry, working capital requirements are variable throughout the year. Working capital needs typically grow through the first three quarters as inventories are built up for the peak sales periods for retailers in the fourth quarter. The Company's cash flows from operating activities are typically at their highest levels of the year in the third quarter, however, cash flows may be impacted by the factors discussed below.

The Company paid and declared its first quarterly dividend in the third quarter of 2022. The declaration and payment of dividends on the Company's subordinate voting shares and multiple voting shares and the amount thereof are at the discretion of the Company's Board of Directors, which considers the Company's financial results, capital requirements, available cash flow, future prospects of the Company's business and other factors considered relevant from time to time. Subsequent to December 31, 2024, the Company declared a quarterly dividend of C\$0.12 per outstanding subordinate voting share and multiple voting share, payable Apr 11, 2025.

Cash flows from operations could be negatively impacted by lower demand for the Company's products, which may result from factors such as adverse economic conditions and changes in consumer preferences, the loss of confidence by the Company's principal customers in the Company and its product lines, or by increased costs associated with manufacturing and distribution of products.

The Company expects that cash on hand, future operating cash flows and the amount available under its committed credit facilities are sufficient to finance capital expenditures and ongoing business requirements over the next 12 months. The Company continually assesses its liquidity needs. In addition, in order to manage its capital allocation, the Company may adjust the quantum of dividends paid to shareholders or whether dividends are paid at all, purchase shares for cancellation under its NCIB program, issue new shares or issue or repay borrowings to ensure sufficient liquidity is available to support its financial obligations, and to execute its operating and strategic plan. The Company may also adjust its capital structure considering changes in economic conditions, utilize short-term funding sources to manage its seasonal working capital requirements and long-term funding sources to manage the long-term capital investments of the business.

### **Short Form Base Shelf Prospectus**

The Company filed a short form base shelf prospectus dated April 12, 2024, pursuant to which, for a period of 25 months thereafter, the Company (and shareholders of the Company) may sell subordinate voting shares, preferred shares, debt securities, subscription receipts, warrants or any combination thereof as a unit. This filing provides the Company with the flexibility to access debt and equity markets on a timely basis.

The Company previously filed a short form base shelf prospectus dated November 2, 2021 for a period of 25 months.

### **Capital and Investment Framework**

Over the long term, the Company plans to use its cash on hand, cash from operations and its committed credit facility to fund seasonal working capital requirements related to product sales, television shows, feature films, short-form content, Digital Games development in addition to strategic acquisitions, minority investments, and capital investments.

Spin Master primarily uses third parties to manufacture, warehouse and distribute its products. As a result, the Company does not have to incur material investments in property, plant and equipment. The Company's capital expenditures are generally comprised of the purchase of tooling used in the manufacturing process of toys, entertainment content production and digital games development.

## CASH FLOW

The following table provides a summary of Spin Master's consolidated cash flows for the three months ended December 31, 2024 and 2023:

(US\$ millions)	Q4 2024	Q4 2023	\$ Change
Net cash flows provided by operating activities	203.4	67.9	135.5
Net cash flows used in investing activities	(30.5)	(23.3)	(7.2)
Net cash flows used in financing activities	(49.5)	(8.2)	(41.3)
<b>Net decrease in cash (excluding the effect of foreign currency exchange rate changes on cash)</b>	<b>123.4</b>	<b>36.4</b>	<b>87.0</b>
Effect of foreign currency exchange rate changes on cash	(4.1)	18.6	(22.7)
Cash, beginning of period	114.2	650.7	(536.5)
<b>Cash, end of period</b>	<b>233.5</b>	<b>705.7</b>	<b>(472.2)</b>

The following table provides a summary of Spin Master's consolidated cash flows for the year ended December 31, 2024 as compared to the same period in 2023:

(US\$ millions)	Year Ended Dec 31,		\$ Change
	2024	2023	
Net cash flows provided by operating activities	328.0	227.0	101.0
Net cash flows used in investing activities	(1,068.5)	(135.3)	(933.2)
Net cash flows provided by (used in) financing activities	270.2	(44.1)	314.3
<b>Net decrease in cash (excluding the effect of foreign currency exchange rate changes on cash)</b>	<b>(470.3)</b>	<b>47.6</b>	<b>(517.9)</b>
Effect of foreign currency exchange rate changes on cash	(1.9)	13.8	(15.7)
Cash, beginning of the year	705.7	644.3	61.4
<b>Cash, end of the year</b>	<b>233.5</b>	<b>705.7</b>	<b>(472.2)</b>

### Operating Activities as compared to the same period in 2023:

Cash flows provided by operating activities were \$203.4 million for the three months ended December 31, 2024 compared to \$67.9 million driven by change in non-cash working capital, higher Net Income, adjusted for non-cash items and lower income taxes paid, partially offset by higher interest paid. Change in non-cash working capital increased \$126.8 million as compared to an increase of \$26.8 million, due to change in trade receivables, inventories and other receivables, partially offset by change in trade payable and accrued liabilities.

Cash flows provided by operating activities were \$328.0 million for the year ended December 31, 2024 compared to \$227.0 million driven by change in non-cash working capital and lower income taxes paid, partially offset by higher interest paid and lower Net Income, adjusted for non-cash items. Change in non-cash working capital decreased by \$24.9 million as compared to a decrease of \$105.1 million, due to change in trade receivables, other receivables and inventories, partially offset by change in trade payable and accrued liabilities.

The following table provides a summary of Spin Master's net changes in non-cash working capital for the year ended December 31, 2024 as compared to the same period in 2023:

	Year Ended Dec 31,		
(US\$ millions)	2024	2023	\$ Change
(Increase) decrease in:			
Trade receivables, net	19.8	(111.9)	131.7
Other receivables	5.0	(13.0)	18.0
Inventories, net	26.6	8.0	18.6
Prepaid expenses and other assets	(0.8)	(18.8)	18.0
	50.6	(135.7)	186.3
Increase (decrease) in:			
Trade payables and accrued liabilities	(39.3)	36.3	(75.6)
Deferred revenue	11.0	(0.5)	11.5
Provisions	2.6	(5.5)	8.1
Other	—	0.3	(0.3)
	(25.7)	30.6	(56.3)
Net changes in non-cash working capital	24.9	(105.1)	130.0

### Net Working Capital<sup>1</sup>

The table below outlines key financial information pertaining to the Company's Net Working Capital<sup>1</sup>:

(US\$ millions)	Dec 31,		\$ Change
	2024	2023	
Trade receivables, net <sup>1</sup>	499.4	414.4	85.0
Other receivables <sup>2</sup>	54.9	60.0	(5.1)
Inventories, net <sup>3</sup>	184.7	98.0	86.7
Prepaid expenses and other assets	48.7	40.9	7.8
<b>Current assets</b>	<b>787.7</b>	<b>613.3</b>	<b>174.4</b>
Trade payables	224.2	189.2	35.0
Accrued liabilities <sup>4</sup>	205.3	196.2	9.1
Deferred revenue	22.0	11.0	11.0
Provisions	24.7	32.1	(7.4)
<b>Current liabilities</b>	<b>476.2</b>	<b>428.5</b>	<b>47.7</b>
<b>Net Working Capital<sup>5</sup></b>	<b>311.5</b>	<b>184.8</b>	<b>126.7</b>

<sup>1</sup> Trade receivables are net of allowance for doubtful accounts and provisions for sales allowances. Refer to Note 11 of the annual financial statements.

<sup>2</sup> Other receivables include investment tax credits receivable, royalties, sales tax and other balances. Refer to Note 11 of the annual financial statements.

<sup>3</sup> Inventories are net of write-downs. Refer to Note 12 of the annual financial statements.

<sup>4</sup> Accrued liabilities are comprised of payroll related liabilities, accrued royalties, commodity tax, dividends payable, accrued liability for the automatic share purchase plan, restructuring liability and other balances. Refer to Note 17 of the annual financial statements.

<sup>5</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

Net Working Capital<sup>1</sup> increased by \$126.7 million to \$311.5 million at December 31, 2024. Excluding the impact of the Net Working Capital acquired through the acquisition of Melissa & Doug and foreign exchange, total Net Working Capital<sup>1</sup> increased by \$24.9 million.

Trade receivables, net, increased by \$85.0 million to \$499.4 million at December 31, 2024, primarily as a result of the inclusion of Melissa & Doug, partially offset by higher collections.

Other receivables decreased by \$5.1 million to \$54.9 million at December 31, 2024, driven by a decrease in investment tax credit receivables.

Inventories, net, increased by \$86.7 million to \$184.7 million at December 31, 2024, due to the inventories acquired from Melissa & Doug and higher freight costs.

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

Trade payables and accrued liabilities increased by \$44.1 million to \$429.5 million at December 31, 2024, driven by the inclusion of Melissa & Doug and the timing of purchasing activity and payments.

### Investing Activities as compared to the same period in 2023:

The following table provides a summary of Spin Master's consolidated cash flows used in investing activities for the three months ended December 31, 2024 and 2023:

(US\$ millions)	Q4 2024	Q4 2023	\$ Change
<b>Property, plant and equipment</b>			
Tooling	4.9	5.0	(0.1)
Other	4.0	0.7	3.3
<b>Total property, plant and equipment</b>	<b>8.9</b>	<b>5.7</b>	<b>3.2</b>
<b>Intangible assets</b>			
Entertainment content and Digital Games development	18.5	17.5	1.0
Computer software	5.1	0.4	4.7
<b>Total intangible assets</b>	<b>23.6</b>	<b>17.9</b>	<b>5.7</b>
<b>Total capital expenditures</b>	<b>32.5</b>	<b>23.6</b>	<b>8.9</b>
Minority interest investments, net of investment distribution income	1.1	0.5	0.6
Change in restricted cash	(3.1)	—	(3.1)
Proceeds from sale of manufacturing operations	—	(0.8)	0.8
<b>Cash used in investing activities</b>	<b>30.5</b>	<b>23.3</b>	<b>7.2</b>

Cash used in investing activities was \$30.5 million for the three months ended December 31, 2024 compared to \$23.3 million primarily as a result of the investments in computer hardware, software and leasehold improvements.

The following table provides a summary of Spin Master's consolidated cash flows used in investing activities for the year ended December 31, 2024 as compared to the same period in 2023:

(US\$ millions)	Year Ended Dec 31,		\$ Change
	2024	2023	
<b>Property, plant and equipment</b>			
Tooling	22.8	20.6	2.2
Other	11.2	7.4	3.8
<b>Total property, plant and equipment</b>	<b>34.0</b>	<b>28.0</b>	<b>6.0</b>
<b>Intangible assets</b>			
Entertainment content and Digital Games development	75.3	73.1	2.2
Computer software	8.3	3.0	5.3
Brands, licenses and trademark acquisitions	—	3.3	(3.3)
<b>Total intangible assets</b>	<b>83.6</b>	<b>79.4</b>	<b>4.2</b>
<b>Total capital expenditures</b>	<b>117.6</b>	<b>107.4</b>	<b>10.2</b>
Business acquisitions	952.9	26.5	926.4
Change in restricted cash	(3.1)	—	(3.1)
Minority interest investments, net of investment distribution income	1.1	2.2	(1.1)
Proceeds from sale of manufacturing operations	—	(0.8)	0.8
<b>Cash used in investing activities</b>	<b>1,068.5</b>	<b>135.3</b>	<b>933.2</b>

For the year ended December 31, 2024, cash used in investing activities was \$1,068.5 million compared to \$135.3 million. The increase was primarily related to the acquisition of Melissa & Doug.

### Financing Activities as compared to the same period in 2023:

Cash flows used in financing activities were \$49.5 million for the three months ended December 31, 2024 compared to \$8.2 million, mainly due to a \$20.0 million repayment of the Facility, payment of lease liabilities of \$9.4 million, payment of dividends of \$9.2 million, and the repurchase of shares under the Company's NCIB for \$7.8 million (Q4 2023 - \$nil).

Cash flows provided by financing activities were \$270.2 million for the year ended December 31, 2024 compared to cash used in financing activities of \$44.1 million, mainly due to proceeds of \$525.0 million of debt comprised of \$300.0 million from the Facility and \$225.0 million from the Acquisition Facility, to finance the Melissa & Doug Acquisition. During the year ended December 31, 2024, the Company repaid \$135.0 million towards the Facility, repurchased shares for \$54.5 million (2023 - \$10.5 million) under the Company's NCIB, made lease payments of \$37.8 million, and paid dividends of \$27.5 million (2023 - \$18.4 million).

### Free Cash Flow<sup>1</sup> as compared to the same period in 2023:

The following table provides a reconciliation of Spin Master's consolidated Free Cash Flow<sup>1</sup> to cash from operating activities and cash used in investing activities for the three months ended December 31, 2024 and 2023:

(US\$ millions)	Q4 2024	Q4 2023	\$ Change
Cash provided by operating activities	203.4	67.9	135.5
Cash used in investing activities	(30.5)	(23.3)	(7.2)
<b>Add:</b>			
Investment in associate	1.0	—	1.0
Portfolio investments	1.1	—	1.1
Minority interest investments	—	0.5	(0.5)
Proceeds from sale of manufacturing operations	—	(0.8)	0.8
<b>Free Cash Flow<sup>1</sup></b>	<b>175.0</b>	<b>44.3</b>	<b>130.7</b>

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

Free Cash Flow<sup>1</sup> was \$175.0 million for the three months ended December 31, 2024 compared to \$44.3 million, an increase of \$130.7 million. Free Cash Flow<sup>1</sup> increased due to the change in non-cash working capital, higher Net Income, adjusted for non-cash items and lower income taxes paid, partially offset by higher interest paid. Change in non-cash working capital increased by \$126.8 million as compared to an increase of \$26.8 million.

The following table provides a reconciliation of Spin Master's consolidated Free Cash Flow<sup>1</sup> to cash from operating activities and cash used in investing activities for the year ended December 31, 2024 as compared to the same period in 2023:

(US\$ millions)	Year Ended Dec 31,		\$ Change
	2024	2023	
Cash flows provided by operating activities	328.0	227.0	101.0
Cash flows used in investing activities	(1,068.5)	(135.3)	(933.2)
<b>Add:</b>			
Business acquisitions, net of cash acquired	952.9	26.5	926.4
Investment in associate	2.0	—	2.0
Investment in trademark license agreement	—	3.3	(3.3)
Investment distribution income	—	(0.3)	0.3
Portfolio investments	1.1	—	1.1
Minority interest investments	—	2.5	(2.5)
Proceeds from sale of manufacturing operations	—	(0.8)	0.8
<b>Free Cash Flow<sup>1</sup></b>	<b>215.5</b>	<b>122.9</b>	<b>92.6</b>

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

For the year ended December 31, 2024, Free Cash Flow<sup>1</sup> was \$215.5 million compared to \$122.9 million, an increase of \$92.6 million. Free Cash Flow<sup>1</sup> increased primarily due to change in non-cash working capital and lower income taxes paid, partially offset by higher interest paid and lower Net Income, adjusted for non-cash items. Change in non-cash working capital decreased by \$24.9 million as compared to a decrease of \$105.1 million, due to change in trade receivables, other receivables and inventories, partially offset by change in trade payable and accrued liabilities.

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".



## 2025 OUTLOOK

The Company expects for 2025:

- Toy Gross Product Sales to increase 4% to 5% compared to 2024 and for seasonality to be approximately 31% to 33% in the first half.
- Revenue to increase 4% to 6% compared to 2024.
- Adjusted EBITDA Margin<sup>1</sup> of 20.0% to 21.0% as compared to 20.5% in 2024.

The Company's Outlook for 2025 includes Melissa & Doug.

## CONTRACTUAL OBLIGATIONS & COMMITMENTS

In the normal course of business, Spin Master enters into contractual arrangements to obtain and protect Spin Master's right to create and market certain products and intellectual properties to ensure availability and timely delivery of future purchases of goods and services. These arrangements include commitments for future services, purchases, commitments to settle foreign currency forward contracts and royalty payments pursuant to licensing agreements. Certain of these commitments routinely contain provisions for guarantees or minimum expenditures during the terms of the contracts. Additionally, Spin Master routinely enters into non-cancellable lease agreements for premises and equipment, which contain minimum rental payments.

The following table summarizes Spin Master's contractual commitments and obligations as at December 31, 2024, which are primarily for the leasing of offices and related office equipment and minimum guarantees due to licensors. The leases have terms of between one and twenty years (including renewal periods) and minimum guarantees to licensors are primarily due within 24 months.

(US\$ millions)	<1 Year	1-5 Years	> 5 Years	Total
Loans and borrowings	390.0	—	—	390.0
Lease obligations - undiscounted	37.5	98.6	36.7	172.8
Guaranteed payments due to licensors	17.9	31.6	—	49.5
Purchase commitments	25.6	20.8	—	46.5
Other	0.1	—	—	0.1
<b>Total obligations and commitments</b>	<b>471.1</b>	<b>151.0</b>	<b>36.7</b>	<b>658.9</b>

## OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on its financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

## CAPITALIZATION

### Share Capital

As at February 24, 2025, there were 102.5 million shares outstanding comprised of 68.5 million multiple voting shares and 34.0 million subordinate voting shares.

As of February 24, 2025, pursuant to grants under the Company's Long-Term Incentive Plan, 1.4 million subordinate voting shares were issuable under outstanding Restricted Share Units, up to 1.5 million subordinate voting shares were issuable under outstanding Performance Share Units (assuming vesting at a maximum of 200% for units with an outstanding performance period) and 0.5 million subordinate voting shares were issuable under outstanding share option grants.

The following table provides a summary of dividends declared and paid.

Declaration Date	Record Date	Payment Date	Dividend per Share (C\$)	Dividends declared and paid (in US\$ millions) <sup>1</sup>
Feb 24, 2025	Mar 28, 2025	Apr 11, 2025	0.12	—
Oct 30, 2024	Dec 27, 2024	Jan 10, 2025	0.12	9.1
Jul 30, 2024	Sep 27, 2024	Oct 11, 2024	0.12	9.1
May 7, 2024	Jun 28, 2024	Jul 12, 2024	0.12	9.1
Feb 28, 2024	Mar 29, 2024	Apr 12, 2024	0.06	4.6
Nov 1, 2023	Dec 29, 2023	Jan 12, 2024	0.06	4.6
Aug 2, 2023	Sep 29, 2023	Oct 13, 2023	0.06	4.6
May 3, 2023	Jun 30, 2023	Jul 14, 2023	0.06	4.7
Mar 8, 2023	Mar 31, 2023	Apr 14, 2023	0.06	4.6
Nov 2, 2022	Dec 30, 2022	Jan 13, 2023	0.06	4.6

<sup>1</sup> Dividends declared on Feb 24, 2025 will be accrued on record date of Mar 28, 2025.

During the year ended December 31, 2024, dividends of \$27.5 million (2023 - \$18.4 million) were paid.

### Normal Course Issuer Bid

On February 28, 2024, the Company launched, and the Toronto Stock Exchange ("TSX") accepted the notice to launch an NCIB. Under the NCIB, the Company can repurchase its subordinate voting shares on the open market at its discretion and subject to compliance with applicable securities laws. The NCIB period commenced on March 4, 2024, and will end on the earlier of March 3, 2025, and the completion of purchases under the NCIB of up to 2,984,559 subordinate voting shares, which represented approximately 10% of the "public float" (within the meaning of the rules of the TSX) upon launch of the NCIB.

The following table summarizes the Company's activities under the NCIB for the year ended December 31, 2024:

(US\$ millions)	Year Ended Dec 31,	
	2024	2023
Subordinate voting shares repurchased for cancellation (number of shares)	2,370,960	397,700
Consideration	54.5	10.5
Reduction in share capital	29.0	4.7
Premium on repurchased and cancelled shares recorded in retained earnings	25.5	5.8

During the year ended December 31, 2024, the Company repurchased and cancelled 2,370,960 subordinate voting shares (2023 - 397,700 shares) (7.0% of total subordinate voting shares outstanding as at December 31, 2024) through the Company's NCIB program for \$54.5 million (C\$74.2 million) (2023 - \$10.5 million). From time to time, the Company participates in an automatic share purchase plan ("ASPP") with its designated broker to facilitate the repurchase of subordinate voting shares.

## RISKS RELATING TO SPIN MASTER'S BUSINESS

***An investment in securities of the Company involves significant risks. Investors should carefully consider the risks described below, the other information described elsewhere in this Annual Information Form and those risks set out in the Company's management's discussion and analysis ("MD&A") for the year ended December 31, 2024 (as updated by subsequent interim MD&A) before making a decision to buy securities of the Company. If any of the following or other risks occur, the Company's business, prospects, financial condition, financial performance and cash flows could be materially adversely impacted. In that case, the ability of the Company to make distributions to holders of Subordinate Voting Shares could be adversely affected, the trading price of securities of the Company could decline and investors could lose all or part of their investment in such securities. These factors are also currently, and in the future may be, amplified by the global economic or geopolitical climate and additional or unforeseen circumstances, developments, or risks, including pandemics or other public health crises. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the below described or other unforeseen risks.***

***If Spin Master does not create original, or enhance existing, products, brands, entertainment properties, and digital games products that satisfy consumer preferences, and anticipate, initiate and capitalize on developments in its industry, the Company's business will suffer.***

Spin Master depends on its ability to innovate and sell original products, brands, entertainment properties, and digital games products and to identify changing consumer sentiments and respond to such changes on a timely basis. Spin Master also relies on its ability to identify third-party entertainment media that is likely to be popular with consumers and license rights to such media to incorporate into the Company's products. Spin Master's ability to maintain current sales, and increase sales or establish sales with new, innovative products, will depend on its ability to satisfy play preferences, enhance existing products, engineer, develop, introduce and achieve market acceptance of its original products, brands, entertainment properties, and digital games products. If the Company is unable to anticipate consumer preferences, its products, brands, entertainment properties, and digital games products may not be accepted by children, parents, or families, demand for the Company's products, brands, entertainment properties, and digital games products could decrease and Spin Master's business, financial condition and performance could be materially and adversely affected.

Spin Master's business and financial performance depend largely upon the appeal of its products, brands, entertainment properties, and digital games products. Product life cycles and consumer preferences continue to be affected by the rapidly increasing use and proliferation of social and digital media by consumers, and the speed with which information is shared. Failure to anticipate, identify and react to changes in children's interests and consumer preferences could significantly lower sales of its products, brands, entertainment properties, and digital games products and harm its revenues and profitability. This challenge is more difficult with the ever-increasing utilization of technology and digital media in entertainment and product offerings, and the increasing breadth of entertainment available to consumers. Evolving consumer tastes and shifting interests, coupled with changing and expanding sources of entertainment and consumer products and properties which compete for children's and families' interest and acceptance, create an environment in which some products and properties can fail to achieve consumer acceptance, and other products and properties can be popular during a certain period of time but then be rapidly replaced. The preferences and interests of children, families and fans evolve quickly, can change from year to year and season to season and are difficult to anticipate. Significant, sudden shifts in demand are caused by consumer preferences, technologies, and trends, which are often unpredictable and can result in short consumer life cycles. Consumer acceptance is even more critical for Spin Master's toy business due to the recent decline in the overall toy industry. Even the Company's successful brands and products typically have a relatively short period of high demand followed by a decrease in demand as the product matures or is superseded by newer technologies and / or brands and products. A decline in the popularity of the Company's existing products, brands, entertainment properties, and digital games products or the failure of Spin Master's original products, brands, entertainment properties, and digital games products to achieve and sustain market acceptance with retailers and consumers, could significantly lower the Company's revenues and operating margins, which would harm Spin Master's business, financial condition, and performance.

***The industries in which Spin Master operates are highly competitive and the Company's inability to compete effectively may materially and adversely impact its business, financial condition, and performance.***

Spin Master operates in industries characterized by intense competition. The Company competes domestically and internationally with numerous large and small companies that develop, market and sell analog toys and games, products which combine analog and digital play, digital games products, and other entertainment and consumer products, as well as with retailers who offer such products under their own private labels often at lower prices. The growing importance of digital media, and the heightened connection between digital media

and consumer interest, has further increased the ability for new participants to enter Spin Master's markets, and has broadened the array of companies Spin Master competes with which can become a significant source of competition for the Company in a very short period of time. In addition to existing customers, low barriers to entry enable new competitors to quickly establish themselves with only a single popular product. New participants with a popular product idea, entertainment property or digital game, can gain access to consumers and become a significant source of competition for the Company. These risks may be heightened if the use of AI in developing products becomes safer, more accepted and otherwise more broadly adopted. Spin Master's competitors' products may achieve greater market acceptance than the Company's products and, in doing so, may potentially reduce the demand for the Company's products, brands or properties. Spin Master's competitors have obtained and are likely to continue to obtain licenses that overlap with the Company's licenses with respect to products, geographic areas and markets. Spin Master may not be able to obtain adequate shelf space in retail stores to support or expand its brands or products, and the Company may not be able to continue to compete effectively against current and future competitors. These existing and new competitors may be able to respond more rapidly than Spin Master to changes in consumer preferences. Spin Master's competitors' products may achieve greater market acceptance than the Company's products and potentially reduce demand for the Company's products, lower its revenues and lower its profitability.

Spin Master also faces competition in the entertainment industry. Some of the Company's competitors in the content market have interests in multiple media businesses, which are often vertically integrated. Spin Master's ability to compete in this market depends on several factors, including its ability to develop high quality and popular entertainment content, adapt to new technologies and distribution platforms and achieve widespread distribution.

Some of Spin Master's competitors have longer operating histories, significantly greater financial, marketing, and other resources, greater economies of scale, more long-standing brands and products and greater name recognition. The Company may be unable to compete with them in the future. If Spin Master fails to compete, its business, financial condition and performance could be materially and adversely affected.

***Failure to protect or enforce Spin Master's IP rights and claims by third parties that the Company is infringing their IP rights could materially and adversely affect Spin Master's business, financial condition and performance.***

Spin Master relies on a combination of patents, copyrights, trademarks, trade secrets, confidentiality provisions and licensing arrangements to establish and protect its IP and proprietary rights. Contractual arrangements and other steps the Company has taken to protect its IP may not prevent misappropriation of its IP or deter independent third-party development of similar products. In addition, Spin Master's business is subject to the risk of third parties counterfeiting its products or infringing on its intellectual property rights. The legal landscape for some new technologies, including AI (particularly generative AI), remains uncertain, and development of the law in this area could impact Spin Master's ability to protect against potentially infringing uses associated with both the development and use of AI. In addition, the availability of copyright protection and other legal protections for IP generated by certain new technologies, such as generative AI, is uncertain. The steps Spin Master has taken may not prevent unauthorized use of its IP, particularly in foreign countries where the Company does not hold patents or trademarks or where the laws may not protect its IP as fully as in North America. Some of Spin Master's products and product features have limited IP protection, and, therefore, the Company may not have the legal right to prevent others from reverse engineering or otherwise copying and using these features in competitive products. Monitoring the unauthorized use of the Company's IP is costly, and any dispute or other litigation, regardless of the outcome, may be costly and time consuming and may divert the Company's resources.

Additionally, Spin Master has registered various domain names relating to some of its brands and products. If the Company fails to maintain these registrations, or if a third party acquires domain names similar to the Company's and engages in a business that may be confusing to the Company's users and customers, Spin Master's revenues may decline, and it may incur additional expenses in maintaining its brands.

Spin Master periodically receives claims of infringement or otherwise becomes aware of potentially relevant patents, copyrights, trademarks, or other IP rights held by other parties. Responding to any infringement claim, regardless of its validity, may be costly and time-consuming and may divert the Company's resources. If Spin Master or its licensors are found to be infringing on the IP rights of any third-party, Spin Master or its licensors may be required to obtain a license to use those rights, which may not be obtainable on reasonable terms, if at all. The Company also may be subject to significant damages or injunctions against the development and sale of some of its products or against the use of a trademark or copyright in the sale of some of its products. Spin Master's insurance does not cover all types of IP claims and insurance levels for covered claims may not be adequate to indemnify the Company against all liability, which could materially and adversely harm its business, financial condition, and performance.

***Spin Master licenses IP rights from third-party owners. The Company may or may not renew its licenses or licensors may seek to terminate Spin Master's license. Failure of such owners to properly maintain or enforce the IP underlying such licenses could have a material adverse effect on the Company's business, financial condition and performance.***

Spin Master is a party to several licenses that give the Company rights to third-party IP that is necessary or useful to the Company's business. Spin Master's success will depend in part on the ability of its ability to license IP and the ability of its licensors to obtain, maintain and enforce its licensed IP, particularly those IP rights to which the Company has secured exclusive rights. Without protection for the IP Spin Master licenses, other companies might be able to offer substantially identical products for sale, which could have a material adverse effect on the Company's business, financial condition, and performance.

One or more of the Company's licensors may not renew its expiring licenses or may not renew its expiring licenses on beneficial terms to Spin Master, or allege that Spin Master has breached its license agreement with them, and accordingly seek to terminate Spin Master's license. If successful, this could result in the Company's loss of the right to use the licensed IP, which could adversely affect the Company's ability to commercialize its technologies, products, or services, as well as have a material adverse effect on its business, financial condition, and performance.

***Spin Master may not be able to sustain or manage its growth strategy, which may prevent the Company from increasing its revenues.***

Historically, Spin Master has experienced growth in its product lines, which at times has been rapid. The Company's growth strategy calls for it to continuously develop and diversify its business by introducing original products, innovating, and refining its existing product lines and expanding into international markets, entering into additional license agreements, and acquiring other companies, which will place additional demands upon the Company's management, operational capacity and financial resources and systems. The increased demand upon management may necessitate Spin Master's recruitment and retention of qualified personnel. This can be particularly difficult when unexpected, significant, sudden shifts in demand are caused by trends. There can be no assurance that the Company will be able to recruit and retain qualified personnel or expand and manage its operations effectively and profitably. Implementation of Spin Master's growth strategy is subject to risks beyond its control, including competition, market acceptance of original products, changes in economic conditions, its ability to obtain or renew licenses on commercially reasonable terms and its ability to finance increased levels of accounts receivable and inventory necessary to support its sales growth, if any. Accordingly, there can be no assurance that the Company's growth strategy will be successful or that it will be able to achieve its targeted future sales growth. The lack of success in the Company's growth strategy may have a material and adverse effect on its business, financial condition and performance.

***Uncertainty and adverse changes in general economic conditions may negatively affect consumer spending, which could have a material adverse effect on Spin Master's revenue and profitability.***

Current and future conditions in the economy have an inherent degree of uncertainty. As a result, it is difficult to estimate the level of growth or contraction for the economy. It is even more challenging to estimate growth or contraction in various parts, sectors, and regions of the economy, including the many different markets in which Spin Master participates. The Company's budgeting and forecasting are dependent upon estimates of demand for its products and growth or contraction in the markets it serves. Economic uncertainty complicates reliable estimation of future income and expenditures. Adverse changes may occur because of weakening global economic conditions, tightening of consumer credit, inflation, rising interest rates and mortgage rates, falling consumer confidence, increasing unemployment, declining stock markets or other factors affecting economic conditions generally. These changes may negatively affect demand for Spin Master's products, increase exposure to retailers with whom it does business, increase the cost and decrease the availability of financing to fund Spin Master's working capital needs, or increase costs associated with manufacturing and distributing products, any of which could have a material and adverse effect on the Company's revenue and profitability.

Consumer spending habits, including spending on Spin Master products, are affected by, among other things, prevailing economic conditions, inflation, rising interest rates and mortgage rates, levels of employment, fuel prices, salaries and wages, the availability of consumer credit, foreclosures, bankruptcies, falling home prices, consumer confidence and consumer perception of economic conditions. A general economic slowdown in Canada, the U.S. and other parts of the world could decrease demand for the Company's products which would adversely affect its revenue; an uncertain economic outlook may adversely affect consumer spending habits and customer traffic, which may result in lower revenue. A prolonged global economic downturn could have a material negative impact on the Company's business, financial condition, and performance.

In addition to experiencing potentially lower revenues during times of economic difficulty, to maintain sales during such times, Spin Master may need to reduce the price of its products, increase promotional spending and/or sales allowances, offer incentives or take other steps to encourage retailer and consumer purchase of

its products. Those steps may lower the Company's net revenues or increase its costs, thereby decreasing its operating margins and lowering its profitability. These challenges can be exacerbated if customers accumulate excess retail inventories over time due to their purchases of Spin Master's products exceeding sales of those products to ultimate consumers. It can then take the Company significant time, working with retailers, to reduce those excess retail inventories, and in the interim its sales of new products can be negatively impacted.

During periods of increased cost inflation, Spin Master has increased prices of certain products and may in the future need to increase prices further in order to cover increased costs of goods sold, which may reduce demand for products. There can be no guarantee that Spin Master will be able to successfully increase prices in the future or that the price increases Spin Master has already taken will offset the entirety of additional costs it has incurred and may incur in the future. In addition, geopolitical instability (such as the ongoing conflict between Russia and Ukraine and ongoing conflicts in the Middle East) and related sanctions could continue to have significant ramifications on global financial markets, including volatility in the U.S. and global financial markets. The inability to adequately increase prices to offset increased costs and inflationary pressures or otherwise mitigate the impact of these macro-economic conditions and market disruptions, may also increase costs and/or decrease profit margins.

While historically the Company's sales have been resilient to recessionary environments, there is no assurance that this historical trend will continue, or that increased inflation or price sensitivity on the part of retailers or consumers will not influence Spin Master's sales. Any reduction in discretionary spending by consumers in the face of macro-economic factors could unfavourably impact the Company's future sales and materially and adversely affect its financial performance and results of operations.

***Disruptions in Spin Master's manufacturing operations or supply chain due to political instability, civil unrest, future pandemic or other public health crises, or earthquakes or other natural disasters outside of Spin Master's control, and actions taken by governments, businesses, and individuals in response to such events have adversely affected and could further adversely affect Spin Master's business, financial position, sales, and results of operations.***

Spin Master's business and operations could be materially and adversely affected by political instability, civil unrest, future pandemics or other public health crises, earthquakes, natural disasters, and other natural or man-made economic, political, or environmental disruptions. Disruptions, and government responses to any disruption, could adversely affect Spin Master's business, financial position, sales, and results of operations and may vary based on the length and severity of the disruption. For example, the COVID-19 pandemic and the actions taken by governments, businesses, and individuals in response thereto affected how Spin Master and its suppliers and partners operated their businesses, caused supply chain disruption and retail store closures, and adversely affected Spin Master's operating results. The impact of any new public health crises on Spin Master's business and financial results will depend on future developments, which are highly uncertain and cannot be predicted.

The Company utilizes third-party manufacturers and suppliers in China, as well as in Vietnam, India, Mexico, Indonesia, Hungary, Poland and the Netherlands as well as third-party warehousing and logistics providers in the US, UK and Spain. The risk of political instability and civil unrest in certain of these countries, which could temporarily or permanently damage the manufacturing or supply chain operations of the Company or its third-party manufacturers. Outbreaks of communicable diseases have also been known to occur in certain of these countries and around the world. Other disruptions from public health crises such as these result from, among other things, workers contracting diseases, restrictions on factory openings, restrictions on travel, restrictions on shipping and shopping, and the closure of critical infrastructure. The design, development, manufacture, distribution and sale of the Company's products has suffered and could further suffer if a significant number of the Company's employees or the employees of its third-party manufacturers, their suppliers, or of businesses where the Company's products are sold, contract communicable diseases such as these, or if the Company, the Company's third-party manufacturers, or their suppliers are adversely affected by other impacts of such diseases.

Furthermore, a catastrophic event where Spin Master or its third-party manufacturers and suppliers has important operations, such as an earthquake, tsunami, flood, typhoon, fire, power outage or other natural or manmade disaster, including as a result of climate change, could disrupt Spin Master's operations or those of its business partners and impair production or distribution of its products, damage inventory, interrupt critical functions, or otherwise affect its business negatively.

The impact of these events could further result in:

- third-party suppliers resulting in limitations on Spin Master's ability to design, develop, manufacture, and distribute products effectively, efficiently, and in a timely manner;
- delays in entertainment content releases by Spin Master or its licensors, or changes in release plans, that can adversely impact sales of the Company's products;

- disruptions or restrictions on the ability of Spin Master's employees, suppliers, and manufacturers to work effectively, including due to illness, quarantines, government actions, and facility closures or other similar restrictions; and
- increased operational risks, including increased risks of accounts receivable collection, insolvency of retailers (particularly specialty retailers), delays in payment, and negotiations with third parties over payment terms or the ability to perform under certain contracts or licenses.

Any one of these factors, or a combination thereof, could impact Spin Master's ability to meet demand for its products or could increase the costs of its products. To the extent any of these disruptions become prolonged or recur, particularly during seasonally high periods of production or distribution, Spin Master's ability to meet demand may be materially impacted. Insurance for certain disruptions may not be available or affordable. Such disruptions in the markets in which Spin Master, its employees, consumers, customers, business partners, licensees, licensors, suppliers, and manufacturers operate, can have, and at times in the past have had, a significant negative impact on Spin Master's business, liquidity, financial position, sales, and results of operations. In addition, the contingency plans the Company has developed to help mitigate the impact of disruptions in its operations, have not and may not prevent its business, financial position, sales, and results of operations from being adversely affected by a significant disruption to its operations, suppliers or demand for the Company's products.

***Spin Master's failure to market or advertise products could have a material adverse effect on the Company's business, financial condition, and performance.***

Spin Master's products are marketed worldwide through a diverse spectrum of advertising, marketing and promotional programs, including the use of digital and social media to reach consumers. The Company's ability to sell products is largely dependent upon the success of these programs. If Spin Master does not market its products, sales could decline or if media or other advertising or promotional costs increase, Spin Master's costs could increase, which could have a material adverse effect on the Company's business, financial condition, and performance. Additionally, loss of television media or other marketing support related to any of the Company's products may decrease the number of products it sells and harm its business, financial condition, and performance.

***Spin Master's business is subject to seasonality factors, and therefore its annual financial performance depends, in large part, on its sales relating to the holiday seasons and the timing of its product launches. As retailers become more efficient in their control of inventory levels and give shorter lead times for production, failures to predict demand and possible transportation, production or other disruptions during peak demand times may affect the Company's ability to deliver products in time to meet retailer demands. An inability to develop, introduce and ship planned products, product lines and new brands in a timely and cost-effective manner could result in excess inventory, a shortage of products or otherwise damage Spin Master's business.***

Seasonality factors cause Spin Master's operating results to fluctuate significantly from quarter to quarter. Typically, a large percentage of the Company's Toy revenue is concentrated in the third and fourth quarters, with a large percentage of retail sales occurring during the period from September through December in anticipation of the traditional holiday season. Generally, the first quarter is the period of lowest shipments and revenues in the toy industry and therefore, the least profitable because of certain fixed costs. Further, ecommerce continues to grow significantly and accounts for a higher portion of the ultimate sales of the Company's products to consumers. Ecommerce retailers tend to hold less inventory and take inventory closer to the time of sale to consumers than traditional retailers. Spin Master's failure to predict levels of consumer demand surrounding the holiday season may result in under-producing popular products and overproducing underperforming items, which, in either case, would adversely affect the Company's business, financial condition and performance. Spin Master's results of operations may also fluctuate because of factors such as the timing of new products or new products that its competitors introduce in the marketplace, the advertising activities of its competitors and the emergence of new market entrants. In addition, due to the seasonal nature of Spin Master's business, the Company would be materially and adversely impacted, in a manner disproportionate to the impact on a company with sales spread more evenly throughout the year, by unforeseen events, such as public health crises and pandemics, terrorist attacks, wars or other conflicts, adverse weather conditions or economic shocks that harm the retail environment or consumer buying patterns during the Company's key selling season, or by events such as strikes, port delays or supply chain interruptions, that interfere with the manufacture or shipment of goods during critical months leading up to the peak purchasing season.

If Spin Master fails to meet transportation schedules, it could damage the Company's relationships with retailers, increase the Company's distribution and logistics costs or cause sales opportunities to be delayed or lost. In order to be able to deliver its merchandise on a timely basis, Spin Master needs to maintain adequate inventory levels of the desired products. If the Company's inventory forecasting and production planning processes result in Spin Master manufacturing inventory more than the levels demanded by its customers, the



Company could be required to record inventory write-downs for excess and obsolete inventory, which could materially and adversely affect the Company's financial performance. If the inventory of Spin Master products held by its retailers is too high, they may not place or may reduce orders for additional products, which could unfavourably impact the Company's future sales and materially and adversely affect its financial performance.

In developing products, product lines and new brands, Spin Master anticipates dates for the associated product and brand introductions. When the Company states that it will introduce, or anticipate introducing, a particular product, product line or brand at a certain time in the future those expectations are based on completing the associated development, implementation, and marketing work in accordance with the Company's currently anticipated development schedule. If the Company does not have in place, appropriate systems and technology, or does not obtain sufficient data, analytics and insights, it may not be able to adequately predict demand for its products. If the Company fails to accurately forecast demand, it may experience excess inventory levels or a shortage of product to deliver to its customers. Inventory levels in excess of demand have in the past resulted in, and may in the future result in, inventory write-downs or write-offs, and the sale of excess inventory at discounted prices or through less preferred distribution channels, which could harm the Company's profit margins. If the Company does not operate its supply chain in an effective manner, it will not be able to manufacture, source and ship new or continuing products in a timely manner and on a cost-effective basis to meet constantly changing consumer demands. This risk is heightened by the Company's customers' compressed shipping schedules and the seasonality of the Company's business.

The risk is also exacerbated by the increasing sophistication of many of the brands and products Spin Master is designing and developing in terms of combining digital and traditional technologies, and providing greater innovation and product differentiation. Unforeseen delays or difficulties in the development process, significant increases in the planned cost of development, or changes in anticipated consumer demand for the Company's products and new brands may cause the introduction date for products to be later than anticipated, may reduce or eliminate the profitability of such products, result in excess inventory, or, in some situations, may cause a product or new brand introduction to be discontinued.

***Spin Master's dependence on third-party manufacturers, distributors, distribution centres and logistics service providers present risks to the Company's business and exposes it to risks associated with international operations.***

All of Spin Master's products are manufactured by third-party manufacturers, most of which are in Asia and primarily in China, and transported, stored and distributed by third parties on its behalf. The Company's operations could be adversely affected if the Company lost its relationship with any of its third-party service providers, or if there was any material failure, inadequacy or interruption resulting from its third-party service providers due to factors beyond the Company's control. Although Spin Master's external sources of manufacturing and its distribution centres and logistics service providers can be shifted over a period to alternative sources, should such changes be necessary, the Company's operations could be disrupted, potentially for a significant period of time, while alternative sources were secured, and significant capital investments could be required to remediate the problem. Working with vendors who have not historically manufactured products for the Company means these new vendors must successfully develop the capability to manufacture the Company's products to the quality and safety standards Spin Master requires and within the tight timeframe required by Spin Master's customers. Newer and less experienced vendors are more susceptible to product quality, logistics and other issues, due in part to their less mature infrastructure or unfamiliarity with Spin Master's product standards.

Given that all of Spin Master's products are manufactured by third-party manufacturers, public health crises, and other factors affecting political, social and economic activity where the Company's manufacturers are located, may affect the movement of people and products into and from those locations to the Company's major markets, including North America and Europe. Public health crises impacting the Company's third-party manufacturers, distributors, distribution centres and logistics service providers had and can have a significant negative impact on Spin Master's business.

As a result of Spin Master's dependence on third-party manufacturers, any difficulties encountered by one of the Company's third-party manufacturers that results in production delays, cost overruns or the inability to fulfill its orders on a timely basis, including political disruptions, labour difficulties and other factors beyond the Company's control, including the impacts of climate change (which have resulted in rolling blackouts in China in previous years to meet provincial climate targets), could adversely affect the Company's ability to deliver its products to its customers, which in turn could harm the Company's reputation and adversely affect its business, financial condition and performance. Similarly, Spin Master relies on third-party distribution centres and logistics service providers to transport its products to the markets in which they are sold and on third-party distributors to distribute those products within those markets. Any disruption affecting the ability of the Company's third-party service providers to timely deliver or distribute its products to its customers could cause delays in product sales, cause customers to cancel orders, have a material adverse effect on Spin Master's revenue and profitability, and harm its reputation.

Spin Master's significant use of third-party manufacturers outside of North America also exposes the Company to risks, including:

- currency fluctuations;
- limitations on the repatriation of capital;
- potential challenges to the Company's transfer pricing determinations and other aspects of its cross-border transactions, which may impact income tax expense;
- political instability, civil unrest and economic instability;
- greater difficulty enforcing IP rights and weaker laws protecting such rights;
- requirements to comply with different laws in varying jurisdictions, which laws may dictate that certain practices that are acceptable in some jurisdictions are not acceptable in others, and changes in governmental policies;
- natural disasters and greater difficulty and expense in recovering from them;
- difficulties in moving materials and products from one country to another, including port congestion, strikes and other transportation delays and interruptions;
- difficulties in controlling the quality of raw materials and components used to manufacture the Company's products, which may lead to public health and other concerns regarding its products;
- changes in international labour costs, labour strikes, disruptions or lock-outs; and
- the imposition of tariffs, trade sanctions, quota or other protectionist measures, or the breakdown of trade relations.

Due to Spin Master's reliance on international sourcing of manufacturing, its business, financial condition, and performance could be significantly and materially harmed if any of the risks described above were to occur.

Trade restrictions, including tariffs, quotas, embargoes, safeguards and customs restrictions, could increase the cost or reduce the supply of products available to the Company or may require the Company to modify its supply chain organization or other current business or financial practices, any of which could harm Spin Master's business, financial condition, results of operations and cash flow. Moreover, political events, including the outcome of the recent election in the United States, may increase the likelihood that countries impose such trade restrictions. Such trade restrictions, as may be exacerbated by retaliatory trade restrictions, could harm Spin Master's business, financial condition, results of operations and cash flow. In particular, the recent announcement of broad tariffs and retaliatory tariffs in and against countries in which Spin Master operates could result in increased costs, which may result in lower profit margins, decreased consumer spending and other negative impacts to the Company's financial condition and results of operations.

Spin Master requires its third-party manufacturers and distributors to comply with Spin Master's code of conduct, which is designed to prevent products manufactured by or for the Company from being produced under inhumane or exploitive conditions. Spin Master's code of conduct addresses several issues, including work hours and compensation, health and safety, and abuse and discrimination. In addition, the Company requires that its products supplied by third-party manufacturers or distributors be produced or distributed in compliance with all applicable laws and regulations, including consumer and product safety laws in the markets where those products are sold. The Company has the right, both directly and using outside monitors, to monitor compliance by its third-party manufacturers and distributors with Spin Master's code of conduct and other manufacturing requirements. In addition, the Company conducts quality assurance testing on its products, including products manufactured or distributed for the Company by third parties. Notwithstanding these requirements and Spin Master's monitoring and testing of compliance with them, there remains the risk that one or more of the Company's third-party manufacturers or distributors will not comply with Spin Master's requirements and that Spin Master will not immediately discover such non-compliance. Any failure of the Company's third-party manufacturers or distributors to comply with labour, consumer, product safety or other applicable requirements in manufacturing or distributing products for the Company could result in damage to Spin Master's reputation, harm sales of its products and potentially create liability for Spin Master and its business, financial condition and performance could be materially and adversely impacted.

***Significant increases in the price of commodities, transportation, or labour, if not offset by declines in other input costs, or a reduction or interruption in the delivery of raw materials, components, and finished products from Spin Master's vendors, could adversely affect Spin Master's business, financial condition, and results of operations.***

Cost increases, whether resulting from rising costs of materials, transportation, services, labour, or compliance with existing or future regulatory requirements, impact the profit margins realized by Spin Master on the sale of its products. Because of market conditions, timing of pricing decisions, and other factors, there can be no assurance that Spin Master will be able to offset any of these increased costs by adjusting the prices of its products. Increases in prices of Spin Master's products may not be sustainable and could result in lower sales. Spin Master's ability to meet customer demand depends, in part, on its ability to obtain timely and adequate delivery of materials, parts, and components from its suppliers and internal manufacturing capacity. Additionally,

as Spin Master cannot guarantee the stability of its major suppliers, major suppliers may stop manufacturing components at any time with little or no notice. If Spin Master is required to use alternative sources, it may be required to redesign some aspects of the affected products, which may involve delays and additional expense. Reductions or interruptions in supplies or in the delivery of finished products, whether resulting from more stringent regulatory requirements, disruptions in transportation, port delays, labour strikes or disputes, lockouts, loss or impairment of key manufacturing facilities, discontinuity or disruptions in information technology systems, changes in trade policy, an outbreak of a severe public health crisis, natural disasters, including severe weather due to climate change or otherwise, the occurrence or threat of wars or other conflicts, or a significant increase in the price of one or more supplies (or an inability to procure sufficient supplies), such as wood, fuel or resin (which is an oil-based product used in plastics), the cost of transportation, or otherwise, have at times adversely affected and could in the future adversely affect Spin Master business, financial condition, and results of operations. Recently, the Panama Canal drought and Suez Canal attacks have, and could continue to, adversely impact the reliability and cost of the Company's export shipments to customers. Additionally, the Company is looking to reduce the amount of virgin plastic it uses and to use sustainable alternatives where available. The availability, efficacy and cost effectiveness of these materials is essential to the future of Spin Master's business, and an inability to continue to source these sustainable alternatives could in the future adversely affect Spin Master business, financial condition, and results of operations.

***Failure to leverage Spin Master's portfolio of franchises effectively across entertainment and media platforms, maintain relationships with key television and motion picture studios, and entertainment and media companies could have a material adverse effect on the Company's business, financial condition, and performance.***

Complementing Spin Master's product offerings with entertainment and media initiatives is an integral part of the Company's growth strategy. Spin Master invests in interactive media and other entertainment initiatives, extending the Company's brands across multiple platforms. Establishing and maintaining relationships with key broadcasters and motion picture studios, and entertainment and media companies are critical to the successful execution of these initiatives. The Company's failure to execute effectively on these initiatives could result in its inability to recoup its investment and harm the related toy brands employed in these initiatives. Such failures could have a material adverse effect on the Company's business, financial condition and performance.

#### ***Risks Related to the Entertainment Industry.***

The entertainment industry involves a substantial degree of risk. Acceptance of children's entertainment programming represents a response not only to the production's artistic components, but also the quality and acceptance of other competing programs released into the marketplace at or near the same time, the availability of alternative forms of children's entertainment and leisure time activities, general economic conditions, public tastes generally and other intangible factors, all of which could change rapidly or without notice and cannot be predicted with certainty. There is a risk that some or all of Spin Master's programming will not be purchased or accepted by the public generally, resulting in a portion of costs not being recouped or anticipated direct and indirect profits not being realized, which could have a material and adverse effect on the Company's business, financial condition and performance. There can be no assurance that revenue from existing or future programming will replace loss of revenue associated with the cancellation or unsuccessful commercialization of any production or that Spin Master's entertainment programming will generate product sales.

The business of producing and distributing television programs is highly competitive. There are numerous suppliers of entertainment content and Spin Master faces intense competition with other producers and distributors, many of whom are substantially larger and have greater resources. Further, vertical integration of the television broadcast industry worldwide and the creation and expansion of new networks, which create a substantial portion of their own programming, has decreased access for programs produced by third-party production companies. The Company competes with other television production companies for ideas and storylines created by third parties as well as for access to animation studios, writers, producers, actors, directors, and other personnel required for a production. Spin Master may not be successful in any of these efforts which could have a material and adverse effect on its business, financial condition and performance.

Spin Master also faces competition from both regulated and unregulated players using existing or new technologies and from illegal services. The rapid deployment of new technologies, services and products have reduced the traditional lines between internet and broadcast services and further expanded the competitive landscape. The Company may also be affected by changes in customer discretionary spending patterns, which in turn are dependent on consumer confidence, disposable consumer income and general economic conditions. New or alternative media technologies and business models, such as video-on-demand, subscription-video-on-demand, high-definition television, personal video recorders, mobile television, internet protocol television, over-the-top internet-based video entertainment services, connected televisions, virtual multichannel programming distributors, audio streaming platforms, podcasting and direct-to-home satellite compete for audiences. As well, mobile devices like smartphones and tablets allow consumers to access

content anywhere, anytime and are creating consumer demand for mobile, portable or free content. These technologies and business models may increase audience fragmentation. Technological developments may also disrupt traditional distribution platforms by enabling content owners to provide content directly to consumers, thus bypassing traditional content aggregators.

Distributors' decisions regarding the timing of release and promotional support of Spin Master's television programs are important in determining the success of these programs. The Company does not ultimately control the timing and way its distributors distribute the Company's television programs. Any decision by those distributors not to distribute or promote one of Spin Master's television programs or to promote competitors' programs to a greater extent than they promote Spin Master's programs could have a material and adverse effect on the Company's business, financial condition, and performance.

Production of film and television programs requires a significant amount of capital. Unforeseen events such as labour disputes, changes related to technology, special effects or other aspects of production, shortage of necessary equipment, or other unforeseen events affecting aspects of production may cause cost overruns and delay or frustrate completion of a production. Although Spin Master has historically completed its productions within budget, there can be no assurance that it will continue to do so. The Company currently maintains insurance policies covering certain of these risks. There can be no assurance that any overrun resulting from any occurrence will be adequately covered or that such insurance and completion bonds will continue to be available or, if available on terms acceptable to Spin Master. In the event of substantial budget overruns, there can be no assurance that such costs will be recouped, which could have a material and adverse effect on the Company's business, financial condition, and performance.

Financial risks exist in productions relating to tax credits. There can be no assurance that industry funding assistance programs and Federal or Provincial government tax credits which Spin Master may access in Canada and internationally from time to time, including those sponsored by various European, Australian, and Canadian governmental agencies, will not be reduced, amended, or eliminated or that Spin Master's production projects will continue to qualify for them. Any change in the policies of those countries in connection with their incentive programs could have a material and adverse effect on the Company's business, financial condition, and performance.

***Spin Master may not realize the full benefit of its licenses if the licensed material has less market appeal than expected and licenses may not be profitable to the Company if sales revenue from the licensed products are not sufficient to support the minimum guaranteed royalties.***

An integral part of Spin Master's business involves obtaining licenses to produce products utilizing various entertainment brands and content. As a licensee of entertainment-based properties, the Company has no guarantee that a particular brand or property will translate into a successful toy, entertainment brand or other product. Additionally, a successful brand may not continue to be successful or maintain a high level of sales. If Spin Master produces a line of products based on entertainment-based properties, the success of the entertainment series has a critical impact on the level of consumer interest in the associated products being offered by the Company. Spin Master relies on the efforts of third parties, such as licensors, film studios, content producers and distribution channels with whom the Company works, with respect to development of content and timing of media development, release dates and the ultimate consumer interest in and success of these media efforts. Spin Master does not fully control when or if any particular project will be developed or released, and the Company's licensors, media partners or other third parties may change their plans with respect to projects and release dates or cancel development all together. Lack of control can make it difficult for the Company to successfully develop and market products in conjunction with such entertainment projects, given the lengthy lead times involved in product development and successful marketing efforts. Any delay or cancellation of planned product development work, releases, or media support may decrease the number of products sold by the Company, which could harm its business. If any production or entertainment releases are delayed, it could adversely affect the Company's business, financial condition, and performance.

The license agreements into which the Company enters usually require it to pay minimum royalty guarantees that may be substantial, and in some cases may be greater than the amount it earns from sales of the licensed brands. This could result in write-offs of significant amounts, which in turn could materially and adversely impact the Company's financial condition and performance. Acquiring or renewing licenses may require the payment of minimum guaranteed royalties that Spin Master considers to be too high to be profitable, which may result in losing licenses it currently holds when they become renewable under their terms, or missing business opportunities for new licenses. If the Company is unable to acquire or maintain successful licenses on advantageous terms, its business, financial condition, and performance may be materially and adversely impacted.

***Spin Master's business could be significantly harmed if its electronic data is compromised.***

Spin Master and its business partners maintains significant amounts of data electronically in locations around the world. This data relates to all aspects of the Company's business and contains certain customer and consumer data. The Company and its partners maintain systems and processes designed to protect this data, but notwithstanding such protective measures, there is a risk of intrusion or tampering that could compromise the integrity and privacy of this data. Cyberattacks are increasing in their frequency, sophistication, and intensity, and are becoming increasingly difficult to detect. The risk of cyberattacks may increase as AI becomes more widespread. They are often carried out by motivated, well-resourced, skilled, and persistent actors, including nation states, organized crime groups, "hacktivists" and employees or contractors acting with malicious intent. Cyberattacks could include the deployment of harmful malware and key loggers, ransomware, a denial-of-service attack, a malicious website, AI, the use of social engineering and other means to affect the confidentiality, integrity and availability of the Company's or third party technology systems and data or the compromise of the Company's source code and games assets. Cyberattacks could also include supply chain attacks, which could cause a delay in the manufacturing of the Company's products. Such incidents could also lead to product source codes and game distribution platform exploitation, should undetected viruses, spyware, or other malware be inserted into the Company's products, services, or networks. In addition, Spin Master provides confidential and proprietary information to its third-party business partners in certain cases where doing so is necessary to conduct the Company's business. While Spin Master obtains assurances from those parties that they have systems and processes in place to protect such data, and where applicable, that they will take steps to assure the protections of such data by third parties, nonetheless those partners may also be subject to data intrusion or otherwise compromise the protection of such data. While Spin Master and its business partners maintain systems for preventing and detecting a breach of their respective information technology systems, Spin Master and those third parties may be unaware that a breach has occurred, may be unable to detect an ongoing breach or may be delayed in detecting a breach. Spin Master has exposure to similar security risks faced by other large companies that have data stored on their information technology systems. If Spin Master's or any third-party service providers' systems fail to operate effectively or are damaged, destroyed, or shut down, or there are problems with transitioning to upgraded or replacement systems, or there are security breaches in these systems, any of the aforementioned could occur as a result of natural disasters, software or equipment failures, telecommunications failures, loss or theft of equipment, acts of terrorism, circumvention of security systems, or other cyber-attacks, Spin Master could experience delays or decreases in sales, and reduced efficiency of its operations. Any compromise of the confidential data of Spin Master's customers, its consumers or itself, or failure to prevent or mitigate the loss of this data could disrupt Spin Master's operations and digital games business, damage its reputation, violate applicable laws and regulations, and subject the Company to additional costs and liabilities and have a material and adverse impact on its business, financial condition and performance.

***Spin Master relies extensively on information technology in its operations, and any material failure in design, inadequacy, interruption, or security breach of that technology, or difficulties in upgrading its enterprise resource planning ("ERP") system could have a material adverse impact on the Company's business, financial condition, and performance.***

Spin Master relies extensively on various information technology systems and software applications across its operations to manage many aspects of the business, including product development, management of its supply chain, sale and delivery of its products, financial reporting, collection and storage of data, and various other processes and transactions. If Spin Master does not allocate and effectively manage the resources necessary to build, sustain and protect an appropriate technology infrastructure, it could be subject to transaction errors, processing inefficiencies, loss of customers, business disruptions, shutdowns or loss of or damage to IP through security breach. Certain of the Company's key information technology systems are dated and require, or are in the process of, modernization. Many of these systems are managed by third-party service providers. The Company relies on such third parties to provide services on a timely and effective basis, but the Company ultimately does not control their performance. The Company is critically dependent on the integrity, security and consistent operations of these systems and related back-up systems. In addition, Spin Master's distributors, suppliers, and other external business partners utilize their own information technology systems that are subject to similar risks to Spin Master as described above. Their failure to perform as expected or as required by contract, or a cyber-attack on them that disrupts their systems, could result in significant disruptions and costs to Spin Master's operations or, in the case of third-party service providers, a penetration of Spin Master's systems. These systems are subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, malware and other security breaches, catastrophic events such as hurricanes, fires, floods, earthquakes, tornadoes, acts of war or terrorism and usage errors by employees or partners. The efficient operation and successful growth of Spin Master's business depends on these information systems, including its ability to operate them effectively and to select and implement appropriate upgrades or new technologies and systems successfully. As new systems and technologies are implemented, the Company could experience unanticipated difficulties resulting in unexpected costs and adverse impacts to its financial reporting and other business processes. The failure of the information systems design, to perform as designed, Spin Master's failure to implement and operate them effectively, or when implemented may not provide the benefits anticipated, could disrupt the Company's business, require significant capital investments

to remediate a problem or subject the Company to liability and could have a material adverse effect on its business, financial condition, and performance.

The Company is currently upgrading its ERP system, which will replace its existing financial and operating systems. The design and implementation of this upgrade requires an investment of significant personnel and financial resources, including expenditures for outside consultants, system hardware and software in addition to other expenses. The upgraded system may require new organizational structures and financial and operating processes. The Company may not be able to upgrade the ERP system successfully without experiencing delays, increased costs and other difficulties, including potential design defects, miscalculations, testing requirements, and the diversion of management's attention from day-to-day business operations. If it is unable to upgrade the ERP system as planned, the effectiveness of the internal control over financial reporting could be adversely affected, the ability to assess those controls adequately and to disseminate its financial documents could be delayed, operations may be affected and could have a material and adverse effect on the Company's business, financial condition, and performance.

***Spin Master's sales are concentrated with a small number of retailers that do not make long-term purchase commitments. Consequently, economic difficulties or changes in the purchasing strategies and patterns of those retailers could have a material adverse effect on the Company's business, financial condition, and performance.***

A small number of retailers account for a large proportion of Spin Master's revenue. This concentration means that if one or more of Spin Master's major customers were to experience difficulties in fulfilling their obligations to the Company, cease doing business with the Company, significantly reduce the amount of their purchases from the Company, return substantial amounts of Spin Master's products, favour its competitors or new entrants, or increase their competition with Spin Master by expanding their private label-product lines, or seek material financial contributions from the Company towards price reductions at the retail level, the Company's business, financial condition, and performance could suffer. In addition, increased concentration among Spin Master's customers could also negatively impact its ability to negotiate higher sales prices for its products, could result in lower margins and could reduce the number of products the Company would otherwise be able to bring to market. Retailers do not make any long-term commitments to the Company regarding purchase volumes and make all purchases by delivering one-time purchase orders. Any customer could reduce its overall purchases of the Company's products, reduce the number and variety of the Company's products that it carries, and the shelf space allotted for Spin Master's products, or otherwise seek to materially change the terms of their business relationship with Spin Master at any time. Any such change could significantly harm the Company's business, financial condition, and performance. Similarly, liquidity problems at one or more of the Company's key customers could expose the Company to losses from bad debts and negatively impact its business, financial condition, and performance. Spin Master's sales to retailers are typically made on credit without collateral. There is a risk that customers will not pay, or that payment will be delayed, because of bankruptcy or other factors beyond Spin Master's control, which could increase its exposure to losses from bad debts and increase its cost of sales. In addition, if these or other retailers were to cease doing business because of bankruptcy, or significantly reduce the number of stores they operate, it could have a material adverse effect on the Company's business, financial condition, and performance. Spin Master's credit insurance may not cover all types of claims against customers and insurance levels for covered claims may not be adequate to indemnify the Company against all liability, which could materially and adversely harm the Company's business, financial condition, and performance.

***Failure to maintain existing relationships, or to develop new relationships, with inventors and entertainment content collaborators could have a material adverse effect on Spin Master's business, financial condition, and performance.***

Spin Master's relationships with inventors are a critical aspect of the Company's product development. A significant portion of Spin Master's product ideas have been sourced from inventors and developed by the Company. If Spin Master fails to maintain existing relationships or to develop new relationships within the inventor community or if the Company experiences an adverse change in the perception of the Company by inventors, Spin Master may receive fewer product concepts from inventors. This would adversely impact Spin Master's ability to introduce new, innovative brands and products, which in turn would materially and adversely harm its business, financial condition and performance.

Spin Master's relationships with entertainment collaborators, including writers, content developers, broadcasters, and directors, are a critical aspect of the Company's development of its entertainment properties, brands and content. A portion of Spin Master's entertainment properties, brands and content have been sourced from external collaborators. If Spin Master fails to maintain existing relationships or to develop new relationships with entertainment collaborators or if the Company experiences an adverse change in the perception of the Company by these entertainment collaborators, Spin Master may receive fewer concepts. This would adversely impact Spin Master's ability to introduce new entertainment properties, brands, and content, which in turn would materially and adversely harm its business, financial condition, and performance.

***International sales are subject to various risks and failure to implement the international growth strategy could have a material adverse effect on the Company's business, financial condition, and performance.***

Spin Master currently relies on international sales of its products and expects to do so to a greater extent in the future as it continues to expand its business. The Company believes that its revenue and financial performance will depend in part upon its ability to increase sales in international markets. Implementation of Spin Master's international growth strategy is subject to risks beyond its control, and accordingly, there can be no assurance that the Company's international growth strategy will be successful. The lack of success in the Company's international growth strategy may have a material and adverse effect on its business, financial condition, and performance.

International sales are subject to various risks, including exposure to currency fluctuations; political and economic instability; increased difficulty of administering business; and the need to comply with a wide variety of international and domestic laws and regulatory requirements. There are a number of risks inherent in the Company's international activities, including: unexpected changes in Canadian, U.S. or other governmental policies concerning the import and export of goods; services and technology and other regulatory requirements; tariffs and other trade barriers; costs and risks of localizing products for foreign languages; longer accounts receivable payment cycles; limits on repatriation of earnings; the burdens of complying with a wide variety of non-Canadian or U.S. laws; and difficulties supervising and managing local personnel. The financial stability of non-Canadian or U.S. markets could also affect Spin Master's international sales. In addition, international income may be subject to taxation by more than one jurisdiction, which could also have a material adverse effect on the Company's financial performance. Such factors may have a material adverse effect on the Company's revenues and expenses related to international sales and, consequently, business, financial condition, and performance.

***Spin Master's business, financial condition, cash flows and results of operations are subject to risks arising from the international scope of its operations.***

Spin Master conducts a significant portion of its business outside the United States and Canada and may, in the future, expand the portion of its business internationally and its operations into new countries, including emerging markets. Spin Master sells its products in many countries around the world. All of Spin Master's foreign operations are subject to risks inherent in conducting business abroad, including, among other things:

- difficulties in coordinating and managing foreign operations, including ensuring that foreign operations comply with foreign laws as well as Canadian and U.S. laws applicable to Canadian companies with U.S. and foreign operations, such as export and sanctions laws and the FCPA, the Canadian Corruption of Foreign Public Officials Act and other applicable worldwide anti-bribery laws;
- price and currency exchange controls;
- restrictions on the repatriation of funds;
- scarcity of hard currency, including the U.S. dollar, which may require a transfer or loan of funds to the operations in such countries, which they may not be able to repay on a timely basis;
- political and economic instability;
- ongoing uncertainties as a result of instability or changes in geopolitical conditions, including military or political conflicts, such as those caused by the ongoing conflicts between Russia and Ukraine or in the Middle East (the potential escalation or geographic expansion of which could heighten other risks identified elsewhere in this "Risks Relating to Spin Master's Business" section);
- compliance with multiple regulatory regimes;
- compliance with economic sanctions laws and other laws that apply to Spin Master's activities in the countries where Spin Master operates;
- less established legal and regulatory regimes in certain jurisdictions, including as relates to enforcement of anti-bribery and anti-corruption laws and the reliability of the judicial systems;
- differing degrees of protection for intellectual property;
- unexpected changes in foreign regulatory requirements, including quality standards and other certification requirements;
- new export license requirements;
- adverse changes in tariff, quota and trade protection measures (including recent tariffs initiated by the United States and retaliation by other countries as a result);
- differing labor regulations;
- potentially negative consequences from changes in or interpretations of tax laws;
- restrictive governmental actions;
- possible nationalization or expropriation;
- credit market uncertainty;



- restrictions on business activities and other challenges associated with pandemics, epidemics, outbreaks of an infectious disease or similar events;
- differing local practices, customs and cultures, some of which may not align or comply with Spin Master's company practices and policies or Canadian or U.S. laws and regulations;
- difficulties with licensees, contract counterparties, or other commercial partners; and
- differing local product preferences, and product and packaging regulation which may lead to increased costs.

As a result of further changes to Canadian or U.S. policy, there may be changes to existing trade agreements and greater restrictions on trade generally. The United States recently introduced broad tariffs against Canada, Mexico and China and has threatened to do so against other countries, resulting in retaliatory tariffs or the threat of retaliatory tariffs. In addition, support for protectionism and rising anti-globalization sentiment in Canadian, the United States, and other countries may slow global growth. In particular, a protracted and wide-ranging trade conflict between the United States and various other countries, including Canada, Mexico and China could adversely affect global economic growth. Concerns also remain around the social, political and economic impacts of the changing political landscape in Europe and elsewhere. In addition, there are growing concerns over an economic slowdown in emerging markets in light of capital outflows in favor of developed markets and expected interest rate increases. Broader geopolitical tensions remain high among the United States, Russia, China and across the Middle East.

Given the international scope of Spin Master's operations, any of the above factors, including sanctions, export controls, tariffs, trade wars and other governmental actions, could have a material adverse effect on Spin Master's business, financial condition, cash flows and results of operations and could cause the market value of Spin Master's Subordinate Voting Shares to decline. Similarly, adverse economic conditions impacting Spin Master's customers in these countries or uncertainty about global economic conditions could cause purchases of Spin Master's products to decline, which would adversely affect the Company's revenues and operating results. Moreover, Spin Master's projected revenues and operating results are based on assumptions concerning certain levels of customer spending. Any failure to attain Spin Master's projected revenues and operating results as a result of adverse economic or market conditions could have a material adverse effect on Spin Master's business, financial condition, cash flows and results of operations and could cause the market value of Spin Master's Subordinate Voting Shares to decline.

***An increasing portion of Spin Master's business may come from new and emerging markets, and growing business in new and emerging markets presents additional challenges which could have a material adverse effect on the Company's business, financial condition, and performance.***

Spin Master expects an increasing portion of its revenues to come from new and emerging markets. Operating in new and emerging markets, each with its own unique consumer preferences and business climates, presents additional challenges that Spin Master must meet. In addition, sales and operations in new and emerging markets are subject to other risks associated with international operations. Such risks include, but are not limited to: complications in complying with different laws in varying jurisdictions; dealing with changes in governmental policies and the evolution of laws and regulations that impact Spin Master's product offerings and related enforcement; difficulties understanding the retail climate, consumer trends, local customs and competitive conditions in foreign markets, which may be quite different from Canada and the U.S.; difficulties in moving materials and products from one country to another, including port congestion, strikes and other transportation delays and interruptions; potential challenges to Spin Master's transfer pricing determinations and other aspects of its cross border transactions; and the impact of tariffs, quotas, or other protectionist measures. Spin Master's business, financial condition and performance could be harmed if any of the risks described above are not appropriately managed, or if the Company is otherwise unsuccessful in managing its new and emerging market business.

***Product recalls, post-manufacture repairs of Spin Master's products, product liability claims, absence or cost of insurance, and associated costs could harm the Company's reputation, which could have a material adverse effect on the Company's business, financial condition and performance.***

Spin Master is subject to regulation by Health Canada, the U.S. Consumer Product Safety Commission, and regulatory authorities and by similar consumer protection regulatory authorities in other countries in which Spin Master sells its products. These regulatory bodies have the authority to remove from the market products that are found to be defective and present a substantial hazard or risk of serious injury or death. The Company has experienced, and may in the future experience, issues in relation to products that result in recalls, delays, withdrawals, or post-manufacture repairs or replacements of products, which could result in liability to the Company or reputational harm among the Company's customers.

Individuals have asserted claims, and may in the future assert claims, that they have sustained injuries from the Company's products, and Spin Master may be subject to lawsuits relating to these claims. There is a risk that these claims or liabilities may exceed, or fall outside of the scope of, Spin Master's insurance coverage as Spin Master does not maintain separate product recall insurance. The Company has recorded, and in the future may

record, charges and incremental costs relating to recalls, withdrawals or replacements of its products, based on the Company's most recent estimates of retailer inventory returns, consumer product replacement costs, associated legal and other professional fees, and costs associated with advertising and administration of product recalls. As these current and expected future charges are based on estimates, they may increase as a result of numerous factors, many of which are beyond Spin Master's control, including the amount of products that may be returned by consumers and retailers, the number and type of legal, regulatory, or legislative proceedings relating to product recalls, withdrawals or replacements or product safety proceedings in Canada, the U.S. and elsewhere that may involve the Company, as well as regulatory or judicial orders or decrees in Canada, the U.S. and elsewhere that may require the Company to take certain actions in connection with product recalls.

Moreover, Spin Master may be unable to obtain adequate liability insurance in the future. Any of these issues could result in damage to the Company's reputation, diversion of development and management resources, reduced sales, and increased costs and could cause the Company's licensors to terminate or not renew its licenses, any of which could materially and adversely harm its business, financial condition, and performance. Product recalls, withdrawals, or replacements may also increase the competition that Spin Master faces. Some competitors may attempt to differentiate themselves by claiming that their products are produced in a manner or geographic area that is insulated from the issues that preceded recalls, withdrawals, or replacements of Spin Master's products. In addition, to the extent that the Company's competitors choose not to implement enhanced safety and testing protocols comparable to those that the Company and its third-party manufacturers have adopted, such competitors could enjoy a cost advantage that could enable them to offer products at lower prices than Spin Master.

Additionally, product recalls relating to Spin Master's competitors' products, post-manufacture repairs of their products and product liability claims against the Company's competitors may indirectly impact the Company's product sales even if its products are not subject to the same recalls, repairs, or claims.

***Unfavourable resolution of litigation matters and disputes, including those arising from recalls, withdrawals, or replacements of Spin Master's products, could have a material adverse effect on the Company's business, financial condition and performance.***

Spin Master is involved from time to time in litigation and disputes, including those arising from recalls, withdrawals, or replacements of its products. Since outcomes of regulatory investigations, litigation and arbitration disputes are inherently difficult to predict, there is the risk that an unfavourable outcome in any of these matters could negatively affect the Company's business, financial condition and performance. Regardless of the outcome, litigation may result in substantial costs and expenses to Spin Master and significantly divert the attention of its management. The Company may not be able to prevail in, or achieve a favourable settlement of, pending litigation. In addition to pending litigation, future litigation, government proceedings, labour disputes or environmental matters could lead to increased costs or interruption of the Company's normal business operations.

***Failure to implement new initiatives or meet product introduction schedules could have a material adverse effect on Spin Master's business, financial condition, and performance.***

Spin Master has undertaken, and in the future may undertake, initiatives to increase its efficiency, reduce its costs, improve the execution of its core business, globalize and extend its brands, develop or extend entertainment properties, leverage new trends, create new brands or franchises, offer new innovative products and technologies, enhance product safety, develop its employees, improve productivity, simplify processes, maintain customer service levels, drive sales growth, capitalize on its scale advantage and improve its supply chain. These initiatives involve investment of capital and complex decision-making, as well as extensive and intensive execution, and these initiatives may not succeed or there may be a delay in the anticipated timing of the launch of new initiatives. In addition, Spin Master may anticipate introducing a specific product, product line or brand at a certain time in the future. There is no guarantee that Spin Master will be able to manufacture, source and ship new or continuing products in a timely manner and on a cost-effective basis. The risk is also exacerbated by the increasing sophistication of many of the products the Company is designing, and the brands being developed in terms of combining digital and analog technologies and providing greater innovation and product differentiation. Unforeseen delays or difficulties in the development process or significant increases in the planned cost of development for new products may cause the introduction date for products to be later than anticipated or, in some situations, may cause a product or new product introduction to be discontinued. Failure to implement any of these initiatives, or the delay of the anticipated launch, or the failure of any of these initiatives or launches to produce the results anticipated by management, could have a material adverse effect on the Company's business, financial condition and performance.

***A reduction or interruption in the delivery of raw materials, parts and components from Spin Master's suppliers or a significant increase in the price of raw materials and labour could negatively impact the Company's profit margins or result in lower sales.***

Spin Master's ability to meet customer demand depends in part on its ability to obtain timely and adequate delivery of materials, parts, and components from Spin Master's suppliers. The Company has experienced shortages in the past, including shortages of raw materials and components, and may encounter these problems in the future. A reduction or interruption in supplies, whether resulting from more stringent regulatory requirements, disruptions in transportation, port delays, labour strikes, lockouts, an outbreak of a severe public health crisis, severe weather due to climate change or otherwise, the occurrence of threat of wars or other conflicts, or a significant increase in the price of one or more supplies, such as wood, fuel and resin (which is a petroleum-based product), could have a material adverse effect on the Company's business, financial condition and performance. Cost increases, whether resulting from shortages of materials or rising costs of materials, transportation, services, or labour, could impact the profit margins on the sale of Spin Master's products. Due to market conditions, timing of pricing decisions and other factors, the Company may not be able to offset any of these increased costs by adjusting the prices of its products. Increases in prices of the Company's products could result in lower sales and have a material adverse effect on its financial condition and performance.

***Political developments, including trade relations, and the threat or occurrence of war or terrorist activities, and/or trade actions could adversely impact Spin Master, its personnel and facilities, its customers and suppliers, retail and financial markets, and general economic conditions.***

Spin Master's business is worldwide in scope and can be directly and indirectly impacted in a negative way by geopolitical tensions. Political instability, civil unrest, the deterioration of the political, economic, or social situation in a country in which Spin Master has significant sales or operations, or the breakdown of trade relations between the U.S. and a foreign country in which Spin Master has significant manufacturing facilities or other operations, could adversely affect Spin Master's business, financial condition and results of operations. For example, a change in trade status between the U.S. and a foreign country could result in a substantial increase in the import duty of toys manufactured in that foreign country and imported into the U.S. The U.S. has in the past implemented certain trade actions directed at China, including imposing increased tariffs on certain goods imported into the U.S. from China. Recently, the U.S. government announced an intent to introduce broad tariffs on goods imported from China and introduced tariffs on goods imported from Canada and Mexico, while announcing an intent to introduce tariffs on other countries. Canadian, Mexico and China have also implemented various trade actions directed at the United States. Further trade actions by the United States, Canada, Mexico, China or other countries could result in diverting more production to, or sourcing from, other countries, and could cause customers in some countries or regions to seek domestic or non-U.S. sources for products that Spin Master sells, or to be pressured or incentivized by foreign governments not to purchase goods of U.S. or Canadian companies, all of which could harm Spin Master's future sales in these markets.

In addition, the United States, United Kingdom, and European Union, among other jurisdictions, have each imposed export controls, as well as financial and economic sanctions, currency controls, and other trade actions, on certain products, technologies, industry sectors, and parties in Russia because of the conflicts between Russia and Ukraine, which have resulted and could further result in retaliatory measures and actions by Russia. Any increased trade barriers or restrictions on global trade imposed by the U.S., or further retaliatory trade measures or currency controls taken by China, Russia, or other countries in response, could adversely affect Spin Master's business, financial condition, and performance. The disruptions associated with the recent elections in the United States and upcoming elections in other jurisdictions in which Spin Master operates, including Canada, could alter the political, economic, and regulatory landscape in ways that are unfavorable to Spin Master's interests.

The occurrence of war or hostilities between countries or threat of terrorist activities, including the ongoing conflicts between Russia and Ukraine or in the Middle East, and the responses to and results of these activities, could adversely impact Spin Master, its personnel and facilities, its customers and suppliers, retail and financial markets, and general economic conditions.

***Global climate change, evolving stakeholder regulations and expectations for corporate responsibility matters, and Spin Master's related goals present challenges to its business and reputation that could adversely affect Spin Master.***

The effects of global climate change create financial, operational, and reputational risks to Spin Master's business, both directly and indirectly. There is a consensus that greenhouse gas ("GHG") emissions are linked to global climate change, and that these emissions must be reduced dramatically to avert the worst effects of climate change. Spin Master's operations may be vulnerable to the adverse effects of climate change, which are predicted to increase the frequency and severity of weather events and other natural cycles such as wildfires, heatwaves, floods, and droughts. The effects of climate change may cause disruptions in Spin Master's operations, including its supply chain and the productivity of its third-party manufacturers, increase

Spin Master's production costs, impose capacity restraints, and impact the types of products that consumers purchase, including for example an increased focus on eco-friendly toys, all of which may cause Spin Master to suffer losses and additional costs to maintain or resume operations. Spin Master may be subject to decreased availability or less favorable pricing for certain commodities that are necessary for Spin Master's products. In addition, Spin Master may incur capital expenditures, compliance costs, and other costs to comply with increasingly stringent environmental laws, compliance reporting, and enforcement policies. Governments around the world are increasingly focused on enacting laws and regulations regarding climate change and regulation of GHG emissions. Lawmakers and regulators in Canada, the United States and certain jurisdictions where Spin Master operates have proposed or enacted regulations requiring reporting of GHG emissions and the restriction thereof, including increased fuel efficiency standards, carbon taxes or cap and trade systems, restrictive permitting, and incentives for renewable energy. For example, in October 2023, California enacted legislation addressing the disclosure of GHG emissions, climate-related risks, environmental claims, and the use or sale of voluntary carbon offsets. The Canadian securities regulatory authorities continue to consider the adoption of a mandatory climate change reporting framework that may increase the amount of time, monitoring, diligence and reporting costs related to these matters. Global efforts have been made and continue to be made in the international community toward the adoption of international treaties or protocols that would address global climate change issues. In January 2023, the EU enacted the Corporate Sustainability Reporting Directive, which will require sustainability reporting across a broad range of sustainability topics for both EU and non-EU companies. In addition, as costs and taxes are imposed on fossil fuels, which are the inputs for resin and fuel for shipping, the cost of production will increase, which could result in increased expenses to Spin Master, which may not be offset by increased prices, if such increases cannot be passed on to consumers. The effect of increased severity of extreme weather could affect the quality of the Company's products and its ability to distribute them in a timely fashion. For example, monsoons in South, Southeast and East Asia can cause excessive moisture, which can affect or damage products and product packaging, leading to write-offs, transport delays, and affect the Company's ability to deliver on its retail customers' quality needs. There are also certain areas, for example, the Pearl River Delta in southern China, which are major areas for toy manufacturing, but are also subject to severe flood threats from watershed floods, sea level rise and storm surges. Increased heat could cause working conditions to deteriorate for those employed in physical labour in the Company's supply chains. Increased heat has also led to blackouts and brownouts in certain parts of the world, which would also impact the ability of the Company's employees and supply chains to be productive or to access the Company's systems. Droughts or inadequate water supply in certain parts of the world could also have a negative impact on the Company's manufacturing facilities, where the facilities are powered by nuclear energy which requires water to cool. Similarly, in areas where the Company may be powered by hydroelectric energy, such as in Canada or in certain parts of China, inadequate water supply could lead to a lack of energy production. These could be a risk in the medium and long term for the Company.

A variety of stakeholders, including regulators, investors, advisory firms, rating agencies, and customers, are establishing laws, regulations, expectations, reporting obligations and/or assessments reflecting their expectations for corporate practices related to climate change and other corporate responsibility matters. In 2022, Spin Master announced its intention to develop and release a climate action plan. Spin Master has previously purchased offsets relating to Scope 1 and 2 GHG emissions, as well as some of the Company's Scope 3 GHG emissions. The Company has also planned for a 50% reduction in plastic packaging by 2025 and utilizing eco-friendly inks on 50% of packaging by 2025. Spin Master has subsequently established additional goals related to environmental, social, and governance ("ESG") matters, some of which is detailed in the Company's Corporate Social Responsibility reports, available on its website. Such goals are based on management's current assumptions related to scientific or technological developments, carbon markets, the workforce and hiring market, and other matters that are subject to change in the future and which are outside of Spin Master's control, as well as standards for measuring progress that are still in development, and subject to a number of significant risks and uncertainties. Spin Master's efforts to be responsive to climate change, to reduce its carbon footprint, and regarding other ESG matters cannot provide assurance that Spin Master will successfully achieve its ESG goals, that related costs may not be higher than expected, that proposed regulation or deregulation related to climate change and other ESG matters will not be more aggressive than Spin Master's measures and result in higher costs (or require additional resources), or that any investments Spin Master makes in furtherance of achieving such goals will meet expectations for all stakeholders or any applicable binding or non-binding legal standards, any one of which could have an adverse effect on Spin Master's financial condition, results of operations, or reputation.

Climate-related litigation has increased in recent years, including claims involving the failure of organizations to mitigate their impacts on climate change, the failure of organizations to adapt to climate change, and the insufficiency of disclosure around material financial risks or inaccuracy of climate-related disclosure. Additionally, as consumers and customers continue to put an increased priority on purchasing products that are sustainably manufactured and packaged, Spin Master may need to incur increased costs in order to effectively source materials that are more sustainable, as well as increased costs for additional transparency, due diligence, and reporting. If Spin Master's ESG practices do not meet, or are not viewed as meeting, investor or other stakeholder expectations and standards (which are continually evolving and may emphasize different priorities than the ones Spin Master chooses to focus on), or if Spin Master does not or appears not to achieve its ESG goals, then investors, consumers, and other stakeholders could lose confidence in Spin Master and its

brands, and negatively impact Spin Master's operations, brand, and reputation, and employee retention may be negatively impacted. Furthermore, if regulators disagree with the Company's ESG disclosures, for example because they believe them to be incomplete or misleading, the Company may face regulatory enforcement action, and its business or reputation could be adversely affected. There is also a risk that a significant reorientation in the market following the implementation of measures relating to ESG disclosure requirements could be adverse to the Company's business if the Company is perceived to be presenting a product or business as having green or sustainable characteristics where this is not, in fact, the case (i.e., "greenwashing"). Additionally, compliance with any new regulations or laws generally increases the Company's regulatory burden and could make compliance more difficult and expensive, thereby adversely impacting the Company's financial position.

***Spin Master's operating procedures and product requirements are subject to change and may increase costs, which may materially and adversely affect its relationship with vendors and make it more difficult for it to produce, purchase and deliver products on a timely basis to meet market demands. Future conditions may require the Company to adopt further changes that may increase its costs and adversely affect the Company's relationship with vendors.***

Spin Master's operating procedures and requirements for both its own manufacturing facilities and vendors, which are regularly monitored, and which are subject to change, including by implementing enhanced testing requirements and standards, impose additional costs on both Spin Master and the vendors from whom it purchases products. These changes may also delay delivery of the Company's products. Additionally, changes in industry wide product safety guidelines may affect the Company's ability to sell its inventory and may negatively impact its business. Spin Master's relationship with existing vendors may be adversely affected as a result of these changes, making it more dependent on a smaller number of vendors. Some vendors may choose not to continue to do business with the Company or not to accommodate the Company's needs to the extent that they have done so in the past. Due to the seasonal nature of Spin Master's business and the demands of its customers for deliveries with short lead times, Spin Master depends upon the cooperation of its vendors to meet market demand for its products in a timely manner. Existing and future events may require the Company to impose additional requirements on its vendors that may adversely affect the Company's relationships with those vendors and its ability to meet market demand in a timely manner which may in turn have a material and adverse effect on the Company's business, financial condition, and performance.

***Spin Master may engage in acquisitions, mergers, or dispositions, which may affect the profit, revenues, profit margins or other aspects of its business. Spin Master may not realize the anticipated benefits of future acquisitions, mergers or dispositions to the degree anticipated, or such transactions could have a material adverse impact on the Company's business, financial condition, and performance.***

Acquisitions have been a part of Spin Master's growth and have enabled it to further broaden and diversify its product offerings. The Company expects that in the future it will further expand its operations, brands, and product offerings through the acquisition of additional businesses, products, or technologies. However, the Company may not be able to identify suitable acquisition targets or merger partners and the Company's ability to efficiently integrate large acquisitions may be limited by its lack of experience with them. If Spin Master can identify suitable targets or merger partners, it may not be able to acquire these targets on acceptable terms or agree to terms with merger partners. Also, Spin Master may not be able to integrate or profitably manage acquired businesses and may experience substantial expenses, delays or other operational, systems, technological, personnel or financial problems associated with the integration of acquired businesses. The need to integrate the operations, systems, technologies, products, and personnel of each acquired company, the inefficiencies and lack of control that may result if such integration is delayed or not implemented, and unforeseen difficulties and expenditures that may arise in connection with integration. The Company may also face substantial expenses, delays or other operational or financial problems if it is unable to sustain the distribution channels and other relationships currently in place at an acquired business. The businesses, products, brands, or properties the Company acquires may not achieve or maintain popularity with consumers, and other anticipated benefits may not be realized immediately or at all. Further, integration of an acquired business may divert the attention of the Company's management from its core business. Acquisitions of businesses and brands could also be adversely affected by changes in Spin Master's business strategy. In cases where Spin Master acquires businesses that have key individuals, Spin Master cannot be certain that those persons will continue to work for it after the acquisition or that they will continue to develop popular and profitable products. Loss of such individuals could materially and adversely affect the value of businesses that the Company acquires.

Acquisitions also entail numerous other risks, including but not limited to:

- unanticipated costs and legal liabilities;
- adverse effects on the Company's existing business relationships with its suppliers and customers;
- risk of entering markets in which the Company has limited or no prior experience;
- amortizing any acquired intangible assets; and

- difficulties in maintaining uniform standards, procedures, controls, and policies.

Some or all the foregoing risks could have a material adverse effect on Spin Master's business, financial condition, and performance. In addition, any businesses, products, or technologies the Company may acquire may not achieve anticipated revenues or income and the Company may not be able to achieve cost savings and other benefits that it would hope to achieve with an acquisition.

Acquisitions could also consume a substantial portion of Spin Master's available cash, could result in incurring substantial debt which may not be available on favourable terms, and could result in the Company assuming contingent liabilities. In addition, if the business, product, or technologies the Company acquires are unsuccessful it would likely result in the incurrence of a write-down of such acquired assets, that could adversely affect Spin Master's financial performance. The Company's failure to manage its acquisition strategy could have a material adverse effect on its business, financial condition, and performance.

Consistent with Spin Master's past practice and in the normal course, the Company may have outstanding non-binding letters of intent and / or conditional agreements or may otherwise be engaged in discussions with respect to possible acquisitions which may or may not be material. However, there can be no assurance that any of these letters, agreements and / or discussions will result in an acquisition and, if they do, what the final terms or timing of any acquisition would be.

***If Spin Master fails to maintain an effective system of internal controls, Spin Master may not be able to report its financial results or prevent fraud, which could harm the Company's financial performance and may cause investors to lose confidence in it.***

Spin Master must maintain effective internal financial controls for it to provide reliable and accurate financial reports. The Company's compliance with the internal control reporting requirements will depend on the effectiveness of its financial reporting and data systems and controls. Spin Master expects these systems and controls to become increasingly complex to the extent that its business grows, including through acquisitions. To effectively manage such growth, the Company will need to continue to improve its operational, financial and management controls and its reporting systems and procedures. These measures may not ensure that Spin Master designs, implements, and maintains adequate controls over its financial processes and reporting in the future. Any failure to implement required new or improved controls, or difficulties encountered in their implementation or operation, could harm the Company's financial performance, or cause it to fail to meet its financial reporting obligations. Inferior internal controls could also cause investors to lose confidence in the Company's reported financial information, which could have a material and adverse effect on the trading price of its stock and its access to capital.

***Spin Master is subject to tax and regulatory compliance in all the jurisdictions in which it operates and may be subject to audits from time to time that could result in the assessment of additional taxes, interest and penalties.***

Spin Master conducts business globally and is subject to tax and regulatory compliance in the jurisdictions in which it operates. These include those related to collection and payment of value added taxes at appropriate rates and the appropriate application of value added taxes to each of the Company's products, those designed to ensure that appropriate levels of customs duties are assessed on the importation of its products, as well as transfer pricing and other tax regulations designed to ensure that its intercompany transactions are consummated at prices that have not been manipulated to produce a desired tax result, that appropriate levels of income are reported as earned and that it is taxed appropriately on such transactions. International transfer pricing is a subjective area of taxation and generally involves a significant degree of judgment.

Spin Master may be subject to audits that are at various levels of review, assessment, or appeal in a number of jurisdictions involving various aspects of value added taxes, customs duties, transfer pricing, income taxes, withholding taxes, sales and use and other taxes and related interest and penalties in material amounts. The taxation authorities in the jurisdictions where the Company carries on business could challenge the Company's transfer pricing policies. In some circumstances, additional taxes, interest, and penalties may be assessed and deposits required to be paid in order to challenge the assessments. When applicable, the Company reserves in the consolidated financial statements an amount that it believes represents the most likely outcome of the resolution of disputes, but if it is incorrect in its assessment, it may have to pay a different amount which could potentially be material. Ultimate resolution of these matters can take several years, and the outcome is uncertain. If the taxing authorities in any of the jurisdictions in which the Company operates were to successfully challenge its transfer pricing practices or its positions regarding the payment of income taxes, customs duties, value added taxes, withholding taxes, sales and use, and other taxes, it could become subject to higher taxes and its revenue and earnings could be adversely affected.

***Significant changes in currency exchange rates could have a material adverse effect on Spin Master's business, financial condition, and performance.***

Spin Master's global operations means business is transacted in many different currencies and financial performance and cash flows are subject to changes in currency exchange rates and regulations. As the Company's financial results are reported in U.S. dollars, changes in the exchange rate between the U.S. dollar and local currencies in which the Company operates may have an adverse effect / beneficial impact on the Company's U.S. dollar results. Furthermore, potential significant revaluation of the Chinese yuan, which may result in an increase in the cost of producing products in China, could negatively affect Spin Master's business. Government action may restrict the Company's ability to transfer capital across borders, such as currency control regulations in Russia, China or other countries, and may also impact the fluctuation of currencies in the countries where the Company conducts business or has invested capital. Significant changes in currency exchange rates and reductions in Spin Master's ability to transfer capital across borders could have a material adverse effect on its business, financial condition and performance. Currency fluctuations may also adversely affect the Company's financial performance when it repatriates the funds it receives from these sales or other sources.

***Spin Master is subject to various laws and government regulations, which, if violated, could subject Spin Master to sanctions or third-party litigation or, if changed, could lead to increased costs, changes in the Company's effective tax rate or the interruption of normal business operations that would negatively impact the Company's business, financial condition, and performance.***

Spin Master operates in a highly regulated environment in the U.S., Canada, and international markets, including its products and the importation and exportation of its products. These policies or regulations may include accounting standards, taxation requirements (including changes in applicable income tax rates, new tax laws, and revised tax law interpretations), product safety and other safety standards, supply chain management (such as the Fighting Against Forced Labour and Child Labour in Supply Chains Act and similar legislation relating to modern slavery), trade restrictions, duties and tariffs (including international trade laws and regulations, export controls, and economic sanctions), and regulations regarding currency and financial matters, anticorruption standards, environmental matters, advertising directed toward children, product content, screen time, cybersecurity and privacy and data protection, as well as other administrative and regulatory restrictions. In addition, as Spin Master enters into new areas of investment, product development, or other business activities, it will have to learn to navigate the regulatory framework surrounding those areas, which may be continuing to develop. The steps Spin Master takes to comply with these laws, regulations, and policies do not ensure that Spin Master will comply in the future. Compliance with these various laws, regulations, and policies, as well as initiatives to comply with new or proposed legal regimes, imposes significant costs on Spin Master's business, and failure to comply could result in monetary liabilities and other penalties and could lead to negative media attention and consumer dissatisfaction, which could have an adverse effect on Spin Master's business, financial condition, and results of operations.

Many foreign countries have laws that permit governmental entities to restrict or prohibit marketing or distribution of interactive entertainment software products (and similar legislation has been introduced at one time or another at the federal and state levels in the U.S., including legislation that attempts to impose additional taxes based on content). In addition, certain jurisdictions have laws that restrict or prohibit marketing or distribution of interactive entertainment software products with random digital item mechanics, which some of the Company's online games and services include, or subject such products to additional regulation and oversight, such as reporting to regulators, mandatory disclosure to consumers of item drop rates, and higher age ratings for products that contain such mechanics.

In addition, changes in laws or regulations may lead to increased costs, changes in the Company's effective tax rate, or the interruption of normal business operations that would materially and adversely impact its business, financial condition and performance. The Company believes that it takes all necessary steps to comply with these laws and regulations, but Spin Master cannot be certain that it is in full compliance or will be in the future. Failure to comply could result in sanctions or delays that could have a negative impact on the Company's business, financial condition, and performance. In addition, increases in import and excise duties and/or sales or value added taxes in the jurisdictions in which Spin Master operates could affect the affordability of Spin Master's products and, therefore, reduce demand.

Spin Master is subject to income taxes in the jurisdictions in which it operates and, consequently, income tax expense is a function of the allocation of taxable income by jurisdiction and the various activities that impact the timing of taxable events.

Legislation implementing the Organization for Economic Cooperation and Development's (OECD) model rules outlining a structure for a new 15% global minimum tax regime (the "Pillar Two Rules") has been enacted or substantively enacted locally in a number of jurisdictions in which the Company operates in. Based on an assessment, the Pillar Two Rules effective tax rate in most of the jurisdictions in which the Company operates

in, is already above 15%. As a result, any impact of these rules is not expected to be material. The Company will continue to monitor and reassess the impact of the Pillar Two Rules and any change may impact its financial condition and operating results.

Changes in tax laws in any of the multiple jurisdictions in which Spin Master operates, or adverse outcomes from tax audits that Spin Master may be subject to in any of the jurisdictions in which Spin Master operates, could result in an unfavorable change in the Company's effective tax rate, which could adversely affect its business, financial condition and operating results

***The challenge of continuously developing and offering products and entertainment experiences that are sought after by children is compounded by the sophistication of today's children and the increasing array of technology and entertainment offerings available to them.***

Children are increasingly utilizing electronic offerings such as computers, tablet devices and mobile phones and they are expanding their interests to a wider array of innovative, technology-driven entertainment products and digital and social media offerings at younger and younger ages. Spin Master's products and digital games compete with the offerings of consumer electronics companies, gaming, digital media and social media companies. To meet this challenge, the Company is designing and marketing products and digital games which incorporate increasing technology, seek to combine digital and analog play, and capitalize on evolving play patterns and increased consumption of digital and social media. With the increasing array of competitive entertainment offerings, there is no guarantee that:

- any of Spin Master's and its license partners' products, brands or entertainment properties will achieve popularity or continue to be popular;
- any property for which Spin Master has a significant license will achieve or sustain popularity;
- any new products or product lines Spin Master introduces, or entertainment content that it creates, will be considered interesting to consumers and achieve an adequate market acceptance; or
- any product's life cycle or sales quantities will be sufficient to permit Spin Master to profitably recover the development, manufacturing, marketing, royalties (including royalty advances and guarantees) and other costs of producing, marketing, and selling the product.

***An increasing portion of Spin Master's business may come from technologically advanced or sophisticated digital and smart technology products, which present additional challenges compared to more traditional toys and games.***

Spin Master expects that children will continue to be interested in product offerings incorporating sophisticated technology, such as mobile digital games, consumer electronics and social and digital media, at younger and younger ages. Spin Master also expects that parents will seek to enhance child development and learning through digital technologies and technology-based play as well as analog play. These technologies also include increased use of machine learning and AI.

In addition to the risks associated with Spin Master's more traditional products, sophisticated digital and smart technology products face certain additional risks. Costs associated with designing, developing, and producing digital games and technologically advanced or sophisticated products tend to be higher than for many of Spin Master's more traditional products. Heavy competition in digital entertainment products and difficult economic conditions may increase the risk of Spin Master not achieving sales sufficient to recover the increased development costs associated with these products. Designing, developing, and producing sophisticated digital games and smart technology products requires different competencies and may follow longer timelines than traditional toys and games, and any delays in the design, development or production of these products could have a significant impact on Spin Master's ability to successfully offer such products. In addition, the pace of change in product offerings and consumer tastes in the mobile digital games, and social and digital media areas is potentially even greater than for Spin Master's more traditional products. This pace of change means that the window in which a technologically advanced or sophisticated product can achieve and maintain consumer interest may be shorter than traditional toys and games. These products may also present data security and data privacy risks and be subject to certain laws, government policies or regulations not applicable to more traditional products, such as the U.S. Children's Online Privacy Protection Act of 1998, the EU General Data Protection Regulation ("GDPR"), the EU Artificial Intelligence Act, Canada's Personal Information Protection and Electronic Documents Act, the California Consumer Protection Act, the California Consumer Privacy Rights Act ("CCPA"), the Virginia Consumer Data Protection Act, the Colorado Privacy Act, the Connecticut Data Privacy Rights Act, and the Utah Consumer Privacy Act contain detailed requirements regarding collecting and processing personal information, and impose certain limitations on how such information may be used, the length for which it may be stored, with whom it may be shared, and the effectiveness of consumer consent. In addition to the comprehensive U.S. state privacy laws and regulations that have or will be going into effect in 2025, similar laws are being proposed elsewhere, which impose additional obligations such as additional rights processes, new contractual requirements, opt outs for certain uses and disclosures of sensitive personal information, and opt outs from sharing personal information for targeted advertising. Such laws also apply standards relating to privacy, data protection, AI and data security,



and are continuously evolving and developing, creating significant uncertainty as privacy and data protection laws may be interpreted and applied differently from country to country and may create inconsistent or conflicting requirements. Companies are also facing an increasing number of class actions from consumer groups that claim loss or misuse of their personal information.

Additionally, regulators are increasingly scrutinizing companies that process children's data. Numerous laws, regulations, and legally-binding codes, such as the Children's Online Privacy Protection Act, California's Age Appropriate Design Code, CCPA, other U.S. state comprehensive privacy laws, GDPR, and the UK Age Appropriate Design Code impose various obligations on companies that process children's data, including requiring certain consents to process such data and extending certain rights to children and their parents with respect to that data. Some of these obligations have wide ranging applications, including for services that do not intentionally target child users (defined in some circumstances as a user under the age of 18 years old). These laws may be, or in some cases, have already been, subject to legal challenges and changing interpretations, which may further complicate the Company's efforts to comply with these laws.

***Spin Master's business will suffer if it is unable to innovate, develop and invest successfully in mobile digital games.***

Spin Master continues to innovate, develop and invest in mobile digital games. Spin Master has invested substantially in this business and as a result, it has seen significant growth over the past several years. Continued digital game development is a key growth factor for the future. If the Company is unable to continue to grow this business and ensure its integration with the Company's other business segments, Spin Master's business may be harmed. The digital games industry is highly competitive, including for talent, and costs associated with designing, developing and producing digital games as well as acquiring and retaining users, tend to be higher than for many of the Company's other more traditional products, with no assurance of success. As a result, the Company faces increased risk of not achieving sales sufficient to recover its costs and it may lose money on the development, marketing and sale of these products. Additionally, designing, developing and producing digital games and other technologically advanced or innovative products often relies on third parties and requires different competencies and follows different timelines than traditional toys and games. Delays in the design, development or production of the Company's digital games products could have a significant impact on Spin Master's success. In addition, the pace of change in product offerings and consumer tastes in the mobile digital games industry is potentially even greater than for other products and this pace of change is expected to accelerate as AI is further incorporated into the development of digital games. If a digital game fails to gain consumer acceptance early in its life cycle, there are limited opportunities to gain such acceptance through secondary launches or distribution through alternative platforms. This pace of change, or lack of consumer acceptance, means that the window in which a digital games product can achieve and maintain consumer interest may be even shorter than traditional toys and games.

***Spin Master's success depends on key personnel and without them the Company may be unable to maintain and expand its business.***

Spin Master's future success depends on the continued contribution of key personnel, including, executives, designers, inventors, technical, sales, marketing and in the Entertainment and Digital Games creative centres. If Spin Master fails to retain, hire, train and integrate key personnel, Spin Master's ability to maintain or expand its business could be harmed. Labour shortages and increased labour costs as a result of increased competition for qualified talent, higher employee turnover rates, increases in employee benefit costs, wage inflation, strikes, or other employee-related disruptions to Spin Master's workforce can negatively impact its business. In addition, changes to Spin Master's current and future work environments may not meet the needs or expectations of its employees or be perceived as less favourable compared to other companies' policies, which could negatively impact Spin Master's ability to hire and retain qualified personnel. Recruiting and retaining skilled personnel is costly and highly competitive around the world.

***Spin Master's business, financial condition, and performance could be adversely affected by strikes or other union job actions.***

Any strike, prolonged or new, by, or lockout of, one or more of the unions that provide personnel essential to the development, production or distribution of films or television programs, such as the five-months long strike by the Writers Guild of America, which ended in September 2023, and the four-months long strike by the American actors' union SAG-AFTRA, which ended in November 2023, could delay or halt activities in the entertainment industry which may effect third-party owners for IP which the Company licenses. Halts or delays, depending on the length of time, could cause a delay or interruption in development, production and release of new films and entertainment programs, for which the Spin Master licenses the IP and delay and/or lower the revenues the Company expected to receive from entertainment related toys, games and other merchandise.

***Natural disasters or other catastrophic events out of Spin Master's control may damage its operations, facilities or those of its contractors and could materially and adversely affect the Company's business, financial condition and performance.***

A catastrophic event where Spin Master has operations, offices or manufacturing facilities, such as an earthquake, tsunami, flood, typhoon, fire or other natural or manmade disaster, terrorist attacks, wars and other conflicts, or an outbreak of a public health pandemic could disrupt the Company's operations or those of its contractors and impair production or distribution of its products, damage inventory, interrupt critical functions, or otherwise affect its business negatively, and could materially and adversely affect the Company's business, financial condition and performance.

***Increases in interest rates, the lack of availability of credit and Spin Master's inability to meet the debt covenant coverage requirements in its credit facility could negatively impact the Company's ability to conduct its business operations.***

Increases in interest rates, both domestically and internationally, could negatively affect Spin Master's cost of financing its operations and investments. Adverse credit market conditions could limit the Company's ability to refinance its existing credit facility and raise additional debt that may be needed to fund the Company's operations. Additionally, Spin Master's ability to issue or borrow long-term debt and obtain seasonal financing or pay dividends could be adversely affected by factors such as an inability to meet certain debt covenant requirements and ratios. In the past, the Company's business has required and will continue to require capital expenditures and available resources to finance acquisitions. Accordingly, Spin Master's ability to maintain its current credit facility and its ability to issue or borrow long-term debt and raise seasonal financing are critical for the success of Spin Master's business. The Company's ability to conduct operations could be materially and adversely impacted should these or other adverse conditions affect the Company's sources of liquidity.

***Expansion of social media platforms, resulting in negative publicity and product reviews or harmful leaks of information may negatively impact Spin Master's business, financial condition, and performance.***

There has been a marked increase in the use of social media platforms and similar channels, including weblogs (blogs), social media websites and other forms of Internet-based communications that provide individuals with access to a broad audience of consumers and other interested persons. The availability and impact of information on social media platforms is virtually immediate and the accuracy of such information is not independently verified. The opportunity for dissemination of information, including inaccurate information, is seemingly limitless and readily available. Information concerning Spin Master or one or more of its products or employees may be posted on such platforms at any time. Information posted may be adverse to Spin Master's interests or may be inaccurate, each of which may harm the Company's reputation and business. The harm may be immediate without affording Spin Master an opportunity for redress or correction. Ultimately, the risks associated with any such negative publicity or incorrect information cannot be eliminated and may materially and adversely impact its business, financial condition, and performance. The inappropriate use of certain social media vehicles could cause also brand damage or information leakage or could lead to legal implications from the improper collection and/or dissemination of personally identifiable information or the improper dissemination of material non-public information (including violations of applicable securities laws). In addition, negative posts, or comments about the Company and/or any of its key personnel on any social networking web site could seriously damage the Company's reputation. Further, the disclosure of non-public company sensitive information through external media channels could lead to information loss as there might not be structured processes in place to secure and protect information. If the Company's non-public sensitive information is disclosed or if its reputation or that of its key personnel is seriously damaged through social media, it could have a material adverse effect on the Company's business, financial condition, and results of operations.

***System failures related to the websites that support Spin Master's internet-related products, applications, services and associated websites could harm the Company's business.***

The websites, applications and services associated with Spin Master's internet-related products depend upon the reliable performance of their technological infrastructure. Customers could be inconvenienced, and the Company's business may suffer if demand for access to those websites, applications or services exceeds their capacity. Any significant disruption to, or malfunction by, those websites or services, particularly malfunctions related to transaction processing, on those associated websites could result in a loss of potential or existing customers and sales.

Although Spin Master's systems have been designed to function in the event of outages or catastrophic occurrences, they remain vulnerable to damage or interruption from earthquakes, floods, fires, power loss, telecommunication failures, terrorist attacks, computer viruses, computer denial-of-service attacks, and other events. Some of the Company's systems are not fully redundant, and its disaster recovery planning is not sufficient for all eventualities. Spin Master's systems are also subject to break-ins, sabotage, and intentional

acts of vandalism. Despite any precautions the Company may take, the occurrence of a natural disaster or other unanticipated problems at the Company's hosting facilities could result in lengthy interruptions in its services. Spin Master does not carry business interruption insurance sufficient to compensate it for losses that may result from interruptions in its service because of system failures. Any unplanned disruption of the Company's systems could result in material and adverse financial impact on its business, financial condition, and performance.

***Rapid developments in artificial intelligence ("AI") could adversely impact Spin Master's business***

AI capabilities are continuing to develop rapidly and are becoming more generally available, increasing the risk that AI could become disruptive to the Company's business. Failure to keep pace with the advancement of new technologies such as AI could impact the Company's competitive advantage and negatively affect the Company's business, financial condition, and results of operations.

Implementation and reliance on new technologies, including machine learning and generative AI, within the Company and through third-party providers, increase the risk that flaws in algorithms, processes, or data may result in inaccurate decisions and potentially increase the cost of operational or cybersecurity related interruptions. Leveraging these new and rapidly evolving technologies may also increase other risks such as risks relating to indirect infringement on intellectual property or privacy and could carry social or ethical implications including unintended bias that could increase reputational risk and potentially result in regulatory fines or penalties. Future legislative action limiting or otherwise regulating the use of these technologies could also adversely impact the Company's ability to operate using them, which, in turn, could negatively affect the Company's business, financial condition and results of operations.

There is also a risk that AI could be used to infringe upon the Company's intellectual property, impersonate the Company's people, falsely represent Spin Master's products, or be used in other ways that could result in operational or reputational harm.

***Spin Master may face increased costs in achieving its sustainability goals, and any failure to achieve its goals could result in reputational damage.***

Spin Master believes the long-term viability and health of the Company's own operations and its supply chain, and the significant potential for environmental improvements, are critical to its business success. The Company has set key goals and objectives in this area. Spin Master devotes resources and expenditures to help achieve these goals. It is possible that the Company will incur expenses in trying to achieve these goals with no assurance that it will be successful. Additionally, Spin Master's reputation could be damaged if it fails to achieve the sustainability goals, or if the Company or others in the industry do not act, or are perceived not to act, responsibly with respect to the production and packaging of its products.

***Spin Master may be subject to risks relating to its minority investments.***

Spin Master may invest in companies at different stages of development, including early-stage companies and emerging businesses, which are developing products, emerging technologies and pioneering services that will require significant additional development, testing and investment prior to any commercialization. There can be no assurance that the technologies or products these companies have under development will materialize, be capable of being produced in commercial quantities at reasonable costs or be successfully marketed, which could result in a loss of all or a substantial part of Spin Master's investment in these companies. The Company expects that its minority investments will complement its acquisition strategy, however certain minority investments may not be suitable acquisition targets. If Spin Master's minority investments are suitable acquisition targets, it may not be able to acquire these targets on acceptable terms. Spin Master may not realize the expected returns or anticipated benefits from its minority investments to the degree anticipated.

***Significant developments stemming from the recent U.S. presidential election could have a material adverse effect on Spin Master's business, results of operations and financial condition.***

The outcome of the recent U.S. presidential election, as well as the Republican Party gaining control of both the House of Representatives and Senate of the United States, has created uncertainty with respect to, among other things, existing and proposed trade agreements and free trade generally, having already resulted in significant increases on tariffs on goods imported into the United States, particularly from China. It is unknown at this time to what extent new laws will be passed or pending or new regulatory proposals will be adopted, if any, or the effect that such passage or adoption may have on the economy and / or Spin Master's business. However, changes in U.S. social, political, regulatory and economic conditions or in laws and policies governing foreign trade in the jurisdictions in which the Company and / or Spin Master's customers or suppliers operate, may have a material adverse effect on the Company's revenues and expenses related to international sales and, consequently, business, financial condition and performance.

***The production and sale of private-label toys by the retailers with which Spin Master does business may result in lower purchases of the Spin Master's branded products by those customers.***

In recent years, retailers have been increasing the development of their own private-label products that directly compete with the products of their other suppliers, including children's entertainment companies. Some of the retailers with whom Spin Master does business sell private-label toys designed, manufactured, and branded by the retailers themselves. The Company's customers may sell their private-label toys at prices lower than comparable toys sold by the Company, and, particularly in the event of strong sales of private-label toys, may elect to reduce their purchases of Spin Master's branded products. In some cases, retailers who sell these private-label toys are larger than Spin Master and have substantially more resources. An increase in the sale of private-label product by retailers may reduce overall consumer demand for Spin Master's products and could have a material adverse effect on the Company's business, financial condition, and performance.

***Spin Master Corp. is a holding company with no operations of its own and, as such, it depends on its subsidiary for cash to fund its operations and expenses, including future dividend payments, if any.***

As a holding company, the Company's principal source of cash flow is distributions from its subsidiaries. Therefore, the Company's ability to fund and conduct its business, service its debt and pay dividends in the future will depend on the ability of its subsidiaries to generate sufficient cash flow to make upstream cash distributions to the Company. Spin Master's subsidiaries are separate legal entities, and although they are directly and indirectly wholly-owned and controlled by the Company, it has no obligation to make any funds available to the Company, whether in the form of loans, dividends or otherwise. The ability of the Company's subsidiaries to distribute cash to the Company will also be subject to, among other things, restrictions that may be contained in the Company's subsidiary agreements (as entered into from time to time), availability of sufficient funds in such subsidiary and applicable laws and regulatory restrictions. Claims of any creditors of the Company's subsidiaries generally will have priority as to the assets of such subsidiaries over the Company's claims and claims of Spin Master's creditors and shareholders. To the extent the ability of the Company's subsidiaries to distribute dividends or other payments to us is limited in any way, the Company's ability to fund and conduct its business, service its debt and pay dividends, if any, could be harmed.

***The decision to pay dividends on the Subordinate Voting Shares and Multiple Voting Shares and the amount of such dividends is subject to the discretion of Spin Master's board of directors based on numerous factors and may vary from time to time.***

Although the Company currently pays quarterly cash dividends on its outstanding Subordinate Voting Shares and Multiple Voting Shares, these cash dividends may be reduced or suspended. The amount of cash available to the Company to pay dividends, if any, can vary significantly from period to period for a number of reasons, including, among other things: the Company's operational and financial performance; fluctuations in market prices; the amount of cash required or retained for debt service or repayment; amounts required to fund capital expenditures and working capital requirements; access to capital markets; foreign currency exchange rates and interest rates; and the other risk factors set forth herein.

The decision whether to pay dividends and the amount of any such dividends are subject to the discretion of the board of directors of the Company, which quarterly evaluates proposed dividend payments and the solvency test requirements of the Business Corporations Act (Ontario). In addition, the level of dividends per Subordinate Voting Share and Multiple Voting Share will be affected by the number of outstanding Subordinate Voting Shares and Multiple Voting Shares and other securities that may be entitled to receive cash dividends or other payments. Dividends may be increased, reduced, or suspended depending on the Company's operational success. The market value of Subordinate Voting Shares may deteriorate if the Company is unable to meet dividend expectations in the future, and that deterioration may be material.

***The market price of the Subordinate Voting Shares can be volatile.***

Volatility in the Company's business can result in significant Subordinate Voting Share price and volume fluctuations. Factors such as changes in the Company's operating results, announcements by the Company's customers, competitors or other events affecting companies in the toy, entertainment or digital games industries, currency fluctuations, general market fluctuations, macro-economic conditions, and public health crises may cause the market price of the Subordinate Voting Shares to decline. In addition, if the Company's operating results do not meet the expectations of securities analysts or investors, the price of the Subordinate Voting Share could decline. Furthermore, the existence of the Company's NCIB may cause the Subordinate Voting Share price to be higher than it would be in the absence of such a program and repurchases under the NCIB expose the Company to risks resulting from a reduction in the size of its "public float", which may reduce the Company's trading volume as well as its Subordinate Voting Share price.

***The dual-class structure contained in the Company's articles has the effect of concentrating voting control and the ability to influence corporate matters with the Company's Founders.***

The Company's Multiple Voting Shares have 10 votes per share and its Subordinate Voting Shares have 1 vote per share. As of December 31, 2024, shareholders who hold multiple voting shares (the Company's Founders and their affiliates), together hold approximately 95% of the voting power of the outstanding voting shares and therefore have significant influence over the Company's management and affairs and over all matters requiring shareholder approval, including the election of directors and significant corporate transactions.

In addition, because of the 10-to-1 voting ratio between the Multiple Voting Shares and Subordinate Voting Shares, the holders of Multiple Voting Shares will control a majority of the combined voting power of the voting shares even where the Multiple Voting Shares represent a substantially reduced percentage of the total outstanding shares. The concentrated voting control of holders of Multiple Voting Shares limits the ability of holders of Subordinate Voting Shares to influence corporate matters for the foreseeable future, including the election of directors as well as with respect to decisions regarding amending of the Company's share capital, creating and issuing additional classes of shares, making significant acquisitions, selling significant assets or parts of the Company's business, merging with other companies and undertaking other significant transactions. As a result, holders of Multiple Voting Shares will have the ability to influence or control many matters affecting Spin Master and actions may be taken that holders of Subordinate Voting Shares may not view as beneficial. The market price of the Subordinate Voting Shares could be adversely affected due to the significant influence and voting power of the holders of Multiple Voting Shares. Additionally, the significant voting interest of holders of Multiple Voting Shares may discourage transactions involving a change of control, including transactions in which an investor, as a holder of the Subordinate Voting Shares, might otherwise receive a premium for the Subordinate Voting Shares over the then-current market price, or discourage competing proposals if a going private transaction is proposed by one or more holders of Multiple Voting Shares.

Future transfers by holders of Multiple Voting Shares, other than permitted transfers to such holders' respective affiliates or direct family members or to other permitted holders, will result in those shares automatically converting to Subordinate Voting Shares, which will have the effect, over time, of increasing the relative voting power of those holders of Multiple Voting Shares who retain their Multiple Voting Shares.

***There can be no assurance that the Company will repurchase Subordinate Voting Shares for cancellation.***

Although the Company currently has an NCIB in effect, whether the Company repurchases Subordinate Voting Shares under such NCIB for cancellation, and the amount and timing of any such repurchases, is subject to capital availability and periodic determinations by management and the board of directors that Subordinate Voting Share repurchases are in the best interest of the Company's shareholders and are in compliance with all applicable laws and agreements. Any future permitted Subordinate Voting Share repurchases, including their timing and amount, may be affected by, among other factors: the Company's views on potential future capital requirements for strategic transactions, including acquisitions; changes to applicable tax laws or corporate laws; and changes to the Company's business model. In addition, the amount the Company spends and the number of Subordinate Voting Shares the Company is able to repurchase for cancellation under any NCIB or substantial issuer bid may further be affected by a number of other factors, including the price of the Subordinate Voting Shares and blackout periods in which the Company is restricted from repurchasing Subordinate Voting Shares (other than pursuant to an automatic share repurchase plan). The Company's Subordinate Voting Share repurchases may change from time to time, and the Company cannot provide assurance that it will repurchase any or, if commenced, continue to repurchase any Subordinate Voting Shares for cancellation in any amounts or at all. Once commenced, a reduction in or elimination of the Company's Subordinate Voting Share repurchases could have a negative effect on the price of the Subordinate Voting Shares.

## **FINANCIAL RISK MANAGEMENT**

The Company is exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives for growth. Management's objective is to protect the Company and its subsidiaries on a consolidated basis against material economic exposures or the variability of results from various financial risks that include foreign currency risk, interest rate risk, credit risk and liquidity risk.

### **Foreign currency risk**

Due to the structure of the Company's international operations, it is exposed to foreign currency risk driven by fluctuations in exchange rates. Risk arises because the value of monetary assets, liabilities, revenues and expenditures arising from transactions denominated in foreign currencies may vary due to changes in exchange rates and because the non-US dollar denominated financial statements of the Company's subsidiaries may vary on translation into the US dollar presentation currency. These exposures could impact the Company's earnings and cash flows.

The Company periodically enters into derivative financial instruments such as foreign exchange forward contracts to manage its foreign currency risk on cash flows denominated in currencies other than the US\$.

### **Interest rate risk**

Interest rate risk is the risk that the Company's financial assets and liabilities will increase or decrease in value due to a change in interest rates. The Facility and the Acquisition Facility bear interest at variable rates. As a result, the Company is exposed to interest rate cash flow risk due to fluctuations in lenders' base rates. The Company manages its interest rate risk by using a variable to fixed interest rate swap, where the Company pays the fixed interest rate.

### **Credit risk and Customer Concentration**

The Company is dependent on three main retailers with respect to product sales for the majority of its products. These three customers accounted for 56.0% and 51.7% of consolidated Toy Gross Product Sales<sup>1</sup> for the years ended December 31, 2024 and 2023 respectively.

As the Company usually grants credit to customers on an unsecured basis, credit risk arises from the possibility that customers may experience financial difficulty and may be unable to fulfil their financial obligations.

This risk is mitigated through financial arrangements such as cash in advance of shipment, letters of credit or bank or parental guarantees. In addition, the Company purchases Accounts Receivables insurance for our global customer base, who are not covered by other financial arrangements. This process, in conjunction with an established credit limit and payment term, mitigates the Company's risk of loss. The financial arrangements, insurance policies and customer credit limits are reviewed annually.

## **RELATED PARTY TRANSACTIONS**

In the normal course of operations, the Company engaged the services of a law firm whose managing partner is also a member of the Company's Board of Directors on terms equivalent to those that prevail in arm's length transactions.

For the three months and year ended December 31, 2024, related party transactions were included in administrative expenses in the Consolidated statements of earnings and comprehensive earnings of the Company in the amount of \$0.3 million (2023 - \$0.5 million) and \$1.0 million (2023 - \$2.0 million), respectively. As at December 31, 2024, amounts payable to the director's law firm were \$0.2 million (December 31, 2023 - \$0.4 million).

For the year ended December 31, 2024, the Company paid incentive compensation related liabilities of \$1.5 million on behalf of three members of the Company's Board of Directors (2023 - \$3.7 million). These amounts were repaid by all three directors to the Company in the second quarter of 2024.

## **CRITICAL ACCOUNTING ESTIMATES**

The Company's material accounting policies are described in Note 2 of the Company's audited consolidated financial statements and accompanying notes, which have been prepared in accordance with IFRS. The preparation of financial statements requires management to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities, related disclosures and the reported amounts of revenues and expenses during the periods covered by the financial statements. Refer to Note 3 of the Company's audited consolidated financial statements for additional information.

The Company has identified the following accounting policies under which significant judgments, estimates and assumptions are made, where actual results may differ from these estimates under different assumptions and conditions and which may materially affect financial results or the financial position in future periods.

### **Determination of cash-generating units**

A CGU is defined as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Determining the impact of impairment requires significant judgment in identifying which assets or groups of assets are CGUs of the Company.

### **Functional currency**

Transactions in foreign currencies are translated to the respective functional currencies of the Company and its subsidiaries (for purposes of this section, the "Group") at exchange rates as of the dates the transactions occur. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date.

Determining the appropriate functional currencies for entities in the Group requires analysis of various factors, including the currencies and country-specific factors that mainly influence sales prices, and the currencies that mainly influence labour, materials and other costs of providing goods or services.

### **Useful life of property, plant and equipment and intangible assets with finite useful lives**

The Company employs significant estimates to determine useful lives of property, plant and equipment and intangible assets with finite useful lives, considering industry trends such as technological advancements, past experience, expected use and review of asset lives.

Components of an item of property, plant and equipment may have different useful lives. The Company makes estimates when determining depreciation methods, depreciation rates and useful lives, which require taking into account industry trends and company-specific factors. The Company reviews depreciation methods, useful lives and residual values annually or when circumstances change and adjusts, if necessary, its depreciation methods and assumptions prospectively.

### **Impairment testing of goodwill and indefinite life intangible assets**

Goodwill and indefinite life intangible assets are assessed for impairment at least annually, and whenever there is an indication of impairment. The Company determines the fair value of its CGU groupings and indefinite life intangible assets using discounted cash flow models corroborated by other valuation techniques.

The process of determining these fair values requires the Company to make estimates and assumptions of a long-term nature regarding discount rates, projected revenues, royalty rates and margins derived from past experience, actual operating results and budgets. These estimates and assumptions may change in the future due to uncertain competitive and economic market conditions or changes in business strategies.

### **Provision for inventories**

Inventories are stated at the lower of cost and estimated net realizable value. The Company estimates net realizable value as the amount at which inventories are expected to be sold, taking into consideration fluctuations in retail prices due to seasonality less estimated costs required to sell. Inventories are written down

to net realizable value when the cost of inventories is estimated to be unrecoverable due to obsolescence, damage or declining selling prices. Provisions for inventories are applicable to the Toys segment.

### **Sales allowances**

A sales allowance is established to reflect amounts for programs which can be contractual or discretionary by nature, and can include negotiated discounts, customer audits, defective products and refund of costs incurred by customers to sell the Company's products. Contractual allowances are fixed and determinable at the time of sale and are recorded at the time of sale as a reduction to revenue. Discretionary allowances can vary depending on future outcomes such as nature of the product, customer sales volume, inventory position, product performance at retail, historical performance, market conditions and other considerations. The Company may adjust its estimate of sales allowances when facts and circumstances used in the estimation process change. Sales allowances are applicable to the Toys segment.

### **Income and other taxes**

The calculation of current and deferred income taxes requires the Company to make estimates and assumptions and to exercise judgment regarding the carrying values of assets and liabilities which are subject to accounting estimates inherent in those balances, the interpretation of income tax legislation across various jurisdictions, expectations about future operating results, the timing of reversal of temporary differences and possible audits of income tax filings by tax authorities.

Changes or differences in underlying estimates or assumptions may result in changes to the current or deferred income tax balances on the Consolidated statements of financial position, a charge or credit to income tax expense in the Consolidated statements of earnings and comprehensive earnings and may result in cash payments or receipts. All income, capital and commodity tax filings are subject to audits and reassessments. Changes in interpretations or judgments may result in a change in the Company's income, capital or commodity tax provisions in the future. The amount of such a change cannot be reliably estimated.

### **Business combinations**

Business combinations are accounted for using the acquisition method of accounting. The Company determines the fair value of the identifiable assets acquired and the liabilities assumed using discounted cash flow models corroborated by other valuation techniques.

The process of determining these fair values requires the Company to make estimates and assumptions of a long-term nature regarding discount rates, projected revenues, royalty rates and margins derived from past experience, actual operating results and budgets. These estimates and assumptions may change in the future due to uncertain competitive and economic market conditions or changes in business strategies. Refer to note 27 of the Consolidated financial statements for further details on acquisitions.

## **CHANGES IN ACCOUNTING POLICIES**

### **Standards, Amendments and Interpretations Issued and Adopted**

#### *Amendment to IFRS 16 Leases — Lease Liability in a Sale and Leaseback*

The amendments to IFRS 16 add subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements in IFRS 15 to be accounted for as a sale. The amendments require the seller-lessee to determine 'lease payments' or 'revised lease payments' such that the seller-lessee does not recognize a gain or loss that relates to the right of use retained by the seller-lessee, after the commencement date. Effective January 1, 2024, the Company adopted the changes to IFRS 16 and the adoption of these amendments did not have a material impact on these Consolidated financial statements.

#### *Amendments to IAS 1 Presentation of Financial Statements — Non-current Liabilities with Covenants*

The amendments to IAS 1 specify the requirements for classifying liabilities as current or non-current. The amendments also clarify the definition of a right to defer settlement, that a right to defer must exist at the end of the reporting period, that classification is unaffected by the likelihood that a company will exercise its deferral right. In addition, a requirement has been introduced whereby a company must disclose when a liability arising from a loan agreement is classified as non-current and the company's right to defer settlement is contingent on future covenants within twelve months. Effective January 1, 2024, the Company adopted the changes to IAS 1



and the adoption of these amendments did not have a material impact on these Consolidated financial statements.

*Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures — Supplier Finance Arrangements*

The amendments add a disclosure objective to IAS 7 stating that an entity is required to disclose information about its supplier finance arrangements that enables users of financial statements to assess the effects of those arrangements on the entity's liabilities and cash flows. In addition, IFRS 7 was amended to add supplier finance arrangements as an example within the requirements to disclose information about an entity's exposure to concentration of liquidity risk. Effective January 1, 2024, the Company adopted the changes to IAS 7 and IFRS 7 and the adoption of these amendments did not have a material impact on these Consolidated financial statements.

**Standards, Amendments and Interpretations Issued but not yet Adopted**

The following new standards, amendments and interpretations have been issued but are not effective for the year ended December 31, 2024 and, accordingly, have not been adopted. The Company is currently assessing the impact, if any, on the Consolidated financial statements.

*Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates—Lack of Exchangeability*

In August 2023, the IASB issued amendments to IAS 21, which clarify the definition of exchangeability and how to estimate an exchange rate when there is a lack of exchangeability. The amendments also introduce new disclosure requirements when using an estimated exchange rate on the financial statements. These amendments apply for annual reporting periods beginning on or after January 1, 2025, with earlier adoption permitted. The Company is assessing the impact on its Consolidated financial statements.

*IFRS 18 Presentation and Disclosure in Financial Statements*

In April 2024, the IASB issued IFRS 18, which will replace IAS 1 Presentation of Financial Statements. IFRS 18 introduces new categories and subtotals in the statement of profit or loss, requires disclosure of management-defined performance measures, and includes new requirements for the location, aggregation and disaggregation of financial information. IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027, with early adoption permitted. IFRS 18 will apply retrospectively. The Company is currently assessing the impact of the standard on its Consolidated financial statements.

*Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures - Amendments to the Classification and Measurement of Financial Instruments*

In May 2024, the IASB issued amendments to IFRS 9 and IFRS 7. The amendments relate to derecognition of financial liabilities when settling through an electronic payment system and assessment of contractual cash flow characteristics of financial assets, including those with ESG-linked features. The amendments also require additional disclosures for financial instruments with contingent features and equity instruments classified at fair value through other comprehensive income ("FVTOCI"). The amendments are effective for annual reporting periods beginning on or after January 1, 2026, with early adoption permitted. The Company is currently assessing the impact of the amendments on its Consolidated financial statements.

**FINANCIAL INSTRUMENTS**

**Foreign exchange forward contracts**

The Company periodically enters into derivative financial instruments such as foreign exchange forward contracts to manage its foreign currency risk on cash flows denominated in currencies other than the US\$.

As at December 31, 2024, the Company was committed under outstanding foreign exchange contracts representing a total net sell commitment notional value of \$110.1 million (December 31, 2023 - net sell commitment of \$74.7 million). These foreign exchange contracts have maturity dates varying from January 2025 to June 2026. For the year ended December 31, 2024, net realized gains on the Company's matured foreign exchange contracts were \$3.1 million (2023 - realized losses of \$8.7 million) and are included in the Consolidated statements of earnings and comprehensive earnings.

These fair values are categorized within Level 2 of the fair value hierarchy. The fair values of over-the-counter derivative financial instruments are based on broker or observable market rates. Those quotes are tested for reasonableness by discounting expected future cash flows using market interest and exchange rates for a similar instrument at the measurement date. Fair values reflect the credit risk of the instrument for the Company and counterparty when appropriate. The fair value of foreign exchange contracts is estimated based on forward exchange rates observable at the end of the reporting period and contract forward rates. Realized and unrealized gains and losses on derivative financial instruments may be offset by realized and unrealized losses and gains on the underlying exposures being hedged and are recorded in earnings as they occur.

### Interest rate swaps

On March 27, 2024, the Company entered into interest rate swap agreements with an aggregate notional of \$140.0 million, effective on April 1, 2024, maturing in four tranches until December 31, 2025. The interest rate swap is a derivative financial instrument. The Company's swap agreement is measured at fair value with gains and losses in fair value presented in interest expense in the Company's Consolidated statements of earnings and comprehensive earnings.

The following interest rate swaps were outstanding as at December 31, 2024 (December 31, 2023: \$nil):

(US\$ millions)		Dec 31, 2024	
Effective date	Contract expiry	Notional value	Unrealized loss
Apr 01, 2024	Sep 30, 2025	35.0	(0.1)
Apr 01, 2024	Dec 31, 2025	35.0	(0.2)
<b>Total</b>		<b>70.0</b>	<b>(0.3)</b>

These fair values are categorized within Level 2 of the fair value hierarchy. The fair value of the interest rate swaps is estimated based on the present value of the estimated future cash flows based on observable yield curves. Realized and unrealized gains and losses on derivative financial instruments may be offset by realized and unrealized losses and gains on the underlying exposures being hedged and are recorded in earnings as they occur.

### Portfolio investments

The fair value of the portfolio investments as at December 31, 2024 is recorded in Other assets at \$4.5 million (December 31, 2023 - \$3.7 million) with \$0.3 million net unrealized loss on investment recognized in Other expense, net in the Consolidated statements of earnings and comprehensive earnings for the year ended December 31, 2024 (2023 - net unrealized gain of \$0.1 million). For the year ended December 31, 2024, the Company did not incur any distribution income (2023 - \$nil).

This fair value is categorized within Level 3 of the fair value hierarchy. The fair value of the portfolio investments is estimated using various valuations techniques based on the type of investment held by the funds. The unobservable quantitative inputs used in the fair value measurement are not developed by the Company and include assumptions regarding long-term revenue growth rates and discount rates, among others.

From inception, the Company has paid \$3.9 million (2023 - \$2.8 million) for portfolio investments and is committed to paying the remaining \$2.1 million (2023 - \$0.2 million) upon receiving capital calls over the remaining term of the investment agreements. The portfolio investments are held for medium to long-term strategic purposes.

### Minority interest investments

The fair value of the minority interest investments recorded in other assets are as follows:

(US\$ millions)	Dec 31, 2024	Dec 31, 2023
Minority interest investments classified as FVTOCI	3.0	3.0
Minority interest investments classified as FVTPL	6.0	8.3
<b>Minority interest investments</b>	<b>9.0</b>	<b>11.3</b>

For the three months and year ended December 31, 2024 and 2023, there was \$nil and \$0.5 million loss, respectively, recognized for the minority interest investments classified as fair value through profit and loss ("FVTPL") in the Consolidated statements of earnings and comprehensive earnings within Other expense, net.

For the three months and year ended December 31, 2024 and 2023, there were no gains or losses recognized for minority interest investments classified as FVTOCI in the Consolidated statements of earnings and comprehensive income within Other comprehensive loss.

These investments are categorized within Level 3 of the fair value hierarchy. The fair value of these investments is estimated using various valuation techniques. The quantitative unobservable inputs used in the fair value measurement are not developed by the Company and include assumptions regarding long-term revenue growth rates and discount rates, among others.

## **DISCLOSURE CONTROLS AND PROCEDURES**

The Chief Executive Officer and the Chief Financial Officer (the “Certifying Officers”) have designed, or caused to be designed under their supervision, Disclosure Controls and Procedures (“DC&P”) to provide reasonable assurance that (i) material information relating to the Company is made known to them by others, particularly during the period in which the annual filings are being prepared; and (ii) information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation. The Certifying Officers have evaluated, or caused to be evaluated under their supervision, the effectiveness of the Company’s DC&P as at December 31, 2024 and have concluded that the Company’s DC&P were effective as at December 31, 2024.

## **INTERNAL CONTROL OVER FINANCIAL REPORTING**

The Certifying Officers have also designed, or caused to be designed under their supervision, Internal Control over Financial Reporting (“ICFR”) to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes prepared in accordance with IFRS. The Certifying Officers have used the Internal Control – Integrated Framework (2013 COSO Framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission to design the Company’s ICFR. The Certifying Officers have evaluated, or caused to be evaluated under their supervision, the effectiveness of the Company’s ICFR as at December 31, 2024 and have concluded that the Company’s ICFR were effective as at December 31, 2024.

There have been no changes in the Company’s ICFR during the year ended December 31, 2024 which have materially affected, or are reasonably likely to materially affect, the Company’s ICFR and its disclosure controls and procedures, except as noted below.

In accordance with the provisions of National Instrument 52-109 – Certification of Disclosure in Issuers’ Annual and Interim Filings, the Company excluded Melissa & Doug from its evaluation of DC&P and ICFR. Given the size and timing of the Melissa & Doug Acquisition, the limitation in scope is primarily due to the time required to assess their DC&P and ICFR. The Company acquired Melissa & Doug on January 2, 2024.

For the three months and year ended December 31, 2024, Melissa & Doug’s Revenue was \$136.0 million and \$374.7 million, respectively, and Operating Income was \$33.6 million and \$35.4 million, respectively. Additionally, as at December 31, 2024, Melissa & Doug’s current assets and current liabilities were approximately 22% and 7% of current assets and current liabilities, respectively, and Melissa & Doug’s non-current assets and non-current liabilities were approximately 25% and 62% of non-current assets and non-current liabilities, respectively.

## **LIMITATIONS OF AN INTERNAL CONTROL SYSTEM**

The Certifying Officers believe that any DC&P or ICFR, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met and that all control issues, including instances of fraud, if any, within the Company have been prevented or detected. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. The design of any system of control is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential (future) conditions.

## NON-GAAP FINANCIAL MEASURES AND RATIOS, SUPPLEMENTARY FINANCIAL MEASURES

In addition to using financial measures prescribed under IFRS, references are made in this MD&A to the following terms, each of which is a Non-GAAP financial measure:

- Adjusted EBITDA
- Melissa & Doug Adjusted EBITDA
- Toys Adjusted EBITDA
- Entertainment Adjusted EBITDA
- Digital Games Adjusted EBITDA
- Adjusted Operating Income (Loss)
- Toys Adjusted Operating Income (Loss)
- Entertainment Adjusted Operating Income (Loss)
- Digital Games Adjusted Operating Income (Loss)
- Adjusted Net Income (Loss)
- Free Cash Flow
- Toy Gross Product Sales
- Melissa & Doug Toy Gross Product Sales
- Toy Revenue, excluding Melissa & Doug
- Revenue, excluding Melissa & Doug
- Constant Currency Toy Gross Product Sales
- Constant Currency Sales Allowances
- Constant Currency Toy - Other Revenue
- Constant Currency Toy Revenue
- Constant Currency Digital Games Revenue
- Constant Currency Entertainment Revenue
- Constant Currency Revenue
- Adjusted Gross Profit
- Adjusted SG&A
- Net Working Capital
- Adjusted EBITDA, excluding Melissa & Doug
- Toys Adjusted EBITDA, excluding Melissa & Doug
- Toy Gross Product Sales, excluding Melissa & Doug
- Adjusted EBITDA, excluding *PAW Patrol: The Mighty Movie* Revenue

Non-GAAP financial measures do not have any standardized meaning prescribed by IFRS and therefore may not be comparable to similar measures presented by other issuers.

Additionally, references are made in this MD&A to the following terms, each of which is a Non-GAAP financial ratio:

- Adjusted EBITDA Margin
- Melissa & Doug Adjusted EBITDA Margin
- Toys Adjusted EBITDA Margin
- Entertainment Adjusted EBITDA Margin
- Digital Games Adjusted EBITDA Margin
- Adjusted Operating Margin
- Toys Adjusted Operating Margin
- Entertainment Adjusted Operating Margin
- Digital Games Adjusted Operating Margin
- Adjusted Basic EPS
- Adjusted Diluted EPS
- Sales Allowances as a percentage of Toy Gross Product Sales
- Adjusted Gross Margin
- Adjusted SG&A as a percentage of Revenue
- Percentage change in Constant Currency Toy Gross Product Sales

- Percentage change in Constant Currency Toy - Other Revenue
- Percentage change in Constant Currency Toy Revenue
- Percentage change in Constant Currency Digital Games Revenue
- Percentage change in Constant Currency Revenue
- Percentage change in Constant Currency Entertainment Revenue
- Adjusted EBITDA Margin, excluding Melissa & Doug
- Toys Adjusted EBITDA Margin, excluding Melissa & Doug
- Adjusted EBITDA Margin, excluding *PAW Patrol: The Mighty Movie* Revenue

Non-GAAP financial ratios are ratios or percentages that are calculated using a Non-GAAP financial measure. Non-GAAP financial ratios do not have any standardized meaning prescribed by IFRS and therefore may not be comparable to similar measures presented by other issuers.

References are made in this MD&A to the following terms, each of which is a supplementary financial measure:

- Net Cost Synergies
- Run-rate Net Cost Synergies

Management believes the Non-GAAP financial measures, Non-GAAP financial ratios, and supplementary financial measures defined above are important supplemental measures of operating performance and highlight trends in the business. Management believes that these measures allow for assessment of the Company's operating performance and financial condition on a basis that is consistent and comparable between reporting periods. The Company believes that investors, lenders, securities analysts and other interested parties frequently use these Non-GAAP financial measures, Non-GAAP financial ratios, and Supplementary financial measures in the evaluation of issuers.

#### *Non-GAAP Financial Measures*

Adjusted EBITDA is calculated as Operating Income before interest income and interest expense and depreciation and amortization (EBITDA) excluding adjustments that do not necessarily reflect the Company's underlying financial performance. These adjustments include restructuring and other related costs, foreign exchange gains or losses, share based compensation expenses, acquisition related contingent consideration, impairment of intangible assets, impairment of goodwill, investment income (loss), net, acquisition related deferred incentive compensation, impairment of property, plant and equipment, legal settlement, transaction cost and gain on disposal of asset. Adjusted EBITDA is used by management as a measure of the Company's profitability. Refer to the "Reconciliation of Non-GAAP Financial Measures" section below for a reconciliation of this metric to Operating Income (Loss), the closest IFRS measure.

Melissa & Doug Adjusted EBITDA is calculated as Melissa & Doug Operating Income (Loss) before interest income and interest expense and depreciation and amortization (EBITDA) excluding adjustments that do not necessarily reflect the Company's underlying financial performance. These adjustments include restructuring and other related costs, foreign exchange gains or losses, share based compensation expenses, acquisition related contingent consideration, impairment of intangible assets, impairment of goodwill, investment income (loss), acquisition related deferred incentive compensation, impairment of property, plant and equipment, legal settlement, transaction cost and gain on disposal of asset. Melissa & Doug Adjusted EBITDA is used by management as a measure of the Company's profitability. Refer to the "Reconciliation of Non-GAAP Financial Measures" section below for a reconciliation of this metric to Melissa & Doug Operating Income (Loss), the closest IFRS measure.

Toys Adjusted EBITDA is calculated as Toy Operating Income (Loss) before interest income and interest expense and depreciation and amortization (EBITDA) excluding adjustments that do not necessarily reflect the Company's underlying financial performance. These adjustments include restructuring and other related costs, foreign exchange gains or losses, share based compensation expenses, acquisition related contingent consideration, impairment of intangible assets, impairment of goodwill, investment income (loss), acquisition related deferred incentive compensation, impairment of property, plant and equipment, legal settlement, transaction cost and gain on disposal of asset. Toys Adjusted EBITDA is used by management as a measure of

the Company's profitability. Refer to the "Reconciliation of Non-GAAP Financial Measures" section below for a reconciliation of this metric to Toys Operating Income (Loss), the closest IFRS measure.

Entertainment Adjusted EBITDA is calculated as Entertainment Operating Income (Loss) before interest income and interest expense and depreciation and amortization (EBITDA) excluding adjustments that do not necessarily reflect the Company's underlying financial performance. These adjustments include restructuring and other related costs, foreign exchange gains or losses, share based compensation expenses, acquisition related contingent consideration, impairment of intangible assets, impairment of goodwill, investment income (loss), acquisition related deferred incentive compensation, impairment of property, plant and equipment, legal settlement, transaction cost and gain on disposal of asset. Entertainment Adjusted EBITDA is used by management as a measure of the Company's profitability. Refer to the "Reconciliation of Non-GAAP Financial Measures" section below for a reconciliation of this metric to Digital Games Operating Income (Loss), the closest IFRS measure.

Digital Games Adjusted EBITDA is calculated as Digital Games Operating Income (Loss) before interest income and interest expense and depreciation and amortization (EBITDA) excluding adjustments that do not necessarily reflect the Company's underlying financial performance. These adjustments include restructuring and other related costs, foreign exchange gains or losses, share based compensation expenses, acquisition related contingent consideration, impairment of intangible assets, impairment of goodwill, investment income (loss), acquisition related deferred incentive compensation, impairment of property, plant and equipment, legal settlement, transaction cost and gain on disposal of asset. Digital Games Adjusted EBITDA is used by management as a measure of the Company's profitability. Refer to the "Reconciliation of Non-GAAP Financial Measures" section below for a reconciliation of this metric to Digital Games Operating Income (Loss), the closest IFRS measure.

Adjusted Operating Income (Loss) is calculated as Operating Income (Loss) excluding adjustments (as defined in Adjusted EBITDA). Adjusted Operating Income (Loss) is used by management as a measure of the Company's profitability. Refer to the "Reconciliation of Non-GAAP Financial Measures" section below for a reconciliation of this metric to Operating Income (Loss), the closest IFRS measure.

Toys Adjusted Operating Income (Loss) is calculated as Toys Operating Income (Loss) excluding adjustments (as defined in Adjusted EBITDA). Toys Adjusted Operating Income (Loss) is used by management as a measure of the Company's profitability. Refer to the "Reconciliation of Non-GAAP Financial Measures" section below for a reconciliation of this metric to Toys Operating Income (Loss), the closest IFRS measure.

Entertainment Adjusted Operating Income (Loss) is calculated as Entertainment Operating Income (Loss) excluding adjustments (as defined in Adjusted EBITDA). Entertainment Adjusted Operating Income (Loss) is used by management as a measure of the Company's profitability. Refer to the "Reconciliation of Non-GAAP Financial Measures" section below for a reconciliation of this metric to Entertainment Operating Income (Loss), the closest IFRS measure.

Digital Games Adjusted Operating Income (Loss) is calculated as Digital Games Operating Income (Loss) excluding adjustments (as defined in Adjusted EBITDA). Digital Games Adjusted Operating Income (Loss) is used by management as a measure of the Company's profitability. Refer to the "Reconciliation of Non-GAAP Financial Measures" section below for a reconciliation of this metric to Digital Games Operating Income (Loss), the closest IFRS measure.

Adjusted Net Income (Loss) is calculated as Net Income (Loss) excluding adjustments (as defined in Adjusted EBITDA), the corresponding impact these items have on income tax expense. Management uses Adjusted Net Income (Loss) to measure the underlying financial performance of the business on a consistent basis over time. Refer to the "Reconciliation of Non-GAAP Financial Measures" section below for a reconciliation of this metric to Operating Income (Loss), the closest IFRS measure.

Free Cash Flow is calculated as cash flows provided by/used in operating activities reduced by cash flows used in investing activities and adding back cash used for business acquisitions, advance paid for business

acquisitions, asset acquisitions, portfolio investments, minority interest investments, proceeds from sale of manufacturing operations and net of investment distribution income. Management uses the Free Cash Flow metric to analyze the cash flows being generated by the Company's business. Refer to the "Reconciliation of Non-GAAP Financial Measures" section for a reconciliation of this metric to Cash provided by operating activities, the closest IFRS measure.

Toy Gross Product Sales represent Toy Revenue, excluding the impact of Sales Allowances. As Sales Allowances are generally not associated with individual products, the Company uses Toy Gross Product Sales to provide meaningful comparisons across product categories and geographical results to highlight trends in Spin Master's business. For a reconciliation of Toy Gross Product Sales to Revenue, the closest IFRS measure, refer to the "Toy Revenue" section within the "Financial Performance" section for the three months and year ended December 31, 2024, and the "Reconciliation of Non-GAAP Financial Measures" section for the previous eight fiscal quarters.

Melissa & Doug Toy Gross Product Sales represent Toy Revenue contributed by Melissa & Doug, excluding the impact of Sales Allowances, to measure the underlying financial performance of the business on a consistent basis over time. For a reconciliation of Melissa & Doug Toy Gross Product Sales to Melissa & Doug Revenue, the closest IFRS measure, refer to "Reconciliation of Non-GAAP Financial Measures" section.

Toy Revenue, excluding Melissa & Doug represents Toy Revenue, excluding Melissa & Doug Toy Revenue, to measure the underlying financial performance of the business on a consistent basis over time. Refer to "Reconciliation of Non-GAAP Financial Measures" section below for a reconciliation of this metric to Toy Revenue, the closest IFRS measure.

Revenue, excluding Melissa & Doug is calculated as revenue excluding Melissa & Doug Revenue, to measure the underlying financial performance of the business on a consistent basis over time. Refer to "Reconciliation of Non-GAAP Financial Measures" section below for a reconciliation of this metric to Revenue, the closest IFRS measure.

Constant Currency Toy Gross Product Sales, Constant Currency Sales Allowances, Constant Currency Toy - Other Revenue, Constant Currency Toy Revenue, Constant Currency Entertainment Revenue, Constant Currency Digital Games Revenue, and Constant Currency Revenue represent Toy Gross Product Sales, Sales Allowance, Toy - Other Revenue, Toy Revenue, Entertainment Revenue, Digital Games Revenue, and Revenue presented excluding the impact from changes in foreign currency exchange rates, respectively. The current period and prior period results for entities reporting in currencies other than the US\$ are translated using consistent exchange rates, rather than using the actual exchange rate in effect during the respective periods. The difference between the current period and prior period results using the consistent exchange rates reflects the changes in the underlying performance results, excluding the impact from fluctuations in foreign currency exchange rates. Management uses Constant Currency Toy Gross Product Sales, Constant Currency Sales Allowances, Constant Currency Toy - Other Revenue, Constant Currency Toy Revenue, Constant Currency Entertainment Revenue, Constant Currency Digital Games Revenue, and Constant Currency Revenue to measure the underlying financial performance of the business on a consistent basis over time. Refer to the "Reconciliation of Non-GAAP Financial Measures" section for a reconciliation of these metrics to Revenue, the closest IFRS measure.

Adjusted Gross Profit is calculated as Gross Profit adjusted for fair value adjustment for inventories acquired. Refer to the Adjusted Gross Profit table for the three months and year ended December 31, 2024 as compared to the same period in 2023 in this MD&A. Management uses Adjusted Gross Profit to measure the underlying financial performance of the business on a consistent basis over time. Refer to the "Gross Profit" section within the "Financial Performance" section for a reconciliation of these metrics to Gross Profit, the closest IFRS measure.

Adjusted SG&A is calculated as selling, general and administrative expenses adjusted for restructuring and other related costs, share based compensation expenses, transaction and integration costs and bad debt recovery. Refer to the Adjusted SG&A table for the three months and year ended December 31, 2024 as

compared to the same period in 2023 in this MD&A. Management uses Adjusted SG&A to measure the underlying financial performance of the business on a consistent basis over time. Refer to the "Selling, General & Administrative Expenses" section within the "Financial Performance" section for a reconciliation of these metrics to selling, general & administrative expenses, the closest IFRS measure.

Net Working Capital is calculated as the difference between total current assets and total current liabilities. Refer to the Net Working Capital table for the year ended December 31, 2024 as compared to the same period in 2023 in this MD&A. Management uses Net Working Capital to measure the underlying financial performance of the business on a consistent basis over time. Refer to the "Cash Flow" section for a composition of this metric to total current assets and total current liabilities, the closest IFRS measures.

Adjusted EBITDA, excluding Melissa & Doug is calculated as Adjusted EBITDA excluding Melissa & Doug Adjusted EBITDA. Adjusted EBITDA, excluding Melissa & Doug is used by management as a measure of the Company's profitability on a consistent basis over time. Refer to the "Reconciliation of Non-GAAP Financial Measures" section below for a reconciliation of this metric to Operating Income (Loss), the closest IFRS measure.

Toys Adjusted EBITDA, excluding Melissa & Doug is calculated as Toys Adjusted EBITDA excluding Melissa & Doug Adjusted EBITDA. Toys Adjusted EBITDA, excluding Melissa & Doug is used by management as a measure of the Company's profitability on a consistent basis over time. Refer to the "Reconciliation of Non-GAAP Financial Measures" section below for a reconciliation of this metric to Toys Operating Income (Loss), the closest IFRS measure.

Toy Gross Product Sales, excluding Melissa & Doug represent Toy Revenue, excluding Melissa & Doug Toy Gross Product Sales and the impact of Sales Allowances, to measure the underlying financial performance of the business on a consistent basis.

Adjusted EBITDA, excluding *PAW Patrol: The Mighty Movie* Revenue is calculated as Adjusted EBITDA excluding revenue from the initial delivery of *PAW Patrol: The Mighty Movie*. Adjusted EBITDA, excluding *PAW Patrol: The Mighty Movie* Revenue is used by management as a measure of the Company's profitability on a consistent basis over time. Refer to the "Reconciliation of Non-GAAP Financial Measures" section below for a reconciliation of this metric to Net Income, the closest IFRS measure.

#### *Non-GAAP Financial Ratios*

Adjusted EBITDA Margin is calculated as Adjusted EBITDA divided by Revenue. Management uses Adjusted EBITDA Margin to evaluate the Company's performance compared to internal targets and to benchmark its performance against key competitors.

Melissa & Doug Adjusted EBITDA Margin is calculated as Melissa & Doug Adjusted EBITDA divided by Melissa & Doug Revenue. Management uses Melissa & Doug Adjusted EBITDA Margin to evaluate the Company's performance compared to internal targets and to benchmark its performance against key competitors.

Toys Adjusted EBITDA Margin is calculated as Toys Adjusted EBITDA divided by Toy Revenue. Management uses Toys Adjusted EBITDA Margin to evaluate the Company's performance compared to internal targets and to benchmark its performance against key competitors.

Entertainment Adjusted EBITDA Margin is calculated as Entertainment Adjusted EBITDA divided by Entertainment Revenue. Management uses Entertainment Adjusted EBITDA Margin to evaluate the Company's performance compared to internal targets and to benchmark its performance against key competitors.

Digital Games Adjusted EBITDA Margin is calculated as Digital Games Adjusted EBITDA divided by Digital Games Revenue. Management uses Digital Games Adjusted EBITDA Margin to evaluate the Company's performance compared to internal targets and to benchmark its performance against key competitors.



Adjusted Operating Margin is calculated as Adjusted Operating Income (Loss) divided by Revenue. Management uses Adjusted Operating Margin to evaluate the Company's performance compared to internal targets and to benchmark its performance against key competitors.

Toys Adjusted Operating Margin is calculated as Toys Adjusted Operating Income (Loss) divided by Toy Revenue. Management uses Toys Adjusted Operating Margin to evaluate the Company's performance compared to internal targets and to benchmark its performance against key competitors.

Entertainment Adjusted Operating Margin is calculated as Entertainment Adjusted Operating Income (Loss) divided by Toy Revenue. Management uses Entertainment Adjusted Operating Margin to evaluate the Company's performance compared to internal targets and to benchmark its performance against key competitors.

Digital Games Adjusted Operating Margin is calculated as Digital Games Adjusted Operating Income (Loss) divided by Digital Games Revenue. Management uses Digital Games Adjusted Operating Margin to evaluate the Company's performance compared to internal targets and to benchmark its performance against key competitors.

Adjusted Basic EPS is calculated by dividing Adjusted Net Income (Loss) by the weighted average number of shares outstanding during the period. Adjusted Diluted EPS is calculated by dividing Adjusted Net Income (Loss) by the weighted average number of shares outstanding, assuming the conversion of all dilutive securities were exercised during the period. Management uses Adjusted Basic EPS and Adjusted Diluted EPS to measure the underlying financial performance of the business on a consistent basis over time.

Sales Allowances as a percentage of Toy Gross Product Sales is calculated by dividing Sales Allowances by Toy Gross Product Sales. Management uses Sales Allowances as a percentage of Toy Gross Product Sales to identify and compare the cost of doing business with individual retailers, different geographic markets and amongst various distribution channels.

Adjusted Gross Margin is calculated by dividing Adjusted Gross Profit by Revenue. Management uses Adjusted Gross Margin to measure the underlying financial performance of the business on a consistent basis over time.

Adjusted SG&A as a percentage of Revenue is calculated by dividing Adjusted SG&A by Revenue. Management uses Adjusted SG&A as a percentage of Revenue to measure the underlying financial performance of the business on a consistent basis over time.

Percentage change in Constant Currency Toy Gross Product Sales is calculated by dividing the change in Toy Gross Product Sales excluding the impact from changes in foreign currency exchange rates by the Toy Gross Product Sales of the comparative period. Management uses Percentage change in Constant Currency Toy Gross Product Sales to measure the underlying financial performance of the business on a consistent basis over time excluding the impact from changes in foreign currency exchange rates.

Percentage change in Constant Currency Sales Allowances is calculated by dividing the change in Sales Allowances excluding the impact from changes in foreign currency exchange rates by the Sales Allowances of the comparative period. Management uses Percentage change in Constant Currency Sales Allowances to measure the underlying financial performance of the business on a consistent basis over time excluding the impact from changes in foreign currency exchange rates.

Percentage change in Constant Currency Toy - Other Revenue is calculated by dividing the change in Toy - Other Revenue excluding the impact from changes in foreign currency exchange rates by the Toy - Other Revenue of the comparative period. Management uses Percentage change in Constant Currency Toy - Other Revenue to measure the underlying financial performance of the business on a consistent basis over time excluding the impact from changes in foreign currency exchange rates.

Percentage change in Constant Currency Toy Revenue is calculated by dividing the change in Toy Revenue excluding the impact from changes in foreign currency exchange rates by the Toy Revenue of the comparative period. Management uses Percentage change in Constant Currency Toy Revenue to measure the underlying financial performance of the business on a consistent basis over time excluding the impact from changes in foreign currency exchange rates.

Percentage change in Constant Currency Entertainment Revenue is calculated by dividing the change in Entertainment Revenue excluding the impact from changes in foreign currency exchange rates by the Entertainment Revenue of the comparative period. Management uses Percentage change in Constant Currency Entertainment Revenue to measure the underlying financial performance of the business on a consistent basis over time excluding the impact from changes in foreign currency exchange rates.

Percentage change in Constant Currency Digital Games Revenue is calculated by dividing the change in Digital Games Revenue excluding the impact from changes in foreign currency exchange rates by the Digital Games Revenue of the comparative period. Management uses Percentage change in Constant Currency Digital Games Revenue to measure the underlying financial performance of the business on a consistent basis over time excluding the impact from changes in foreign currency exchange rates.

Percentage change in Constant Currency Revenue is calculated by dividing the change in Revenue excluding the impact from changes in foreign currency exchange rates by the Revenue of the comparative period. Management uses Percentage change in Constant Currency Revenue to measure the underlying financial performance of the business on a consistent basis over time excluding the impact from changes in foreign currency exchange rates.

Adjusted EBITDA Margin, excluding Melissa & Doug is calculated as Adjusted EBITDA, excluding Melissa & Doug divided by Revenue, excluding Melissa & Doug. Management uses Adjusted EBITDA Margin, excluding Melissa & Doug to evaluate the Company's performance compared to internal targets and to benchmark its performance against key competitors.

Toys Adjusted EBITDA Margin, excluding Melissa & Doug is calculated as Toys Adjusted EBITDA, excluding Melissa & Doug divided by Toy Revenue, excluding Melissa & Doug. Management uses Toys Adjusted EBITDA Margin, excluding Melissa & Doug to evaluate the Company's performance compared to internal targets and to benchmark its performance against key competitor.

Adjusted EBITDA Margin, excluding *PAW Patrol: The Mighty Movie* Revenue is calculated as Adjusted EBITDA excluding *PAW Patrol: The Mighty Movie* Revenue divided by Revenue, excluding *PAW Patrol: The Mighty Movie* Revenue. Management uses Adjusted EBITDA Margin excluding *PAW Patrol: The Mighty Movie* Revenue to evaluate the Company's performance compared to internal targets and to benchmark its performance against key competitors on a consistent basis over time.

#### *Supplementary Financial Measures*

Net Cost Synergies represent cost savings, net of costs to achieve, attributable to the integration of Melissa & Doug.

Run-rate Net Cost Synergies represent the expected ongoing cost savings, net of costs to achieve, attributable to the integration of Melissa & Doug.

## Reconciliation of Non-GAAP Financial Measures

The following table presents a reconciliation of Operating Income to Adjusted Operating Income, Adjusted EBITDA, Adjusted EBITDA, excluding *PAW Patrol: The Movie* Revenue and Adjusted Net Income for the years ended December 31, 2024, 2023 and 2022:

(in US\$ millions)	Year Ended Dec 31,		
	2024	2023	2022
Net Income	81.9	151.4	261.3
Income tax expense	37.1	49.8	79.1
Interest expense (income)	46.5	(12.3)	2.9
Depreciation and amortization expenses	136.8	130.1	68.2
<b>EBITDA</b>	<b>302.3</b>	<b>319.0</b>	<b>411.5</b>
<b>Operating Income</b>	<b>165.5</b>	<b>188.9</b>	<b>343.3</b>
<b>Adjustments:</b>			
Fair value adjustment for inventories acquired <sup>1</sup>	66.3	—	—
Transaction and integration costs <sup>2</sup>	31.9	11.1	1.0
Share based compensation <sup>3</sup>	29.2	20.1	17.6
Impairment of goodwill <sup>4</sup>	12.9	26.7	—
Restructuring and other related costs <sup>5</sup>	10.1	18.1	4.9
Amortization of intangible assets acquired <sup>6</sup>	7.0	—	—
Impairment of intangible assets <sup>7</sup>	7.3	8.2	1.1
Acquisition related deferred incentive compensation <sup>8</sup>	2.4	7.6	10.3
Investment loss (income), net <sup>9</sup>	0.9	(0.2)	0.4
Acquisition related contingent consideration <sup>10</sup>	0.9	(6.8)	2.6
Impairment of property, plant and equipment <sup>11</sup>	0.5	0.9	1.9
Legal settlement expense (recovery)	0.4	(0.6)	(0.5)
Foreign exchange (gain) loss <sup>12</sup>	(1.5)	14.7	(61.4)
<b>Adjusted Operating Income</b>	<b>333.8</b>	<b>288.7</b>	<b>321.2</b>
Depreciation and amortization	129.8	130.1	68.2
<b>Adjusted EBITDA</b>	<b>463.6</b>	<b>418.8</b>	<b>389.4</b>
Revenue related to <i>PAW Patrol: The Mighty Movie</i>	—	(15.6)	—
<b>Adjusted EBITDA, excluding <i>PAW Patrol: The Mighty Movie</i> Revenue</b>	<b>463.6</b>	<b>403.2</b>	<b>389.4</b>
Revenue related to <i>PAW Patrol: The Mighty Movie</i>	—	15.6	—
Income tax expense	(37.1)	(49.8)	(79.1)
Interest income (expense)	(46.5)	12.3	(2.9)
Depreciation and amortization	(129.8)	(130.1)	(68.2)
One-time income tax expense (recovery) <sup>13</sup>	8.1	(0.9)	—
Tax effect of adjustments <sup>14</sup>	(41.1)	(25.1)	5.1
<b>Adjusted Net Income</b>	<b>217.2</b>	<b>225.2</b>	<b>244.3</b>

<sup>1</sup> Relates to fair value adjustment to Melissa & Doug inventory recorded as part of the acquisition on January 2, 2024. See Note 12 of the Consolidated financial statements.

<sup>2</sup> Transaction and integration costs incurred relating to acquisitions, including \$9.1 million (2023 - \$10.1 million) of transaction costs for the acquisition of Melissa & Doug. See Note 27 of the Consolidated financial statements.

<sup>3</sup> Related to non-cash expenses associated with the Company's share option expense and long-term incentive plan. See Note 21 of the Consolidated financial statements.

<sup>4</sup> Impairment of goodwill associated with the Outdoor CGU and Digital Games CGU. See Note 16 of the Consolidated financial statements.

<sup>5</sup> Restructuring and other related costs in the current year relates to changes in personnel. Prior year's amounts relate to reduction of the Company's global workforce. See Note 7 of the Consolidated financial statements

<sup>6</sup> Relates to the amortization of intangible assets acquired with Melissa & Doug. See Note 15 and Note 27 of the Consolidated financial statements.

<sup>7</sup> Impairment of intangible assets related to Digital game and app development projects and Entertainment content development projects. See Note 15 of the Consolidated financial statements

<sup>8</sup> Deferred incentive compensation associated with acquisitions. See Note 5 of the Consolidated financial statements.

<sup>9</sup> Investment loss (income), net includes unrealized and realized (gain)/loss on portfolio investments and minority interest investments and share of (income)/loss from an investment in associate. See Note 5 of the Consolidated financial statements.

<sup>10</sup> (Recovery) expense for acquisition related contingent consideration. See Note 5 of the Consolidated financial statements.

<sup>11</sup> Impairment of property plant and equipment related to tooling. See Note 14 of the Consolidated financial statements.

<sup>12</sup> Includes foreign exchange losses (gains) generated by the translation and settlement of monetary assets/liabilities denominated in a currency other than the functional currency of the applicable entity and losses (gains) related to the Company's hedging programs. See Note 8 of the Consolidated financial statements.

<sup>13</sup> Adjustment for one-time income tax expense in 2024.

<sup>14</sup> Tax effect of adjustments (Footnotes 1-12). Adjustments are tax effected at the effective tax rate of the given period.

The following table provides reconciliations of Operating Income (Loss) to Adjusted Operating Income (Loss), Adjusted EBITDA, Adjusted EBITDA excluding *PAW Patrol: The Mighty Movie* Revenue, and Adjusted Net Income (Loss) for the previous eight fiscal quarters:

(in US\$ millions)	Q4 2024	Q3 2024	Q2 2024	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023
<b>Operating Income (Loss)</b>	<b>47.1</b>	<b>203.2</b>	<b>(23.0)</b>	<b>(61.8)</b>	<b>(36.6)</b>	<b>197.2</b>	<b>34.4</b>	<b>(6.1)</b>
<b>Adjusting items:</b>								
Impairment of goodwill <sup>1</sup>	12.9	—	—	—	25.7	—	—	1.0
Share based compensation <sup>2</sup>	7.6	9.3	6.2	6.1	4.8	5.1	4.8	5.4
Transaction and integration costs <sup>3</sup>	5.0	3.9	6.3	16.7	3.8	5.2	1.5	0.6
Impairment of intangible assets <sup>4</sup>	5.5	—	1.8	—	5.8	0.2	1.0	1.2
Amortization of intangible assets acquired <sup>5</sup>	1.7	1.8	1.8	1.7	—	—	—	—
Restructuring and other related costs <sup>6</sup>	3.9	2.7	0.5	3.0	3.8	0.8	9.7	3.8
Acquisition related contingent consideration <sup>7</sup>	2.6	0.4	(0.5)	(1.6)	(4.7)	—	(2.1)	—
Legal settlement expense (recovery)	0.6	0.4	—	(0.6)	(0.1)	(0.7)	—	0.2
Impairment of property, plant and equipment <sup>8</sup>	0.1	0.1	—	0.3	0.7	—	—	0.2
Investment loss (income), net <sup>9</sup>	0.1	0.4	0.4	—	0.2	(0.2)	(0.2)	—
Fair value adjustment for inventories acquired <sup>10</sup>	—	21.5	24.2	20.6	—	—	—	—
Acquisition related deferred incentive compensation <sup>11</sup>	(1.1)	0.9	1.1	1.5	1.6	1.8	2.1	2.1
Foreign exchange (gain) loss <sup>12</sup>	(4.7)	(1.2)	4.8	(0.4)	18.2	(19.2)	11.4	4.3
<b>Adjusted Operating Income (Loss)</b>	<b>81.3</b>	<b>243.4</b>	<b>23.6</b>	<b>(14.5)</b>	<b>23.2</b>	<b>190.2</b>	<b>62.6</b>	<b>12.7</b>
Depreciation and amortization <sup>13</sup>	32.6	34.1	31.8	34.8	41.7	44.7	25.8	17.9
<b>Adjusted EBITDA</b>	<b>113.9</b>	<b>277.5</b>	<b>53.6</b>	<b>18.6</b>	<b>64.9</b>	<b>234.9</b>	<b>88.4</b>	<b>30.6</b>
Revenue related to <i>PAW Patrol: The Mighty Movie</i> <sup>14</sup>	—	—	—	—	—	(15.6)	—	—
<b>Adjusted EBITDA, excluding <i>PAW Patrol: The Mighty Movie</i> Revenue</b>	<b>113.9</b>	<b>277.5</b>	<b>53.6</b>	<b>18.6</b>	<b>64.9</b>	<b>219.3</b>	<b>88.4</b>	<b>30.6</b>
Revenue related to <i>PAW Patrol: The Movie</i>	—	—	—	—	—	15.6	—	—
Income tax (expense) recovery	(15.5)	(49.7)	9.6	18.5	3.4	(44.2)	(9.6)	0.6
Interest (expense) income	(10.5)	(13.4)	(11.1)	(11.5)	3.1	2.4	3.2	3.6
Depreciation and amortization	(32.6)	(34.1)	(30.0)	(33.1)	(41.7)	(44.7)	(25.8)	(17.9)
One-time income tax expense (recovery) <sup>15</sup>	8.1	—	—	—	5.7	(6.6)	—	—
Tax effect of normalization adjustments <sup>16</sup>	(6.0)	(10.6)	(12.5)	(12.0)	(14.9)	1.8	(7.4)	(4.6)
<b>Adjusted Net Income (Loss)</b>	<b>57.4</b>	<b>169.7</b>	<b>9.6</b>	<b>(19.5)</b>	<b>20.5</b>	<b>143.6</b>	<b>48.8</b>	<b>12.3</b>

<sup>1</sup> Impairment of goodwill associated with the Outdoor CGU and Digital Games CGU.

<sup>2</sup> Related to non-cash expenses associated with the Company's share option expense and long-term incentive plan.

<sup>3</sup> Transaction and integration costs incurred relating to acquisitions, including \$9.1 million of transaction costs for the acquisition of Melissa & Doug in 2024 (Q1 2024 - \$9.5 million, Q2 2024 - \$0.5M, Q3 2024 - \$(1.0) million, Q4 2024 - \$0.1 million).

<sup>4</sup> Impairment of intangible assets related to Digital game and app development projects.

<sup>5</sup> Relates to the amortization of intangible assets acquired with Melissa & Doug.

<sup>6</sup> Restructuring expense in the current and prior period relates to the reduction in the Company's global workforce..

<sup>7</sup> Expense associated with contingent consideration for acquisitions.

<sup>8</sup> Impairment of property plant and equipment related to tooling.

<sup>9</sup> Investment loss (income), net includes unrealized and realized (gain)/loss on portfolio investments and minority interest investments and share of (income)/loss from an investment in associate.

<sup>10</sup> Relates to the fair value adjustment of Melissa & Doug's inventory sold recorded as part of the acquisition on January 2, 2024.

<sup>11</sup> Deferred incentive compensation associated with acquisitions.

<sup>12</sup> Includes foreign exchange losses (gains) generated by the translation of monetary assets/liabilities denominated in a currency other than the functional currency of the applicable entity and losses (gains) related to the Company's hedging programs.

<sup>13</sup> Depreciation and amortization for the calculation of Adjusted EBITDA excludes \$1.7 million of amortization of intangible assets acquired with Melissa & Doug.

<sup>14</sup> Revenue related to the initial delivery of *PAW Patrol: The Mighty Movie* recognized in Q3 2023 within Entertainment Revenue.

<sup>15</sup> Adjustment for one-time income tax expense in Q4 2024.

<sup>16</sup> Tax effect of adjustments (Footnotes 1-12). Adjustments are tax effected at the effective tax rate of the given period.

The following table provides reconciliations of Operating Income (Loss) to Adjusted Operating (Loss) Income, and Adjusted EBITDA for the Company's reportable segments for the previous eight fiscal quarters:

### Toys Segment

(US\$ millions)	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
	2024	2024	2024	2024	2023	2023	2023	2023
<b>Revenue</b>	561.7	810.9	340.9	226.4	406.8	601.5	346.3	186.3
<b>Operating Income (Loss)</b>	<b>31.7</b>	<b>183.5</b>	<b>(34.9)</b>	<b>(90.8)</b>	<b>(30.0)</b>	<b>149.0</b>	<b>23.8</b>	<b>(41.8)</b>
<b>Adjusting items:</b>								
Fair value adjustment for inventories acquired	—	21.5	24.2	20.6	—	—	—	—
Share based compensation	5.1	6.6	5.5	4.2	3.2	3.7	3.8	3.4
Restructuring and other related costs (recovery)	1.7	2.0	0.5	2.4	3.3	0.6	9.3	3.1
Transaction and integration costs	2.6	2.7	4.3	6.2	—	—	—	—
Amortization of intangible assets acquired	1.7	1.8	1.8	1.7	—	—	—	—
Acquisition related contingent consideration	0.4	0.4	(0.5)	(1.6)	(3.5)	—	(2.1)	—
Acquisition related deferred incentive compensation	0.2	0.4	0.4	0.8	0.6	0.7	0.7	0.7
Impairment of property, plant and equipment	0.1	0.1	—	0.3	0.7	—	—	0.2
Impairment of goodwill	10.0	—	—	—	25.7	—	—	1.0
Impairment of intangible assets	—	—	—	—	5.4	—	—	—
<b>Adjusted Operating Income (Loss)</b>	<b>53.5</b>	<b>219.0</b>	<b>1.3</b>	<b>(56.2)</b>	<b>5.4</b>	<b>154.0</b>	<b>35.5</b>	<b>(33.4)</b>
<b>Adjusted Operating Margin</b>	<b>9.5%</b>	<b>27.0%</b>	<b>0.4%</b>	<b>(24.8)%</b>	<b>1.3%</b>	<b>25.6%</b>	<b>10.3%</b>	<b>(17.9)%</b>
Depreciation and amortization	22.7	23.2	19.6	23.7	13.9	12.8	12.2	12.0
<b>Adjusted EBITDA</b>	<b>76.2</b>	<b>242.2</b>	<b>20.9</b>	<b>(32.5)</b>	<b>19.3</b>	<b>166.8</b>	<b>47.7</b>	<b>(21.4)</b>
<b>Adjusted EBITDA Margin</b>	<b>13.6%</b>	<b>29.9%</b>	<b>6.1%</b>	<b>(14.4)%</b>	<b>4.7%</b>	<b>(6.2)%</b>	<b>13.8%</b>	<b>(11.5)%</b>

### Entertainment Segment

(US\$ millions)	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
	2024	2024	2024	2024	2023	2023	2023	2023
<b>Revenue</b>	41.3	37.1	36.4	43.8	55.2	63.4	33.9	37.6
<b>Operating Income</b>	<b>19.7</b>	<b>19.9</b>	<b>17.8</b>	<b>28.6</b>	<b>9.7</b>	<b>23.3</b>	<b>15.7</b>	<b>29.3</b>
<b>Adjusting items:</b>								
Share based compensation	0.5	0.5	0.4	0.4	0.3	0.4	0.4	0.3
Legal settlement expense	—	0.4	—	—	—	—	—	—
Restructuring and other related costs	0.1	0.1	—	0.1	0.1	0.1	—	0.1
Impairment of intangible assets	—	—	1.8	—	0.4	0.2	0.2	0.2
<b>Adjusted Operating Income</b>	<b>20.3</b>	<b>20.9</b>	<b>20.0</b>	<b>29.1</b>	<b>10.5</b>	<b>24.0</b>	<b>16.3</b>	<b>29.9</b>
<b>Adjusted Operating Margin</b>	<b>49.2%</b>	<b>56.3%</b>	<b>54.9%</b>	<b>66.4%</b>	<b>19.0%</b>	<b>37.9%</b>	<b>48.1%</b>	<b>79.5%</b>
Depreciation and amortization	6.0	9.1	8.4	7.3	25.6	29.8	11.7	3.7
<b>Adjusted EBITDA</b>	<b>26.3</b>	<b>30.0</b>	<b>28.4</b>	<b>36.4</b>	<b>36.1</b>	<b>53.8</b>	<b>28.0</b>	<b>33.6</b>
<b>Adjusted EBITDA Margin</b>	<b>63.7%</b>	<b>80.9%</b>	<b>78.0%</b>	<b>83.1%</b>	<b>65.4%</b>	<b>84.9%</b>	<b>82.6%</b>	<b>89.4%</b>

## Digital Games Segment

(US\$ millions)	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
	2024	2024	2024	2024	2023	2023	2023	2023
Revenue	46.1	37.7	34.7	46.0	40.6	45.3	40.5	47.5
Operating Income	(0.5)	5.1	4.3	13.2	9.7	13.6	9.6	16.2
Adjusting items:								
Share based compensation	0.6	1.1	0.9	0.8	0.7	0.7	0.9	0.6
Acquisition related deferred incentive compensation	(1.3)	0.5	0.7	0.7	1.0	1.1	1.4	1.4
Restructuring and other related costs	2.1	0.6	—	0.5	0.4	0.1	0.4	0.6
Acquisition related contingent consideration	2.2	—	—	—	(1.0)	—	—	—
Impairment of goodwill	2.9	—	—	—	—	—	—	—
Impairment of intangible assets	5.5	—	—	—	—	—	0.5	0.2
Adjusted Operating Income	11.5	7.3	5.9	15.2	10.8	15.5	12.8	19.0
Adjusted Operating Margin	24.9%	19.4%	17.0%	33.0%	26.6%	34.2%	31.6%	40.0%
Depreciation and amortization	3.9	1.8	2.0	2.1	2.2	2.1	1.9	2.0
Adjusted EBITDA	15.4	9.1	7.9	17.3	13.0	17.6	14.7	21.0
Adjusted EBITDA Margin	33.4%	24.1%	22.8%	37.6%	32.0%	38.9%	36.3%	44.2%

The following table provides reconciliations from Cash provided by operating activities and Cash used in investing activities to Free Cash Flow for the years ended December 31, 2024, 2023 and 2022:

(US\$ millions)	Year Ended Dec 31,		
	2024	2023	2022
Cash provided by operating activities	328.0	227.0	249.3
Cash used in investing activities	(1,068.5)	(135.3)	(109.2)
Add:			
Business acquisitions, net of cash acquired <sup>1</sup>	952.9	26.5	10.6
Minority interest investments <sup>2</sup>	—	2.5	7.5
Investment in associate <sup>2</sup>	2.0	—	—
Portfolio investments <sup>3</sup>	1.1	—	—
Advance paid for business acquisitions <sup>4</sup>	—	—	1.0
Investment in trademark license agreement	—	3.3	—
Proceeds from sale of investments <sup>5</sup>	—	(0.8)	(9.2)
Investment distribution income <sup>6</sup>	—	(0.3)	(0.1)
Free Cash Flow	215.5	122.9	149.9

<sup>1</sup> Cash paid relating to acquisitions of Melissa & Doug in Q1 2024. (2023 - 4D Brands and HEXBUG, both in Q1 2023).

<sup>2</sup> Cash paid in relation to minority interest investments.

<sup>3</sup> Cash paid to fund capital calls relating to portfolio investments.

<sup>4</sup> Cash advance paid in 2022 relating to the acquisitions of 4D Brands International Inc., and Innovation First, Inc.

<sup>5</sup> Cash received for the sale of manufacturing assets in Calais, France in Q4 2023 (Tarboro, North Carolina in Q1 2022).

<sup>6</sup> Distribution income earned relating to portfolio investments.

The following table provides reconciliations from Cash provided by (used in) operating activities and Cash used in investing activities to Free Cash Flow for the previous eight fiscal quarters:

(in US\$ millions)	Q4 2024	Q3 2024	Q2 2024	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023
Cash provided by (used in) operating activities	203.4	74.9	16.3	24.3	67.9	144.3	19.1	(4.3)
Cash used in investing activities	(30.5)	(30.2)	(27.4)	(980.4)	(23.3)	(25.1)	(30.3)	(56.6)
<b>Add (Deduct):</b>								
Business acquisitions, net of cash acquired <sup>1</sup>	—	—	(2.6)	955.5	—	—	—	26.5
Investment in associate <sup>2</sup>	1.0	—	1.0	—	—	—	—	—
Asset acquisition <sup>3</sup>	—	—	—	—	—	—	3.3	—
Portfolio investments <sup>4</sup>	1.1	—	—	—	—	—	—	—
Investment distribution income <sup>5</sup>	—	—	—	—	—	(0.3)	—	—
Minority interest investments <sup>6</sup>	—	—	—	—	0.5	—	2.0	—
Proceeds from sale of manufacturing operations <sup>7</sup>	—	—	—	—	(0.8)	—	—	—
<b>Free Cash Flow</b>	<b>175.0</b>	<b>44.7</b>	<b>(3.6)</b>	<b>(0.6)</b>	<b>44.3</b>	<b>118.9</b>	<b>(5.9)</b>	<b>(34.4)</b>

<sup>1</sup> Cash paid relating to acquisitions of Melissa & Doug in Q1 2024. (2023 - 4D Brands and HEXBUG, both in Q1 2023).

<sup>2</sup> Cash paid to acquire additional interest in a Canadian children's education technology company.

<sup>3</sup> Cash paid for the assets acquired from a games and puzzles company in 2023.

<sup>4</sup> Cash paid to fund capital calls relating to portfolio investments.

<sup>5</sup> Distribution income earned relating to portfolio investments.

<sup>6</sup> Cash paid in relation to minority interest investments.

<sup>7</sup> Cash received for the sale of manufacturing assets in Calais, France in Q4 2023.

The following table provides reconciliations of Toy Gross Product Sales to Revenue for the previous eight fiscal quarters:

(in US\$ millions)	Q4 2024	Q3 2024	Q2 2024	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023
Toy Gross Product Sales	660.0	922.7	384.7	264.1	502.3	678.6	390.0	216.3
Sales Allowances	(102.5)	(112.7)	(45.7)	(38.2)	(95.5)	(77.1)	(43.7)	(30.0)
<b>Toy Net Sales</b>	<b>557.5</b>	<b>810.0</b>	<b>339.0</b>	<b>225.9</b>	<b>406.8</b>	<b>601.5</b>	<b>346.3</b>	<b>186.3</b>
Toy - Other Revenue	4.2	0.9	2.4	0.5	—	—	—	—
<b>Toy Revenue</b>	<b>561.7</b>	<b>810.9</b>	<b>341.4</b>	<b>226.4</b>	<b>406.8</b>	<b>601.5</b>	<b>346.3</b>	<b>186.3</b>
<b>Entertainment Revenue</b>	<b>41.3</b>	<b>37.1</b>	<b>36.4</b>	<b>43.8</b>	<b>55.2</b>	<b>63.4</b>	<b>33.9</b>	<b>37.6</b>
<b>Digital Games Revenue</b>	<b>46.1</b>	<b>37.7</b>	<b>34.7</b>	<b>46.0</b>	<b>40.6</b>	<b>45.3</b>	<b>40.5</b>	<b>47.5</b>
<b>Revenue</b>	<b>649.1</b>	<b>885.7</b>	<b>412</b>	<b>316.2</b>	<b>502.6</b>	<b>710.2</b>	<b>420.7</b>	<b>271.4</b>

The following table presents a reconciliation of Revenue to Revenue, excluding Melissa & Doug for the previous eight fiscal quarters:

(in US\$ millions)	Q4 2024	Q3 2024	Q2 2024	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023
Revenue	649.1	885.7	412.0	316.2	502.6	710.2	420.7	271.4
Melissa & Doug Revenue	136.0	155.0	43.3	40.4	—	—	—	—
<b>Revenue, excluding Melissa &amp; Doug</b>	<b>513.1</b>	<b>730.7</b>	<b>368.7</b>	<b>275.8</b>	<b>502.6</b>	<b>710.2</b>	<b>420.7</b>	<b>271.4</b>

The following table presents a reconciliation of Revenue to Revenue, excluding *PAW Patrol: The Mighty Movie* Revenue for the previous eight fiscal quarters:

(in US\$ millions)	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
	2024	2024	2024	2024	2023	2023	2023	2023
Revenue	649.1	885.7	412.0	316.2	502.6	710.2	420.7	271.4
Revenue related to <i>PAW Patrol: The Mighty Movie</i>	—	—	—	—	—	(15.6)	—	—
<b>Revenue, excluding <i>PAW Patrol: The Mighty Movie</i> Revenue</b>	<b>649.1</b>	<b>885.7</b>	<b>412.0</b>	<b>316.2</b>	<b>502.6</b>	<b>694.6</b>	<b>420.7</b>	<b>271.4</b>



The following tables present reconciliations of Revenue to Constant Currency Toy Gross Product Sales, Revenue to Constant Currency Entertainment Revenue and Revenue to Constant Currency Digital Games Revenue for the three months and year ended December 31, 2024 and 2023:

(US\$ millions)	Q4 2024	Q4 2023	Year Ended Dec 31,	
			2024	2023
Constant Currency Toy Gross Product Sales	662.1	490.7	2,233.0	1,763.1
Impact of foreign exchange	(2.1)	11.6	(1.5)	24.1
<b>Toy Gross Product Sales</b>	<b>660.0</b>	<b>502.3</b>	<b>2,231.5</b>	<b>1,787.2</b>
Constant Currency Sales Allowances	(102.4)	(92.6)	(298.8)	(240.2)
Impact of foreign exchange	(0.1)	(2.9)	(0.3)	(6.1)
Sales Allowances	(102.5)	(95.5)	(299.1)	(246.3)
<b>Toy Net Sales</b>	<b>557.5</b>	<b>406.8</b>	<b>1,932.4</b>	<b>1,540.9</b>
Constant Currency Toy - Other Revenue	4.2	—	7.5	—
Impact of foreign exchange	—	—	—	—
<b>Toy - Other Revenue</b>	<b>4.2</b>	<b>—</b>	<b>7.5</b>	<b>—</b>
Constant Currency Toy Revenue	563.9	398.1	1,941.7	1,522.9
<b>Toy Revenue</b>	<b>561.7</b>	<b>406.8</b>	<b>1,939.9</b>	<b>1,540.9</b>
Constant Currency Entertainment Revenue	41.8	55.2	159.1	190.1
Impact of foreign exchange	(0.5)	—	(0.5)	—
<b>Entertainment Revenue</b>	<b>41.3</b>	<b>55.2</b>	<b>158.6</b>	<b>190.1</b>
Constant Currency Digital Games Revenue	46.4	40.5	164.7	176.6
Impact of foreign exchange	(0.3)	0.1	(0.2)	(2.7)
<b>Digital Games Revenue</b>	<b>46.1</b>	<b>40.6</b>	<b>164.5</b>	<b>173.9</b>
Constant Currency Revenue	652.1	493.8	2,265.5	1,889.6
Impact of foreign exchange	(3.0)	8.8	(2.5)	15.3
<b>Revenue</b>	<b>649.1</b>	<b>502.6</b>	<b>2,263.0</b>	<b>1,904.9</b>

The following tables present the composition of Percentage change in Constant Currency Toy Gross Product Sales, Percentage change in Constant Currency Sales Allowance, Percentage change in Constant Currency Entertainment Revenue, Percentage change in Constant Currency Digital Games Revenue and Percentage change in Constant Currency Revenue for the three months and year ended December 31, 2024 and 2023:

(US\$ millions)	Q4 2024	Q4 2023	\$ Change			% Change	
			As reported	Impact of foreign exchange	In Constant Currency	As reported	In Constant Currency
Toy Gross Product Sales	660.0	502.3	157.7	2.1	159.8	31.4%	31.8 %
Sales Allowances	(102.5)	(95.5)	(7.0)	0.1	(6.9)	7.3%	7.2 %
Toy Net Sales	557.5	406.8	150.7	2.2	152.9	37.0%	37.6 %
Toy - Other Revenue	4.2	—	4.2	—	4.2	n.m.	n.m.
<b>Toy Revenue</b>	<b>561.7</b>	<b>406.8</b>	<b>154.9</b>	<b>2.2</b>	<b>157.1</b>	<b>38.1%</b>	<b>38.6 %</b>
<b>Entertainment Revenue</b>	<b>41.3</b>	<b>55.2</b>	<b>(13.9)</b>	<b>0.5</b>	<b>(13.4)</b>	<b>(25.2)%</b>	<b>(24.3)%</b>
<b>Digital Games Revenue</b>	<b>46.1</b>	<b>40.6</b>	<b>5.5</b>	<b>0.3</b>	<b>5.8</b>	<b>13.5%</b>	<b>14.3 %</b>
<b>Revenue</b>	<b>649.1</b>	<b>502.6</b>	<b>146.5</b>	<b>3.0</b>	<b>149.5</b>	<b>29.1%</b>	<b>29.7 %</b>

(US\$ millions)	Year Ended Dec 31,		\$ Change			% Change	
	2024	2023	As reported	Impact of foreign exchange	In Constant Currency	As reported	In Constant Currency
Toy Gross Product Sales	2,231.5	1,787.2	444.3	1.5	445.8	24.9%	24.9 %
Sales Allowances	(299.1)	(246.3)	(52.8)	0.3	(52.5)	21.4%	21.3 %
Toy Net Sales	1,932.4	1,540.9	391.5	1.8	393.3	25.4%	25.5 %
Toy - Other Revenue	7.5	—	7.5	—	7.5	n.m.	n.m.
<b>Toy Revenue</b>	<b>1,939.9</b>	<b>1,540.9</b>	<b>399.0</b>	<b>1.8</b>	<b>400.8</b>	<b>25.9%</b>	<b>26.0 %</b>
<b>Entertainment Revenue</b>	<b>158.6</b>	<b>190.1</b>	<b>(31.5)</b>	<b>0.5</b>	<b>(31.0)</b>	<b>(16.6)%</b>	<b>(16.3)%</b>
<b>Digital Games Revenue</b>	<b>164.5</b>	<b>173.9</b>	<b>(9.4)</b>	<b>0.2</b>	<b>(9.2)</b>	<b>(5.4)%</b>	<b>(5.3)%</b>
<b>Revenue</b>	<b>2,263.0</b>	<b>1,904.9</b>	<b>358.1</b>	<b>2.5</b>	<b>360.6</b>	<b>18.8%</b>	<b>18.9 %</b>

The following table presents a reconciliation of Melissa & Doug Operating Income to Adjusted EBITDA for the three months and year ended December 31, 2024:

(US\$ millions)	Year Ended Dec 31,	
	Q4 2024	2024
Melissa & Doug Toy Gross Product Sales	152.6	433.3
Melissa & Doug Sales Allowance	(16.6)	(58.6)
<b>Melissa &amp; Doug Revenue</b>	<b>136.0</b>	<b>374.7</b>
<b>Melissa &amp; Doug Operating Income</b>	<b>33.6</b>	<b>35.4</b>
Depreciation and amortization	6.7	25.9
<b>Melissa &amp; Doug EBITDA</b>	<b>40.3</b>	<b>61.3</b>
Adjustments <sup>1</sup>	0.6	12.8
<b>Melissa &amp; Doug Adjusted EBITDA</b>	<b>40.9</b>	<b>74.1</b>
<b>Melissa &amp; Doug Adjusted EBITDA Margin</b>	<b>30.1 %</b>	<b>19.8 %</b>

<sup>1</sup> Includes foreign exchange (gain) loss, restructuring and other related costs, and transaction and integration costs.

The following table presents a reconciliation of Revenue to Revenue, excluding Melissa & Doug, Toy Gross Product Sales to Toy Gross Product Sales, excluding Melissa & Doug, Consolidated Adjusted EBITDA to Adjusted EBITDA, excluding Melissa & Doug, Toy Revenue to Toy Revenue, excluding Melissa & Doug, and Toys Adjusted EBITDA to Toys Adjusted EBITDA, excluding Melissa & Doug for the three months and year ended December 31, 2024:

(US\$ millions)	Q4 2024	Q4 2023	\$ Change	% Change
Revenue	649.1	502.6	146.5	29.1 %
Melissa & Doug Revenue	136.0	—	136.0	n.m.
<b>Revenue, excluding Melissa &amp; Doug</b>	<b>513.1</b>	<b>502.6</b>	<b>10.5</b>	<b>2.1 %</b>
Toy Gross Product Sales	660.0	502.3	157.7	31.4 %
Melissa & Doug Toy Gross Product Sales	152.6	—	152.6	n.m.
<b>Toy Gross Product Sales, excluding Melissa &amp; Doug</b>	<b>507.4</b>	<b>502.3</b>	<b>5.1</b>	<b>1.0 %</b>
Adjusted EBITDA	113.9	64.9	49.0	75.5 %
Melissa & Doug Adjusted EBITDA	40.9	—	40.9	n.m.
<b>Adjusted EBITDA, excluding Melissa &amp; Doug</b>	<b>73.0</b>	<b>64.9</b>	<b>8.1</b>	<b>12.5 %</b>
<b>Adjusted EBITDA Margin, excluding Melissa &amp; Doug</b>	<b>14.2 %</b>	<b>12.9 %</b>		
Toy Revenue	561.7	406.8	154.9	38.1 %
Melissa & Doug Revenue	136.0	—	136.0	n.m.
<b>Toy Revenue, excluding Melissa &amp; Doug</b>	<b>425.7</b>	<b>406.8</b>	<b>18.9</b>	<b>4.6 %</b>
Toys Adjusted EBITDA	76.2	19.3	56.9	294.8 %
<b>Toys Adjusted EBITDA Margin</b>	<b>13.6 %</b>	<b>4.7 %</b>		
<b>Toys Adjusted EBITDA, excluding Melissa &amp; Doug</b>	<b>35.3</b>	<b>19.3</b>	<b>16.0</b>	<b>82.9 %</b>
<b>Toys Adjusted EBITDA Margin, excluding Melissa &amp; Doug</b>	<b>8.3 %</b>	<b>4.7 %</b>		

(US\$ millions)	Year Ended Dec 31,		\$ Change	% Change
	2024	2023		
Revenue	2,263.0	1,904.9	358.1	18.8 %
Melissa & Doug Revenue	374.7	—	374.7	n.m.
<b>Revenue, excluding Melissa &amp; Doug<sup>1</sup></b>	<b>1,888.3</b>	<b>1,904.9</b>	<b>(16.6)</b>	<b>(0.9)%</b>
Toy Gross Product Sales	2,231.5	1,787.2	444.3	24.9 %
Melissa & Doug Toy Gross Product Sales	433.3	—	433.3	n.m.
<b>Toy Gross Product Sales, excluding Melissa &amp; Doug</b>	<b>1,798.2</b>	<b>1,787.2</b>	<b>11.0</b>	<b>0.6 %</b>
Adjusted EBITDA	463.6	418.8	44.8	10.7 %
Melissa & Doug Adjusted EBITDA	74.1	—	74.1	n.m.
<b>Adjusted EBITDA, excluding Melissa &amp; Doug</b>	<b>389.5</b>	<b>418.8</b>	<b>(29.3)</b>	<b>(7.0)%</b>
<b>Adjusted EBITDA Margin, excluding Melissa &amp; Doug</b>	<b>20.6 %</b>	<b>22.0 %</b>		
Toy Revenue	1,939.9	1,540.9	399.0	25.9 %
Melissa & Doug Revenue	374.7	—	374.7	n.m.
<b>Toy Revenue, excluding Melissa &amp; Doug</b>	<b>1,565.2</b>	<b>1,540.9</b>	<b>24.3</b>	<b>1.6 %</b>
Toys Adjusted EBITDA	306.8	212.4	94.4	44.4 %
<b>Toys Adjusted EBITDA Margin</b>	<b>15.8 %</b>	<b>13.8 %</b>		
Toys Adjusted EBITDA, excluding Melissa & Doug	232.7	212.4	20.3	9.6 %
<b>Toys Adjusted EBITDA Margin, excluding Melissa &amp; Doug</b>	<b>14.9 %</b>	<b>13.8 %</b>		

## ADDENDUM

Effective January 1, 2024, Spin Master changed its product categories to align with the Company's product offerings going forward. The following table presents 2023 Toy Gross Product Sales<sup>1</sup> in the same format that the Company presents Toy Gross Product Sales<sup>1</sup> in 2024:

(US\$ millions)	Q1 2023	Q2 2023	Q3 2023	Q4 2023	Total
Preschool, Infant & Toddler and Plush	82.6	164.9	301.4	169.3	718.2
Activities, Games & Puzzles and Dolls & Interactive	62.6	109.7	218.7	196.0	587.0
Wheels & Action	43.7	101.1	151.2	113.3	409.3
Outdoor	27.4	14.3	7.3	23.7	72.7
<b>Toy Gross Product Sales<sup>1</sup></b>	<b>216.3</b>	<b>390.0</b>	<b>678.6</b>	<b>502.3</b>	<b>1,787.2</b>

<sup>1</sup> Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios, Supplementary Financial Measures".

## FORWARD-LOOKING STATEMENTS

Certain statements, other than statements of historical fact, contained in this MD&A constitute “forward-looking information” within the meaning of certain securities laws, including the Securities Act (Ontario), and are based on expectations, estimates and projections as of the date on which the statements are made in this MD&A. The words “plans”, “expects”, “projected”, “estimated”, “forecasts”, “anticipates”, “indicative”, “intend”, “guidance”, “outlook”, “potential”, “prospects”, “seek”, “strategy”, “targets” or “believes”, or variations of such words and phrases or statements that certain future conditions, actions, events or results “will”, “may”, “could”, “would”, “should”, “might” or “can”, or negative versions thereof, “be taken”, “occur”, “continue” or “be achieved”, and other similar expressions, identify statements containing forward-looking information. Statements of forward-looking information in this MD&A include, without limitation, statements with respect to: the acquisition of Melissa & Doug, including its expected impact on the Company's business, financial performance and creation of value; the Company's outlook for 2025; future financial performance and growth expectations, as well as the drivers and trends in respect thereof; the Company's priorities, plans and strategies; content, digital game and product pipeline and launches, as well as their impacts; deployment of cash; dividend policy and future dividends; financial position, cash flows, liquidity and financial performance; the creation of long term shareholder value; and the timing, quantity and funding of any purchases of subordinate voting shares under the NCIB and the ASPP, and the expected facilities through which any such purchases may be made.

Forward-looking statements are necessarily based upon management's perceptions of historical trends, current conditions and expected future developments, as well as a number of specific factors and assumptions that, while considered reasonable by management as of the date on which the statements are made in this MD&A, are inherently subject to significant business, economic and competitive uncertainties and contingencies which could result in the forward-looking statements ultimately being incorrect. In addition to any factors and assumptions set forth above in this MD&A, the material factors and assumptions used to develop the forward-looking information include, but are not limited to: the Company will be able to successfully integrate the acquisition; the Company will be able to successfully expand its portfolio across new channels and formats, and internationally; achieve other expected benefits through this acquisition; management's estimates and expectations in relation to future economic and business conditions and other factors in relation to the Company's financial performance in addition to the proposed transaction and resulting impact on growth in various financial metrics; the realization of the expected strategic, financial and other benefits of the proposed transaction in the timeframe anticipated; the absence of significant undisclosed costs or liabilities associated with the transactions; Melissa & Doug's business will perform in line with the industry; there are no material changes to Melissa & Doug's core customer base; Net Cost Synergies towards the target of approximately \$25 million to \$30 million in Run-rate Net Cost Synergies by the end of 2026; implementation of certain information technology systems and other typical acquisition related cost savings; the Company's dividend payments being subject to the discretion of the Board of Directors and dependent on a variety of factors and conditions existing from time to time; seasonality; ability of factories to manufacture products, including labour size and allocation, tooling, raw material and component availability, ability to shift between product mix, and customer acceptance of delayed delivery dates; the steps taken will create long term shareholder value; the expanded use of advanced technology, robotics and innovation the Company applies to its products will have a level of success consistent with its past experiences; the Company will continue to successfully secure, maintain and renew broader licenses from third parties for premiere children's properties consistent with past practices, and the success of the licenses; the expansion of sales and marketing offices in new markets will increase the sales of products in that territory; the Company will be able to successfully identify and integrate strategic acquisition and minority investment opportunities; the Company will be able to maintain its distribution capabilities; the Company will be able to leverage its global platform to grow sales from acquired brands; the Company will be able to recognize and capitalize on opportunities earlier than its competitors; the Company will be able to continue to build and maintain strong, collaborative relationships; the Company will maintain its status as a preferred collaborator; the culture and business structure of the Company will support its growth; the current business strategies of the Company will continue to be desirable on an international platform; the Company will be able to expand its portfolio of owned branded IP and successfully license it to third parties; use of advanced technology and robotics in the Company's products will expand; the Company will be able to continue to develop and distribute entertainment content in the form of movies, TV shows and short form content; the Company will be able to continue to design, develop and launch mobile digital games to be distributed globally via app stores; access of entertainment content on mobile platforms will expand; fragmentation of the market will continue to create acquisition opportunities; the Company will be able to maintain its relationships with its employees, suppliers, retailers and license partners; the Company will continue to attract qualified personnel to support its development requirements; the Company's key personnel will continue to be involved in the Company products, mobile digital games and entertainment properties will be launched as scheduled; and the availability of cash for dividends and that the risk factors noted in this MD&A, collectively, do not have a material impact on the Company.

By its nature, forward-looking information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct, and that objectives, strategic goals and priorities will not be achieved. Known and unknown risk factors, many of which are beyond the

control of the Company, could cause actual results to differ materially from the forward-looking information in this MD&A. Such risks and uncertainties include, without limitation, risks relating to the inability to successfully integrate the Melissa & Doug business; the potential failure to realize anticipated benefits from the proposed transaction; concentration of manufacturing and geopolitical risks; uncertainty and adverse changes in general economic conditions and consumer spending habits and the factors discussed in the Company's disclosure materials, including the Annual or subsequent, most recent interim MD&A and the Company's most recent Annual Information Form, filed with the securities regulatory authorities in Canada and available under the Company's profile on SEDAR+ ([www.sedarplus.com](http://www.sedarplus.com)). These risk factors are not intended to represent a complete list of the factors that could affect the Company and investors are cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking statements.

There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements are provided for the purpose of providing information about management's expectations and plans relating to the future, including the expected performance of the Company and Melissa & Doug. The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, or to explain any material difference between subsequent actual events and such forward-looking statements, except to the extent required by applicable law.

# **Spin Master Corp.**

Consolidated financial statements

For the years ended December 31, 2024 and December 31, 2023



# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

---

## Table of contents

Consolidated statements of financial position .....	1
Consolidated statements of earnings and comprehensive earnings .....	2
Consolidated statements of changes in shareholders' equity .....	3
Consolidated statements of cash flows .....	4
Notes to the Consolidated financial statements .....	5 - 49

## Independent Auditor's Report

To the Shareholders and the Board of Directors of Spin Master Corp.

### Opinion

We have audited the consolidated financial statements of Spin Master Corp. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2024 and 2023, and the consolidated statements of earnings and comprehensive income, changes in shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB").

### Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### ***Valuation of Intangible Assets Acquired in Business Acquisition ("Melissa & Doug") - Refer to Notes 2D, 3F and 27 to the financial statements***

##### *Key Audit Matter Description*

On January 2, 2024, the Company, through its subsidiaries, completed the acquisition of all issued and outstanding capital stock of Melissa & Doug. The Company recognized the identifiable assets acquired and the liabilities assumed at fair value, which resulted in the recognition of a brand intangible asset.

While there are several estimates and assumptions that are required to determine the fair value of the brand intangible asset, the estimates and assumptions with the highest degree of subjectivity are the forecasted revenue growth and the discount rate. This required a high degree of auditor judgement and an increased extent of audit effort, including the involvement of fair value specialists.

#### *How the Key Audit Matter Was Addressed in the Audit*

Our audit procedures related to the forecasted revenue growth and the discount rate used to determine the fair value of the brand intangible asset included the following, among others:

- Evaluated the reasonableness of forecasted revenue growth through consideration of the following:
  - Historical revenue results of the acquiree
  - Publicly available data
  - Actual revenue of the acquiree's post-acquisition
  - Underlying management analyses detailing growth plans;
- With the assistance of fair value specialists, evaluated the reasonableness of the discount rate by testing the source information underlying the determination of the discount rate and developing a range of independent estimates and comparing those to the discount rate selected by management.

#### ***Provisions for sales allowances - Refer to Notes 2F, 3D and 12 to the financial statements***

##### *Key Audit Matter Description*

The Company routinely enters into arrangements with its customers to provide sales incentives, support customer promotional activities and provide compensation for defective merchandise. Those arrangements can be contractual or discretionary. A sales allowance is established using the expected value method. Contractual allowances are fixed and determinable at the time of sale, which do not require management to make significant judgments. The determination of the provisions for discretionary sales allowances is impacted by various current and forward-looking factors including customer sales volumes, channel inventory positions, product performance at retail, historical performance, market conditions and other considerations.

Given the significant judgments made by management to estimate the provisions for discretionary sales allowances, performing audit procedures to evaluate their reasonableness required a high degree of auditor judgment and an increased extent of audit effort.

#### *How the Key Audit Matter Was Addressed in the Audit*

Our audit procedures related to the determination of the provisions for discretionary sales allowances included the following procedures, among others:

- Evaluated management's methods regarding the development of the provision.
- Assessed management's historical ability to estimate the provision by comparing the prior year estimated amounts to actual allowances utilized in the current year.
- Evaluated the reasonableness of the assumptions used by management to develop the provision, including assessing the completeness and appropriateness of information considered by management.
- Tested the underlying inputs used in the determination of the provision.
- Evaluated the reasonableness of the provision by comparing a sample to the actual results of transactions occurring after year end.

#### **Other Information**

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis
- The information, other than the financial statements and our auditor's report thereon, in the Annual Report

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

The Annual Report is expected to be made available to us after the date of the auditor's report. If, based on the work we will perform on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact to those charged with governance.

### Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards as issued by the IASB, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Mark Bernardi.

/s/ Deloitte LLP

Chartered Professional Accountants  
Licensed Public Accountants  
Toronto, Ontario  
February 24, 2025

# Spin Master Corp.

## Consolidated statements of financial position

(In US\$ millions)	Notes	Dec 31, 2024	Dec 31, 2023
<b>Assets</b>			
Current assets			
Cash	10	233.5	705.7
Trade receivables, net	11	499.4	414.4
Other receivables	11	54.9	60.0
Inventories, net	12	184.7	98.0
Prepaid expenses and other assets	13	48.7	40.9
		<b>1,021.2</b>	<b>1,319.0</b>
Non-current assets			
Intangible assets	15	837.4	281.3
Goodwill	16	368.1	165.9
Right-of-use assets	25	149.5	53.6
Property, plant and equipment	14	60.2	32.6
Deferred income tax assets	9	167.1	110.8
Other assets	13	29.9	26.5
		<b>1,612.2</b>	<b>670.7</b>
<b>Total assets</b>		<b>2,633.4</b>	<b>1,989.7</b>
<b>Liabilities</b>			
Current liabilities			
Trade payables and accrued liabilities	17	429.5	385.4
Loans and borrowings	19	389.1	—
Provisions	20	24.7	32.1
Lease liabilities	25	22.3	11.4
Deferred revenue	18	22.0	11.0
Income tax payable	9	—	6.6
		<b>887.6</b>	<b>446.5</b>
Non-current liabilities			
Deferred income tax liabilities	9	209.9	59.1
Lease liabilities	25	123.0	50.7
Provisions	20	10.5	14.3
		<b>343.4</b>	<b>124.1</b>
<b>Total liabilities</b>		<b>1,231.0</b>	<b>570.6</b>
<b>Shareholders' equity</b>			
Share capital	21	765.6	783.4
Retained earnings (Restated - Note 2(C))		640.1	623.1
Contributed surplus		45.5	27.4
Accumulated other comprehensive (loss) income (Restated - Note 2(C))		(48.8)	(14.8)
<b>Total shareholders' equity</b>		<b>1,402.4</b>	<b>1,419.1</b>
<b>Total liabilities and shareholders' equity</b>		<b>2,633.4</b>	<b>1,989.7</b>

Approved by the Board of Directors on February 24, 2025.

The accompanying notes on pages 5 to 49 are an integral part of these Consolidated financial statements.

# Spin Master Corp.

## Consolidated statements of earnings and comprehensive earnings

(in US\$ millions, except earnings per share)	Notes	Year Ended Dec 31,	
		2024	2023
Revenue	4	2,263.0	1,904.9
Cost of sales	7, 12	1,072.1	866.5
<b>Gross Profit</b>		<b>1,190.9</b>	<b>1,038.4</b>
Expenses			
Selling, general and administrative	7	931.9	775.7
Depreciation and amortization	7	72.7	25.4
Other expense, net	5	22.3	33.7
Foreign exchange (gain) loss, net	8	(1.5)	14.7
<b>Operating Income</b>		<b>165.5</b>	<b>188.9</b>
Interest expense	6	50.5	15.1
Interest income		(4.0)	(27.4)
<b>Income before income tax expense</b>		<b>119.0</b>	<b>201.2</b>
Income tax expense	9	37.1	49.8
<b>Net Income</b>		<b>81.9</b>	<b>151.4</b>
<b>Earnings per share</b>			
Basic	22	0.79	1.46
Diluted	22	0.77	1.43
<b>Weighted average number of shares (in millions)</b>			
Basic	22	103.3	103.5
Diluted	22	105.8	105.7
		<b>Year Ended Dec 31,</b>	
<b>(in US\$ millions)</b>		<b>2024</b>	<b>2023</b>
Net Income		81.9	151.4
<b>Items that may be subsequently reclassified to Net Income</b>			
Foreign currency translation (loss) gain		(34.0)	24.8
<b>Other comprehensive (loss) income</b>		<b>(34.0)</b>	<b>24.8</b>
<b>Total comprehensive income</b>		<b>47.9</b>	<b>176.2</b>

The accompanying notes on pages 5 to 49 are an integral part of these Consolidated financial statements.

# Spin Master Corp.

## Consolidated statements of changes in shareholders' equity

(in US\$ millions)	Note	Share capital	Retained earnings	Contributed surplus	Accumulated other comprehensive (loss) income	Total
<b>Balance at January 1, 2023 (restated)</b>	<b>2(C)</b>	<b>754.7</b>	<b>496.0</b>	<b>40.7</b>	<b>(39.6)</b>	<b>1,251.8</b>
Net Income		—	151.4	—	—	151.4
Other comprehensive income		—	—	—	24.8	24.8
Share-based compensation	21	—	—	20.1	—	20.1
Dividends declared	21	—	(18.5)	—	—	(18.5)
Shares issued upon settlement of long-term incentive plan	21	33.4	—	(33.4)	—	—
Subordinate voting shares purchased and cancelled	21	(4.7)	(5.8)	—	—	(10.5)
Obligation for automatic share purchase plan	21	—	—	—	—	—
<b>Balance at December 31, 2023 (restated)</b>		<b>783.4</b>	<b>623.1</b>	<b>27.4</b>	<b>(14.8)</b>	<b>1,419.1</b>
<b>Balance at January 1, 2024 (restated)</b>	<b>2(C)</b>	<b>783.4</b>	<b>623.1</b>	<b>27.4</b>	<b>(14.8)</b>	<b>1,419.1</b>
Net Income		—	81.9	—	—	81.9
Other comprehensive loss		—	—	—	(34.0)	(34.0)
Share-based compensation	21	—	—	29.3	—	29.3
Dividends declared	21	—	(31.9)	—	—	(31.9)
Shares issued upon settlement of long-term incentive plan	21	11.2	—	(11.2)	—	—
Subordinate voting shares purchased and cancelled <sup>1</sup>	21	(29.0)	(26.0)	—	—	(55.0)
Obligation for automatic share purchase plan	21	—	(7.0)	—	—	(7.0)
<b>Balance at December 31, 2024</b>		<b>765.6</b>	<b>640.1</b>	<b>45.5</b>	<b>(48.8)</b>	<b>1,402.4</b>

<sup>1</sup> Includes premium and tax on shares repurchased and cancelled of \$25.5 million and \$0.5 million, respectively, in retained earnings.

The accompanying notes on pages 5 to 49 are an integral part of these Consolidated financial statements.



# Spin Master Corp.

## Consolidated statements of cash flows

(in US\$ millions)	Notes	Year Ended Dec 31, 2024	2023
<b>Operating activities</b>			
Net Income		81.9	151.4
Adjustments to reconcile net income to cash provided by operating activities			
Income tax expense	9	37.1	49.8
Interest expense	6	38.4	—
Interest income		(4.0)	(27.4)
Depreciation and amortization	7	136.8	130.1
Loss on disposal of non-current assets	14, 15, 25	1.3	1.1
Accretion expense	6	10.6	5.1
Amortization of facility fee costs	6	1.2	0.5
Loss (gain) on portfolio investments, net	13	0.3	(0.4)
Impairment of non-current assets	14, 15, 16	20.7	35.8
Loss on minority interest investments	13	0.5	—
Unrealized foreign exchange (gain) loss, net	8	(8.4)	26.1
Share-based compensation expense	21	29.3	20.1
Net changes in non-cash working capital	23	24.9	(105.1)
Net change in non-cash provisions and other assets		(21.0)	(2.1)
Fair value adjustment on inventory sold	12	66.3	—
Income taxes paid		(66.7)	(93.6)
Income taxes received		4.3	7.8
Interest (paid) received		(25.5)	27.8
<b>Cash provided by operating activities</b>		<b>328.0</b>	<b>227.0</b>
<b>Investing activities</b>			
Investment in property, plant and equipment	14	(34.0)	(28.0)
Investment in intangible assets	15	(83.6)	(79.4)
Business acquisitions, net of cash acquired	27	(952.9)	(26.5)
Investment distribution income	28	—	0.3
Portfolio investments	13	(1.1)	—
Minority interest investments	13	—	(2.5)
Change in restricted cash		3.1	—
Proceeds from sale of non-current assets		—	0.8
<b>Cash used in investing activities</b>		<b>(1,068.5)</b>	<b>(135.3)</b>
<b>Financing activities</b>			
Proceeds from loans and borrowings	19	525.0	—
Repayment of loans and borrowings	19	(135.0)	—
Payment of lease liabilities	25	(37.8)	(14.9)
Dividends paid	21	(27.5)	(18.4)
Repurchase of subordinate voting shares	21	(54.5)	(10.5)
Payment of financing costs related to the facility	13, 19	—	(0.3)
<b>Cash provided by (used in) financing activities</b>		<b>270.2</b>	<b>(44.1)</b>
Effect of foreign currency exchange rate changes on cash		(1.9)	13.8
<b>Net (decrease) increase in cash during the year</b>		<b>(472.2)</b>	<b>61.4</b>
Cash, beginning of the year		705.7	644.3
<b>Cash, end of the year</b>		<b>233.5</b>	<b>705.7</b>

The accompanying notes on pages 5 to 49 are an integral part of these Consolidated financial statements.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

---

## 1. Description of business

Spin Master Corp. was formed by the amalgamation of Spin Master Corp. (formerly SML Investments Inc. which was incorporated on June 9, 2004 under the *Business Corporations Act* (Ontario)), SML Investments 2008 Inc. and Varadi Bee Corp. pursuant to the filing of articles of amalgamation under the *Business Corporations Act* (Ontario) on July 29, 2015. The Company is a leading global children's entertainment company, creating exceptional play experiences through its three creative centres: Toys, Entertainment and Digital Games. Its head and registered office is located at 225 King Street West, Suite 200, Toronto, Canada, M5V 3M2. Spin Master Corp. and its subsidiaries are together referred to, in these Consolidated financial statements, as the "Company" or "Spin Master".

The Company has three reportable operating segments: Toys, Entertainment and Digital Games (see Note 29).

On January 2, 2024, the Company completed the acquisition of MND Holdings I Corp ("Melissa & Doug") by acquiring all issued and outstanding capital stock (see Note 27). Melissa & Doug is a leading brand in early childhood play with offerings of open-ended, creative, and developmental toys. The results from the operations of Melissa & Doug are included in the Company's results from operations and financial position commencing January 2, 2024.

## 2. Summary of material accounting policy information

### (A) Statement of compliance and basis of preparation and measurement

The Consolidated financial statements have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (IASB).

All financial information is presented in millions of United States dollars ("US\$") and has been rounded to the nearest hundred thousand, except as otherwise indicated.

These Consolidated financial statements were approved and authorized for issuance by the Board of Directors on February 24, 2025.

The Consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value, as explained in the accounting policies below. Historical cost is measured on the fair value of the consideration provided in exchange for goods and services.

### (B) Application of new and revised IFRS® Accounting Standards

#### *Amendment to IFRS 16 Leases — Lease Liability in a Sale and Leaseback*

The amendments to IFRS 16 add subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements in IFRS 15 to be accounted for as a sale. The amendments require the seller-lessee to determine 'lease payments' or 'revised lease payments' such that the seller-lessee does not recognize a gain or loss that relates to the right of use retained by the seller-lessee, after the commencement date. Effective January 1, 2024, the Company adopted the changes to IFRS 16 and the adoption of these amendments did not have a material impact on these Consolidated financial statements.

#### *Amendments to IAS 1 Presentation of Financial Statements — Non-current Liabilities with Covenants*

The amendments to IAS 1 specify the requirements for classifying liabilities as current or non-current. The amendments also clarify the definition of a right to defer settlement, that a right to defer must exist at the end of the reporting period, that classification is unaffected by the likelihood that a company will exercise its deferral right. In addition, a requirement has been introduced whereby a company must disclose when a liability arising from a loan agreement is classified as non-current and the company's right to defer settlement is contingent on future covenants within twelve months. Effective January 1, 2024, the Company adopted the changes to IAS 1 and the adoption of these amendments did not have a material impact on these Consolidated financial statements.

#### *Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures — Supplier Finance Arrangements*

The amendments add a disclosure objective to IAS 7 stating that an entity is required to disclose information about its supplier finance arrangements that enables users of financial statements to assess the effects of those arrangements on the entity's liabilities and cash flows. In addition, IFRS 7 was amended to add supplier finance arrangements as an example within the requirements to disclose information about an entity's exposure to concentration of liquidity risk. Effective January 1, 2024, the Company adopted the changes to IAS 7 and IFRS 7 and the adoption of these amendments did not have a material impact on these Consolidated financial statements.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 2. Summary of material accounting policy information (*continued*)

### (C) Basis of preparation

The Consolidated financial statements incorporate the financial statement accounts of the Company and entities controlled by the Company and its subsidiaries (the "Group"). Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated statements of earnings and comprehensive earnings from the date the Company gains control until the date when the Company ceases to control the subsidiary.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

### Prior period adjustment recorded in the current period

During the current year, an immaterial error was identified relating to the historical translation of an intercompany loan that arose prior to January 1, 2023. As a result, the opening retained earnings and accumulated other comprehensive loss have been retrospectively adjusted as at January 1, 2023. There was no impact on the current or prior year's Consolidated statements of earnings and comprehensive earnings, earnings per share, or Consolidated statements of cash flows.

	Jan 1, 2023		Jan 1, 2023
	As previously reported	Adjustment	As restated
Retained earnings	477.4	18.6	496.0
Accumulated other comprehensive loss	(21.0)	(18.6)	(39.6)

### (D) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred to the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange for control of the acquiree. Acquisition-related costs are recognized in profit or loss as incurred.

When the consideration transferred by the Company in a business combination includes liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustment against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

All other subsequent changes in the fair value of contingent consideration classified as a liability are accounted for in accordance with the relevant policy. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognized in profit or loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known would have affected the amounts recognized at that time.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair value.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

---

## 2. Summary of material accounting policy information (*continued*)

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment, if any. Goodwill is measured as the excess of the sum of the consideration transferred, over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. For the purposes of impairment testing, goodwill is allocated to each of the Company's cash generating units ("CGUs") or groups of CGUs that are expected to benefit from the combination.

### **(E) Goodwill**

A CGU to which goodwill has been allocated is tested for impairment annually, or quarterly when there is an indication that the unit may be impaired. If the recoverable amount of the CGU is less than its carrying amount, the impairment is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata based on the carrying amount of each asset in the unit.

Any impairment for goodwill is recognized directly in profit or loss, and an impairment recognized for goodwill is not reversed in subsequent periods. On disposal of the relevant CGU, the attributed amount of goodwill is included in the determination of the profit or loss on disposal.

### **(F) Revenue recognition**

#### Toy revenue

The Company's Toy revenue is derived from the sale of toys and related products to customers who are retailers or distributors in domestic and international markets. Toy revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The Company recognizes revenue when control of the goods has transferred, which is determined by respective shipping terms and certain additional considerations. Invoices are generally issued at the time of delivery (which is when the Company has satisfied its performance obligations under the arrangement). As such, a receivable is recognized as the consideration is unconditional and only the passage of time is required before payment is due. The Company does not have performance obligations subsequent to delivery of the sale of goods to customers and revenues from sale of goods are recognized upon the passing of control to the customer.

The Company routinely enters into arrangements to provide sales allowances requested by customers relating to cooperative advertising, contractual and negotiated discounts, volume rebates, and costs incurred by customers to sell the Company's products. Such programs are based primarily on the customer inventory position, purchase levels, customer performance of specified promotional activities and other specified factors, as agreed to with customers as well as the nature of the product.

Toy gross product sales represent sales of the Company's products to customers, excluding the impact of sales allowances. Toy revenue represents the amount of consideration to which the Company expects to be entitled through the sale of goods excluding sales tax and after the application of the variable consideration constraint. Variable consideration includes estimates for sales allowances, defective products, and returns by customers made based on certain judgments, contractual terms and conditions and historical data. The Company uses the expected value method to quantify the variable consideration. The Company monitors periodic results against historical data and makes any adjustments to both sales allowances and returns accruals as required. Note 3 - Significant accounting judgments and estimates outlines additional details on sales allowances.

#### Entertainment revenue

Entertainment revenues are comprised of distribution revenues and licensing and merchandising revenues.

Distribution revenues are primarily generated through the sale of entertainment content produced by the Company, in accordance with the relevant agreements. Such agreements are assessed as either providing the customer with a 'right-to-use' or 'right-to-access'. Applicable revenues are recognized at a point-in-time or over time based on the classification determined. Judgment is required in determining the appropriate classification. Licenses to distribute entertainment content grants licensees a right to use the Company's brands and other intellectual property. Licensees pay a fixed fee for licenses of the produced content. Revenue is recognized upon delivery of the entertainment programming and is measured based on the consideration to which the Company expects to be entitled upon delivery. There are no future performance obligations associated with the delivery of the entertainment content.

Licensing and merchandising revenues are generated through licensing the Company's brands and other intellectual property. The license agreements relating to the Company's brands provide access to the intellectual property over the term of the licenses and are considered right-to-access licenses of intellectual property. The

## 2. Summary of material accounting policy information (*continued*)

Company records sales-based or usage-based royalty revenues for right-to-access licenses upon occurrence of the licensees' subsequent sale or usage.

Customer advances on licensing and merchandising and/or content distribution, are recorded in deferred revenue until all of the foregoing revenue recognition conditions have been met.

### Digital Games revenue

The Company develops digital games which are distributed via third-party platform providers. The Company controls most aspects of the digital games delivered to the end user. The third-party platform providers are providing the service of distributing digital games via their online store/marketplace and administering payment receipt from the end users. The Company has determined that it is the principal in the arrangement and accordingly, Digital Games revenues are recorded on a gross basis. The fees charged by the third-party platform providers are recorded within cost of sales.

Revenue associated with the sale of digital games is recognized when control is transferred. This condition is typically met when the end-user purchases and downloads the digital games from the third-party. The end users can make in-app purchases and the Company recognizes revenue at the time of sale as there are no additional performance obligations other than the delivery of digital games to the third-party platform providers or the delivery of the item purchased within the digital games.

The Company also generates recurring subscription revenue from certain digital games. Revenue is recognized ratably over the contractual subscription term, beginning on the date that the subscription is made available to the end user.

### Disaggregation of revenue

The Company disaggregates its revenues into Toys, Entertainment and Digital Games. The Company also disaggregates components of Toy revenues by geographic segment: North America, Europe and Rest of World as well as into four major product categories as follows: (i) Preschool, Infant & Toddler and Plush, (ii) Activities, Games & Puzzles and Dolls & Interactive, (iii) Wheels & Action and (iv) Outdoor.

The Company believes the disaggregation of revenue described above collectively depicts how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. See Note 29 Segment information for further information.

## **(G) Leases**

The Company assesses whether a contract is or contains a lease, at inception of a contract. The Company recognizes a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognizes the leases as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are assumed.

The Company considers the lease term to be the noncancellable period of the lease, including any extension options where the Company is reasonably certain to exercise the option, and any termination options where the Company is reasonably certain not to exercise the option.

### Lease liability

Lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate. The incremental borrowing rate is defined as the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

## 2. Summary of material accounting policy information (*continued*)

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a change in the assessment of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised incremental borrowing rate;
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the incremental borrowing rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used); and
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised incremental borrowing rate.

### Right-of-use asset

Right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Company applies IAS 36 *Impairment of Assets* to determine whether a right-of-use asset is impaired.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognized as an expense in the period in which the event or condition that triggers those payments occurs and are included in administrative expenses in the Consolidated statements of earnings and comprehensive earnings.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components and instead account for any lease and associated non-lease components as a single arrangement. The Company has elected to use this practical expedient.

### **(H) Foreign currencies**

The Company reports its financial results in US\$. The functional currency of Spin Master Corp. is the Canadian dollar ("C\$"). The functional currency of the Company's consolidated subsidiaries is typically the economic currency in the associated jurisdiction. At December 31, 2024 and 2023, the functional currencies of the Company's subsidiaries included the US dollar, the Canadian dollar, the Euro, the Great Britain pound sterling, the Hong Kong dollar, the Mexican peso, the Chinese yuan, the Vietnamese dong, the Japanese yen, the Swedish krona, the Australian dollar, the Indian rupee, the Polish zloty, and the Russian ruble.

For the purposes of presenting these Consolidated financial statements, the Company's monetary assets and liabilities denominated in foreign currencies are translated using the closing exchange rate at the balance sheet date. Non-monetary items carried at fair value that are denominated in a foreign currency are translated at the rate prevailing when the fair value was determined. Non-monetary items denominated in a foreign currency that are measured at historical cost are translated using the exchange rate at the date of the transaction. Foreign currency exchange gains or losses are recognized in profit or loss.

Assets and liabilities of the Company's consolidated subsidiaries whose functional currency is other than the presentation currency are translated into US\$ using the closing exchange rate at the balance sheet date. Income and expenses are translated using the average exchange rate for the period. The resulting foreign exchange gains and losses are recognized in the foreign currency translation adjustment as part of other comprehensive income. Realized gains and losses are recognized in profit or loss at the time of settlement.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

---

## 2. Summary of material accounting policy information (*continued*)

Effective January 1, 2024, the functional currency of Spin Master Ltd. ("SML"), a wholly owned subsidiary of Spin Master Corp., changed from the C\$ to the US\$. The US\$ was determined to be the functional currency of the primary economic environment in which SML operates, as the majority of the operational and financing activities are now denominated in or influenced by the US\$. Considering that the underlying transactions, events and conditions that justify the change in functional currency have developed gradually, and those of greater relevance took place towards the end of 2023 and beginning of 2024, the change was made prospectively as of January 1, 2024.

### **(I) Earnings per share**

Basic earnings per share ("EPS") is calculated by dividing net income by the weighted average number of shares outstanding during the period. Diluted earnings per share is calculated by dividing net income by the weighted average number of shares outstanding, assuming the conversion of all dilutive securities were exercised during the period. Securities refer to all outstanding share options ("Options"), Restricted Share Units ("RSUs") and Performance Share Units ("PSUs").

### **(J) Income taxes**

Income tax expense or recovery represents the sum of the taxes currently payable or receivable and deferred taxes.

#### Current tax

For each entity in the Group, the tax currently payable is based on taxable income for the year. Taxable income differs from "income before income tax expense (recovery)" as reported on the Consolidated statements of earnings and comprehensive earnings because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax expense or recovery is calculated using income tax rates that have been enacted or substantively enacted by the end of the reporting period.

#### Deferred tax

Deferred tax is recognized on temporary differences between the carrying amount of assets and liabilities in the Consolidated financial statements and the corresponding tax basis used in the computation of taxable income. Deferred tax liabilities are recognized for taxable temporary differences. Deferred tax assets are recognized for deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than a business combination) of assets and liabilities in a transaction that does not affect either taxable income or net income before income taxes. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the income tax rates that are expected to apply in the period in which the liability is expected to be settled or the asset realized, based on income tax rates (and income tax laws) that have been enacted or substantively enacted at the end of the reporting period, reflecting the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

#### Current and deferred tax for the period

Current and deferred tax expense or recovery are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case the current and deferred tax expenses are also recognized in other comprehensive income or directly in equity, respectively. Where current deferred taxes arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

### **(K) Cash and cash equivalents**

Cash and cash equivalents is net of outstanding bank overdrafts, if applicable. Cash equivalents consist of highly liquid marketable investments with a maturity date of 90 days or less.

### **(L) Property, plant and equipment**

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment, if any.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 2. Summary of material accounting policy information (*continued*)

Depreciation is recognized so as to depreciate the cost or valuation of assets less their residual values over their useful lives, using the straight-line method or declining balance method. Repairs and maintenance costs are recognized in profit or loss as incurred.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The following are the estimated useful lives for the major classes of property, plant and equipment:

Classes	Estimated Useful Life
Land	Indefinite
Buildings	30 years
Moulds, dies and tools	2-5 years
Office equipment	3-5 years
Leasehold improvements	Lesser of the lease term or the estimated useful life
Computer hardware	3-4 years
Machinery and equipment	30% declining balance

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amounts of the asset and is recognized in profit or loss.

### (M) Intangible assets

The following are the estimated useful lives for the major classes of intangible assets:

Classes	Estimated Useful Life
Brands	Indefinite
Trademarks and licenses	Lesser of trademark and license term or 5 years
Customer lists	5 - 15 years
Intellectual property ("IP")	10 years
Digital games and app development	1-5 years
Entertainment content development	1-5 years
Computer software	30% declining balance
Computer software - other	1-5 years

#### Intangible assets acquired separately in an asset acquisition

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment, if any.

Amortization is recognized on a straight-line basis over the estimated useful life of the intangible assets. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets with indefinite useful lives, such as brands that are acquired separately are carried at cost less accumulated impairment.

#### Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognized separately from goodwill are initially recognized at their fair values at the acquisition date (which is regarded as their initial cost).

Subsequent to initial recognition, intangible assets acquired in business combinations are reported at cost less accumulated amortization if applicable and accumulated impairment, on the same basis as intangible assets that are acquired separately.



## 2. Summary of material accounting policy information (*continued*)

### Internally-generated intangible assets - research and development expenditures

Expenditures on research activities are recognized as incurred and recorded as Product development expenses within Selling, general and administrative in the Consolidated statements of earnings and comprehensive earnings. An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognized only if all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset for use or sale;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognized for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognized, development expenditures are recognized in profit or loss in the period in which they are incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortization and accumulated impairment, on the same basis as intangible assets that are acquired separately.

### Entertainment content development

Entertainment content development includes film and television production assets. The Company has access to government programs, including tax credits that are designed to aid in the film and television production and distribution in Canada. The federal and provincial tax credits are not recognized until there is reasonable assurance that the Company will comply with the conditions attached to them and that the tax credits will be received. Capitalized costs net of expected federal and provincial tax credits are amortized and charged to amortization expense. The consumption of entertainment content development assets is measured through amortization expense with rates ranging from 25% to 100% at the time of delivery for a full season. Entertainment content development assets which are not fully amortized upon delivery are amortized at rates ranging from 50% to 75% of the remaining balance annually thereafter depending on the expected future benefit attributed to the entertainment content development assets.

Deferred revenue related to entertainment content development assets arises as a result of consideration received in advance of the Company fulfilling its obligations.

### Digital games and app development

Digital games and app development includes digital games related applications. The Company has access to government programs, including tax credits that are designed to aid in the development of interactive digital media in Canada. These tax credits are not recognized until there is reasonable assurance that the Company will comply with the conditions attached to them and that the tax credits will be received. These capitalized costs, net of expected provincial tax credits, are charged to amortization expense based on the useful life of the related digital game.

### Impairment of definite life tangible and intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment (if any).

When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGUs, otherwise, they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

---

## 2. Summary of material accounting policy information (*continued*)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment equal to the difference between the carrying and recorded amounts is recognized immediately in profit or loss.

When an impairment subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, provided that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment been recognized for the asset (or CGU) in prior years. A reversal of an impairment is recognized immediately in profit or loss.

### **(N) Advances on royalties**

The Company enters into license agreements with inventors and licensors for the use of their intellectual properties in its products. These agreements may call for payment in advance for a portion of minimum guaranteed amounts. Amounts paid in advance are initially recorded as an asset and subsequently expensed to net income or loss as revenue from the related products is recognized. If all or a portion of an advance does not appear to be recoverable through future use of the rights obtained under license, the non-recoverable portion is expensed immediately in profit or loss.

### **(O) Inventories**

Inventories are stated at the lower of cost and net realizable value. Cost is determined by the first-in, first-out method. Cost includes the purchase price and other costs, such as import duties, taxes and transportation costs. Trade discounts and rebates are deducted from the purchase price. Net realizable value represents the estimated selling price for inventories in the ordinary course of business, less all estimated costs of completion and costs necessary to make the sale. Reserves for excess and obsolete inventory are based upon quantities on hand, projected volumes from demand forecast and net realizable value. The impact of changes in inventory reserves is reflected in cost of sales.

### **(P) Provisions**

A provision is a liability of uncertain timing or amount. Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value of the amount expected to be required to settle the obligation and are re-measured each reporting date.

#### Deferred consideration

Where the Company is committed to pay royalties on sales of acquired brands, the future royalty obligation is based on the Company's estimate of the related brands future sales, discounted for the timing of expected payments.

#### Provision for defectives

Defectives refer to when the end consumer returns defective goods to the Company's customers. Customers without a fixed allowance for defectives are eligible for a credit for the cost of the product if returned as defective by the end consumer. The estimate of defectives is made based on the class and nature of the product and is recorded as a reduction to revenue in the Consolidated statements of earnings and comprehensive earnings.

#### Supplier obligations

Supplier obligations represent the estimated compensation to be paid to suppliers for lower than expected volumes purchased, resulting in the supplier having excess raw material and finished goods inventories. While payments are not contractually required, the Company regularly compensates suppliers to maintain supplier relationships, which represents a constructive obligation due to past practices. The supplier obligation is based on an estimate of the cost of the supplier's excess consigned parts and finished goods inventory.

### **(Q) Share-based payments**

The Company has a Long-Term Incentive Plan ("LTIP") which provides for the issuance of securities and under which grants may be made by the Company to employees. The Company, at the discretion of the Board of Directors, grants Options to purchase subordinate voting shares, share units (in the form of RSUs and PSUs), stock appreciation rights, shares of restricted stock and any other equity based awards. These awards may be settled in cash or issued shares, or a combination of both at the discretion of the Board of Directors. LTIP liabilities are recorded in shareholders' equity and not marked to market.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

---

## 2. Summary of material accounting policy information (*continued*)

Under the LTIP, the exercise price of each Option equals the market price of the Company's shares on the date of grant and the Options have a maximum term of ten years. Options vest between zero and four years.

The costs of equity-settled awards are measured using the Monte Carlo valuation model using management's inputs and assumptions. Share-based compensation expense for equity-settled awards is recognized in administrative expenses over the vesting period of each award, with a corresponding increase to contributed surplus, based on the vesting period that has elapsed and the Company's best estimate of the number of equity instruments that will vest.

### (R) Dividends

The Company has a policy of declaring dividends at the discretion of the Board of Directors. Dividends declared are payable to the Company's shareholders and recognized as a liability in the Consolidated statements of financial position in the period in which the dividends are approved by the Company's Board of Directors.

### (S) Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the respective instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are included in the initial carrying value of the related instrument and are amortized using the effective interest method. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Fair value estimates are made at the Consolidated statements of financial position date based on relevant market information and information about the financial instrument. All financial instruments are classified into either: fair value through profit or loss ("FVTPL"), fair value through other comprehensive income ("FVTOCI") or amortized cost.

The Company has made the following classifications:

Cash and cash equivalents	Amortized cost
Trade receivables	Amortized cost
Other receivables	Amortized cost
Other assets	Amortized cost
Portfolio investments	FVTPL
Minority interest investments	FVTPL/FVTOCI
Trade payables and accrued liabilities	Amortized cost
Loans and borrowings	Amortized cost
Interest payable	Amortized cost
Foreign exchange forward contracts	FVTPL
Interest rate swaps	FVTPL

The Company classifies its financial assets in the following measurement categories:

- those to be measured at amortized cost; and
- those to be measured subsequently at fair value (either through other comprehensive income ("OCI") or through profit or loss)

The classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

---

## 2. Summary of material accounting policy information (*continued*)

### Financial assets at amortized cost

Financial assets at amortized cost are non-derivative financial assets which are held within a business model whose objective is to hold assets to collect contractual cash flows and whose contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition. Subsequent to initial recognition, financial assets are measured at amortized cost using the effective interest method, less any impairment.

### Financial assets at fair value

Financial assets are classified as FVTPL when the financial asset is either held for trading or it is designated as FVTPL. A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling it in the near term;
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

For financial assets measured at fair value, gains and losses will either be recorded in profit or loss (within Other expense, net) or OCI.

### Financial assets at fair value - Portfolio investments and minority interest investments

The Company measures the portfolio investments and minority interest investments (collectively, "investments") at fair value.

For investments in equity instruments that are not held for trading, FVTPL or FVTOCI designation will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at FVTOCI. If the irrevocable election is made, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment.

Distribution income from investments are recognized in profit or loss within Other expense, net when the Company's right to receive payments is established, irrespective of fair value designation.

### Impairment of financial assets

Financial assets, other than those classified as FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been decreased.

The carrying amount of the financial asset is reduced by the impairment directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account.

When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are offset against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss. Loss allowances are based on the lifetime expected credit losses that result from all possible default events over the expected life of the trade receivable, using the simplified approach.

For financial assets measured at amortized cost, if, in a subsequent period, the amount of the impairment decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

## **(T) Financial liabilities and equity instruments**

### Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

## 2. Summary of material accounting policy information (*continued*)

### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized as the proceeds received, net of direct issue costs.

### Other financial liabilities

Other financial liabilities (including loans and borrowings and trade payables and other liabilities) are initially measured at fair value, net of transaction costs. Subsequently, other financial liabilities are measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

### **(U) Derivative financial instruments**

The Company enters into foreign exchange forward contracts to manage its exposure to foreign exchange rate risks.

Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently re-measured at their fair value at the end of each reporting period. The resulting gain or loss is recognized in profit or loss.

### **(V) Fair value hierarchy and liquidity risk disclosure**

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of short-term financial instruments approximates their carrying amounts due to the relatively short period to maturity. These include cash and cash equivalents, trade and other receivables, as well as trade payables and other liabilities. Fair value amounts represent point-in-time estimates and may not reflect fair value in the future.

### **(W) Non-current assets held for sale**

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Company is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Company will retain a non-controlling interest in its former subsidiary after the sale.

### **(X) Future changes in accounting standards**

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not yet effective for periods beginning on or after January 1, 2024 and have not been early adopted by the Company.

### *Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates — Lack of Exchangeability*

In August 2023, the IASB issued amendments to IAS 21, which clarify the definition of exchangeability and how to estimate an exchange rate when there is a lack of exchangeability. The amendments also introduce new disclosure requirements when using an estimated exchange rate on the financial statements. These amendments apply for annual reporting periods beginning on or after January 1, 2025, with earlier adoption permitted. The Company is assessing the impact on its Consolidated financial statements.

## 2. Summary of material accounting policy information (*continued*)

### *IFRS 18 Presentation and Disclosure in Financial Statements*

In April 2024, the IASB issued IFRS 18, which will replace IAS 1 Presentation of Financial Statements. IFRS 18 introduces new categories and subtotals in the statement of profit or loss, requires disclosure of management-defined performance measures, and includes new requirements for the location, aggregation and disaggregation of financial information. IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027, with early adoption permitted. IFRS 18 will apply retrospectively. The Company is currently assessing the impact of the standard on its Consolidated financial statements.

### *Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures - Amendments to the Classification and Measurement of Financial Instruments*

In May 2024, the IASB issued amendments to IFRS 9 and IFRS 7. The amendments relate to derecognition of financial liabilities when settling through an electronic payment system and assessment of contractual cash flow characteristics of financial assets, including those with environmental, social and governance (ESG)-linked features. The amendments also require additional disclosures for financial instruments with contingent features and equity instruments classified at FVTOCI. The amendments are effective for annual reporting periods beginning on or after January 1, 2026, with early adoption permitted. The Company is currently assessing the impact of the amendments on its Consolidated financial statements.

### *Annual Improvements to IFRS Accounting Standards - Volume 11*

In July 2024, the IASB issued narrow amendments to IFRS Accounting Standards and accompanying guidance as part of its regular maintenance of the standards. The amended standards are:

- IFRS 1 First-time Adoption of International Financial Reporting Standards;
- IFRS 7 Financial Instruments: Disclosures and its accompanying Guidance on implementing IFRS 7;
- IFRS 9 Financial Instruments;
- IFRS 10 Consolidated Financial Statements; and
- IAS 7 Statement of Cash Flows.

The amendments are effective for annual periods beginning on or after January 1, 2026, with earlier application permitted. The Company is currently assessing the impact of the amendments on its Consolidated financial statements.

## 3. Significant accounting judgments and estimates

In the application of the Company's accounting policies, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. As these estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant, actual results may differ. The estimates and underlying assumptions are reviewed on an ongoing basis. Adjustments are recognized in the period in which the estimate is modified if the change affects only that period, or in the period the estimate is modified and future periods if the revision affects both current and future periods.

### **Critical judgments in applying accounting policies**

The Company has identified the following judgments, apart from estimates, which management has made in the process of applying the Company's accounting policies and which have the most significant effect on the amounts recognized in the Consolidated financial statements.

#### (A) Determination of CGUs

A CGU is defined as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Determining the impact of impairment requires significant judgment in identifying which assets or groups of assets are CGUs of the Company.

#### (B) Functional currency

Transactions in foreign currencies are translated to the respective functional currencies of the Company and its subsidiaries (for purposes of this section, the "Group") at exchange rates as of the dates the transactions occur. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date.

### 3. Significant accounting judgments and estimates (*continued*)

Determining the appropriate functional currencies for entities in the Group requires analysis of various factors, including the currencies and country-specific factors that mainly influence sales prices, and the currencies that mainly influence labour, materials and other costs of providing goods or services.

#### Significant estimates and assumptions

The Company has identified the following accounting policies under which significant judgments, estimates and assumptions are made, where actual results may differ from these estimates under different assumptions and conditions, and which may materially affect the Company's financial results or financial position in future periods.

##### (A) Useful life of property, plant and equipment and intangible assets with finite useful lives

The Company employs significant estimates to determine useful lives of property, plant and equipment and intangible assets with finite useful lives, considering industry trends such as technological advancements, past experience, expected use and review of asset lives.

Components of an item of property, plant and equipment may have different useful lives. The Company makes estimates when determining depreciation methods, depreciation rates and useful lives, which require taking into account industry trends and company-specific factors. The Company reviews depreciation methods, useful lives and residual values annually or when circumstances change and adjusts, if necessary, its depreciation methods and assumptions prospectively.

##### (B) Impairment testing of goodwill and indefinite life intangible assets

Goodwill and indefinite life intangible assets are assessed for impairment at least annually, and whenever there is an indication of impairment. The Company determines the fair value of its CGU groupings and indefinite life intangible assets using discounted cash flow models corroborated by other valuation techniques.

The process of determining these fair values requires the Company to make estimates and assumptions of a long-term nature regarding discount rates, projected revenues, royalty rates and margins derived from past experience, actual operating results and budgets. These estimates and assumptions may change in the future due to uncertain competitive and economic market conditions or changes in business strategies.

##### (C) Provision for inventories

Inventories are stated at the lower of cost and estimated net realizable value. The Company estimates net realizable value as the amount at which inventories are expected to be sold, taking into consideration fluctuations in retail prices due to seasonality less estimated costs required to sell. Inventories are written down to net realizable value when the cost of inventories is estimated to be unrecoverable due to obsolescence, damage or declining selling prices.

##### (D) Sales allowances

A sales allowance is established to reflect amounts for programs which can be contractual or discretionary by nature, and can include negotiated discounts, customer audits, defective products and refund of costs incurred by customers to sell the Company's products. Contractual allowances are fixed and determinable at the time of sale and are recorded at the time of sale as a reduction to revenue. Discretionary allowances can vary depending on future outcomes such as nature of the product, customer sales volume, inventory position, product performance at retail, historical performance, market conditions and other considerations. The Company may adjust its estimate of sales allowances when facts and circumstances used in the estimation process change.

##### (E) Income and other taxes

The calculation of current and deferred income taxes requires the Company to make estimates and assumptions and to exercise judgment regarding the carrying values of assets and liabilities which are subject to accounting estimates inherent in those balances, the interpretation of income tax legislation across various jurisdictions, expectations about future operating results, the timing of reversal of temporary differences and possible audits of income tax filings by tax authorities.

Changes or differences in underlying estimates or assumptions may result in changes to the current or deferred income tax balances on the Consolidated statements of financial position, a charge or credit to income tax expense in the Consolidated statements of earnings and comprehensive earnings and may result in cash payments or

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 3. Significant accounting judgments and estimates *(continued)*

receipts. All income, capital and commodity tax filings are subject to audits and reassessments. Changes in interpretations or judgments may result in a change in the Company's income, capital or commodity tax provisions in the future. The amount of such a change cannot be reliably estimated.

### (F) Business combinations

Business combinations are accounted for using the acquisition method of accounting. The Company determines the fair value of the identifiable assets acquired and the liabilities assumed using discounted cash flow models corroborated by other valuation techniques.

The process of determining these fair values requires the Company to make estimates and assumptions of a long-term nature regarding discount rates, projected revenues, royalty rates and margins derived from past experience, actual operating results and budgets. These estimates and assumptions may change in the future due to uncertain competitive and economic market conditions or changes in business strategies. Refer to note 27 for further details on acquisitions.

## 4. Revenue

The Company earns revenue from the following primary sources: Toys, Entertainment and Digital Games.

(US\$ millions)	Year Ended Dec 31,	
	2024	2023
Toy revenue	1,939.9	1,540.9
Entertainment revenue	158.6	190.1
Digital Games revenue	164.5	173.9
<b>Revenue</b>	<b>2,263.0</b>	<b>1,904.9</b>

## 5. Other expense, net

(US\$ millions)	Notes	Year Ended Dec 31,	
		2024	2023
Impairment on non-current assets	14, 15, 16	20.7	35.8
Acquisition related deferred incentive compensation		2.4	7.6
Acquisition related deferred consideration	20	0.9	(6.8)
Investment loss (income), net	13, 28	0.9	(0.2)
Legal settlement expense		0.4	0.6
Other		(3.0)	(3.3)
<b>Other expense, net</b>		<b>22.3</b>	<b>33.7</b>

Acquisition related deferred incentive compensation includes amounts that are contingent on the continued employment of key principals as well as the achievement of certain performance metrics, over their respective requisite service periods.

Investment loss (income), net includes unrealized and realized (income)/loss on portfolio investments and minority interest investments, and share of (income)/loss from an investment in associate.

## 6. Interest expense

(US\$ millions)	Notes	Year Ended Dec 31,	
		2024	2023
Interest on loans and borrowings		29.3	—
Interest on lease liabilities and accretion expense		10.6	5.1
Bank fees and financing charges		8.8	9.5
Amortization of facility fee costs		1.2	0.5
Change in fair value of interest rate swaps	28	0.3	—
Other		0.3	—
<b>Interest expense</b>		<b>50.5</b>	<b>15.1</b>



# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 7. Expenses

*Selling, general and administrative expenses*

(US\$ millions)	Year Ended Dec 31,	
	2024	2023
Administrative	451.0	365.1
Marketing	225.8	181.4
Selling	131.0	132.1
Distribution	85.8	64.2
Product development	38.3	32.9
<b>Selling, general and administrative</b>	<b>931.9</b>	<b>775.7</b>

Administrative expenses include the following:

(US\$ millions)	Year Ended Dec 31,	
	2024	2023
Employee compensation and benefits	312.5	256.6
Technology, property, travel and office costs	60.8	46.8
Professional services, recruiting and training	53.1	41.8
Other	24.6	19.9
<b>Administrative expenses</b>	<b>451.0</b>	<b>365.1</b>

*Depreciation and amortization*

(US\$ millions)	Notes	Year Ended Dec 31,	
		2024	2023
<b>Property, plant and equipment</b>	<b>14</b>		
Moulds, dies and tools, included in cost of sales		21.8	19.9
Equipment		6.0	2.4
Computer hardware		6.3	1.0
Building and leasehold improvements		4.6	4.7
Equipment, included in cost of sales		1.4	1.9
		<b>40.1</b>	<b>29.9</b>
<b>Intangible assets</b>	<b>15</b>		
Entertainment content development, included in cost of sales		34.4	77.7
Trademarks, licenses, IP & customer lists - definite life		10.4	3.1
Digital games and app development, included in cost of sales		6.5	5.1
Computer software		2.1	2.6
		<b>53.4</b>	<b>88.5</b>
<b>Right-of-use assets</b>	<b>25</b>	<b>43.3</b>	<b>11.6</b>
<b>Depreciation and amortization</b>		<b>136.8</b>	<b>130.1</b>

(US\$ millions)	Year Ended Dec 31,	
	2024	2023
Included in cost of sales	64.1	104.7
Included in expenses	72.7	25.4
<b>Depreciation and amortization</b>	<b>136.8</b>	<b>130.1</b>

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 8. Foreign exchange

(US\$ millions)	Year Ended Dec 31,	
	2024	2023
Unrealized foreign exchange (gain) loss, net	(8.4)	26.1
Realized foreign exchange loss (gain), net	6.9	(11.4)
<b>Foreign exchange (gain) loss, net</b>	<b>(1.5)</b>	<b>14.7</b>

Unrealized foreign exchange gains and losses are generated by the translation of monetary assets and liabilities denominated in a currency other than the functional currency and includes gains and losses related to the Company's hedging programs. Realized foreign exchange gains and losses are recognized when monetary assets and liabilities denominated in a currency other than the functional currency of the subsidiary entity are settled and includes gains and losses related to the Company's hedging programs. The Company periodically enters into derivative financial instruments such as foreign exchange forward contracts to manage foreign currency risk on cash flows denominated in currencies other than the US\$ (see Note 28).

## 9. Income tax

The income tax expense recognized in the Consolidated statements of earnings and comprehensive earnings comprises of the following:

(US\$ millions)	Year Ended Dec 31,	
	2024	2023
Current income tax expense	55.9	61.6
Deferred income tax recovery	(18.8)	(11.8)
<b>Income tax expense</b>	<b>37.1</b>	<b>49.8</b>

The income tax expense is calculated as follows:

(US\$ millions)	Year Ended Dec 31,			
	2024		2023	
Income before income tax expense	119.0		201.2	
Income tax expense at Canadian statutory tax rate of 26.5%	31.5	26.5 %	53.3	26.5 %
Effect of:				
Currency translation <sup>1</sup>	11.8	9.9 %	—	— %
Unused tax losses and tax attributes not recognized as deferred tax assets	0.6	0.5 %	0.7	0.3 %
Expense not deductible in determining taxable income	0.2	0.2 %	1.8	0.9 %
Recognition of previously unrecognized tax losses and other deferred tax assets	(1.6)	(1.3)%	(0.2)	(0.1)%
Different tax rates of subsidiaries operating in other jurisdictions	(6.5)	(5.5)%	(7.8)	(3.9)%
Other	1.1	0.9 %	2.0	1.1 %
<b>Income tax expense</b>	<b>37.1</b>	<b>31.2 %</b>	<b>49.8</b>	<b>24.8 %</b>

<sup>1</sup> Effective January 1, 2024, the functional currency of SML was changed from C\$ to US\$. Refer to Note 2.

The tax rates used for the reconciliations above are the Canadian statutory tax rates of Spin Master Corp., payable by corporate entities in the Company, on taxable profits under tax laws in the respective jurisdictions in which the Company operates.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 9. Income tax (continued)

### Current tax assets and liabilities

As at December 31, 2024, the Company had no income tax payable (2023 - \$6.6 million).

### Deferred income tax balances

The following is the analysis of deferred income tax assets and liabilities presented in the Consolidated statements of financial position:

(US\$ millions)	2024	2023
Deferred income tax assets	167.1	110.8
Deferred income tax liabilities	(209.9)	(59.1)
<b>Deferred income tax liabilities, net of deferred income tax assets</b>	<b>(42.8)</b>	<b>51.7</b>

The sources of deferred income tax balances are as follows:

(US\$ millions)	2022	Recognized in net income	Foreign currency translation	2023
Property, plant and equipment	1.0	5.5	—	6.5
Intangible assets	17.8	(3.5)	0.4	14.7
Provisions	18.8	5.4	0.5	24.7
Allowance for doubtful accounts	0.1	0.3	—	0.4
Benefits of tax loss carryforwards	1.4	(0.5)	—	0.9
Other temporary differences	(0.1)	4.6	—	4.5
<b>Deferred income tax assets, net of deferred income tax liabilities</b>	<b>39.0</b>	<b>11.8</b>	<b>0.9</b>	<b>51.7</b>

(US\$ millions)	2023	Recognized in net income	Foreign currency translation	Recognized on business combination	2024
Property, plant and equipment	6.5	1.8	(0.3)	(4.4)	3.6
Intangible assets	14.7	(6.8)	(0.7)	(130.3)	(123.1)
Provisions	24.7	(1.9)	(0.8)	—	22.0
Allowance for doubtful accounts	0.4	—	(0.1)	1.3	1.6
Benefits of tax loss carryforwards	0.9	(3.6)	—	12.0	9.3
Other temporary differences	4.5	29.3	(0.3)	10.3	43.8
<b>Deferred income tax liabilities, net of deferred income tax assets</b>	<b>51.7</b>	<b>18.8</b>	<b>(2.2)</b>	<b>(111.1)</b>	<b>(42.8)</b>

### Unused tax losses

As at December 31, 2024, the Company had unused tax losses of \$7.8 million (2023 - \$9.1 million). Unused tax losses of \$0.5 million will expire between 2025 and 2034, \$1.9 million will expire beyond 2034 and \$5.4 million may be carried forward indefinitely. There were no unrecognized deductible temporary differences for the year ended December 31, 2024 (2023 - \$nil).

### Unrecognized taxable temporary differences associated with investments in subsidiaries

The aggregate amount of temporary differences associated with investments in subsidiaries for which deferred tax liabilities were not recognized as at December 31, 2024 are \$274.4 million (2023 - \$310.0 million).

## 10. Cash

As at December 31, 2024, the Company held \$7.7 million of cash in a geographic region which is subject to certain limitations.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 11. Trade and other receivables, net

### Trade receivables

(US\$ millions)	Dec 31, 2024	Dec 31, 2023
Trade receivables <sup>1</sup>	797.0	660.1
Provisions for sales allowances	(286.4)	(241.7)
Allowance for doubtful accounts	(11.2)	(4.0)
<b>Trade receivables, net</b>	<b>499.4</b>	<b>414.4</b>

<sup>1</sup> Trade receivables disclosed above include any amounts that are past due as at the end of the reporting period.

### Trade receivables past due but not impaired

(US\$ millions)	Dec 31, 2024	Dec 31, 2023
61-90 days	12.6	6.4
91-120 days	4.4	0.7
> 120 days	26.8	9.0
<b>Total trade receivables past due but not impaired</b>	<b>43.8</b>	<b>16.1</b>

### Movement in the allowance for doubtful accounts

(US\$ millions)	Dec 31, 2024	Dec 31, 2023
Balance, beginning of year	4.0	1.5
Acquired through business combinations	4.9	—
Net impairment recognized	7.0	3.7
Amounts written off during the year as uncollectible	(4.5)	(1.1)
Foreign currency translation	(0.2)	(0.1)
<b>Balance, end of year</b>	<b>11.2</b>	<b>4.0</b>

In determining the recoverability of a trade receivable, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period.

### Other receivables

(US\$ millions)	Dec 31, 2024	Dec 31, 2023
Investment tax credits receivables	46.2	48.9
Sales tax receivables	3.6	4.1
Other	5.1	7.0
<b>Other receivables</b>	<b>54.9</b>	<b>60.0</b>

## 12. Inventories, net

(US\$ millions)	Dec 31, 2024	Dec 31, 2023
Raw materials	1.5	2.7
Finished goods	183.2	95.3
<b>Inventories, net</b>	<b>184.7</b>	<b>98.0</b>

Inventories as at December 31, 2024 are net of \$15.1 million for the provision of inventories to net realizable value (December 31, 2023 - \$9.0 million).

The cost of inventories recognized as an expense in cost of sales during the year ended December 31, 2024 was \$945.2 million (2023 - \$705.2 million).

The Company acquired \$179.6 million of inventories as part of the acquisition of Melissa & Doug, of which \$66.3 million relates to the fair value adjustment, representing the difference between inventory cost and its fair value. The

# Spin Master Corp.

Consolidated financial statements for the year ended December 31, 2024 and December 31, 2023

## 12. Inventories, net (continued)

fair value adjustment is recognized as an expense in cost of sales as the related inventories are sold. For the year ended December 31, 2024, the Company recognized \$66.3 million of the fair value adjustment in cost of sales, which reduced gross profit realized in the year.

During the year ended December 31, 2024, included within cost of sales in the Consolidated statements of earnings and comprehensive earnings was a cost of \$8.1 million (2023 - \$7.4 million) related to finished goods inventories written down to net realizable value.

## 13. Prepaid expenses and other assets

(US\$ millions)	Notes	Dec 31, 2024	Dec 31, 2023
Prepaid expenses		25.4	35.2
Advances on royalties		16.8	1.6
Unrealized foreign exchange gain on financial instruments	28	6.5	4.1
<b>Prepaid expenses and other assets</b>		<b>48.7</b>	<b>40.9</b>

(US\$ millions)	Notes	Dec 31, 2024	Dec 31, 2023
Minority interest investments		9.0	11.3
Investment tax credits - non-current portion		5.6	4.6
Portfolio investments	28	4.5	3.7
Advances on royalties		4.0	5.0
Trade receivables - non-current portion		3.4	—
Investment in associate		3.4	—
Unamortized facility fee costs	19	—	1.7
Other non-current assets		—	0.2
<b>Other assets, non-current</b>		<b>29.9</b>	<b>26.5</b>

### Minority interest investments

Minority interest investments classified as FVTOCI is comprised of equity instruments that the Company has irrevocably elected to recognize in this category. These are strategic investments, and the Company considers this classification to be more relevant.

During the year ended December 31, 2024, there were no new minority interest investments acquired. In 2023, the Company invested \$2.5 million in existing minority interest investments classified as FVTPL.

The carrying value of the five minority interest investments held as at December 31, 2024 (December 31, 2023 - seven investments) were as follows:

(US\$ millions)	Carrying value at, Dec 31, 2024	Dec 31, 2023
Minority interest investments classified as FVTOCI	3.0	3.0
Minority interest investments classified as FVTPL	6.0	8.3
<b>Minority interest investments</b>	<b>9.0</b>	<b>11.3</b>

For the year ended December 31, 2024, the Company recognized \$0.5 million loss (2023 - \$nil) on the minority interest investments in the Consolidated statements of earnings and comprehensive earnings.

### Investment in associate

During the year ended December 31, 2024, the Company invested an additional \$2.0 million. Prior to December 31, 2024, the Company had an investment of \$1.8 million, previously recognized as minority interest investment classified as FVTPL. Investment in associate is accounted for under the equity method and initially recognized at cost and the carrying amount is subsequently adjusted based on the Company's share of the associate's income or

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 13. Prepaid expenses and other assets (continued)

loss. For the year ended December 31, 2024, the Company recognized \$0.1 million of loss from its associate and foreign currency translation of \$0.3 million.

### Portfolio investments

For the year ended December 31, 2024, the Company recognized \$0.3 million net unrealized loss (2023 - net unrealized gain of \$0.1 million). The Company did not recognize any distribution income for the year ended December 31, 2024 (2023 - \$0.1 million).

From inception, the Company has paid \$3.9 million (2023 - \$2.8 million) for portfolio investments and is committed to paying the remaining \$2.1 million (2023 - \$0.2 million) upon receiving capital calls over the remaining term of the investment agreements. The portfolio investments are held for medium to long-term strategic purposes (see Note 28).

## 14. Property, plant and equipment

(US\$ millions)	Note	Moulds, dies and tools	Equipment	Land, building and leasehold improvements	Computer hardware	Total
<b>Cost</b>						
Balance at Dec 31, 2022		176.1	30.2	39.7	12.6	258.6
Additions		20.6	1.9	3.7	1.8	28.0
Disposals		(38.3)	(5.5)	(3.0)	(0.6)	(47.4)
Impairment		(0.9)	—	—	—	(0.9)
Assets acquired through business combinations	27	0.4	—	—	—	0.4
Foreign currency translation		(2.2)	0.3	0.8	0.4	(0.7)
<b>Balance at Dec 31, 2023</b>		<b>155.7</b>	<b>26.9</b>	<b>41.2</b>	<b>14.2</b>	<b>238.0</b>
Additions		22.8	2.7	2.7	5.8	34.0
Disposals		(7.5)	(6.2)	(5.3)	(6.3)	(25.3)
Impairment		(0.5)	—	—	—	(0.5)
Assets acquired through business combination	27	5.0	12.2	13.4	6.5	37.1
Foreign currency translation		(5.4)	(0.4)	(0.5)	(0.2)	(6.5)
<b>Balance at Dec 31, 2024</b>		<b>170.1</b>	<b>35.2</b>	<b>51.5</b>	<b>20.0</b>	<b>276.8</b>
<b>Accumulated depreciation and impairment</b>						
Balance at Dec 31, 2022		(156.9)	(23.1)	(30.9)	(11.7)	(222.6)
Depreciation		(19.9)	(4.3)	(4.7)	(1.0)	(29.9)
Disposals		37.1	4.6	2.7	0.7	45.1
Foreign currency translation		3.2	(0.4)	(0.6)	(0.2)	2.0
<b>Balance at Dec 31, 2023</b>		<b>(136.5)</b>	<b>(23.2)</b>	<b>(33.5)</b>	<b>(12.2)</b>	<b>(205.4)</b>
Depreciation		(21.8)	(7.4)	(4.6)	(6.3)	(40.1)
Disposals		6.2	6.1	4.7	6.4	23.4
Foreign currency translation		4.7	0.4	0.2	0.2	5.5
<b>Balance at Dec 31, 2024</b>		<b>(147.4)</b>	<b>(24.1)</b>	<b>(33.2)</b>	<b>(11.9)</b>	<b>(216.6)</b>
<b>Net carrying amount</b>						
<b>Balance at Dec 31, 2023</b>		<b>19.2</b>	<b>3.7</b>	<b>7.7</b>	<b>2.0</b>	<b>32.6</b>
<b>Balance at Dec 31, 2024</b>		<b>22.7</b>	<b>11.1</b>	<b>18.3</b>	<b>8.1</b>	<b>60.2</b>

At December 31, 2024, the Company assessed tangible assets for any indication of impairment and noted no indicators with the exception of those related to certain tooling assets. Impairment is recorded when the carrying amount of the asset exceeds its recoverable amount. For the year ended December 31, 2024, the Company recorded impairment of \$0.5 million (2023 - \$0.9 million), related to tooling in Other expense, net within the Consolidated statements of earnings and comprehensive earnings.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 15. Intangible assets

(US\$ millions)	Note	Brands - indefinite	Trademarks, licenses, IP & customer lists - definite	Entertainment content development	Digital game and app development	Computer software	Total
<b>Cost</b>							
Balance at Dec 31, 2022		159.7	56.1	290.8	34.8	36.9	578.3
Additions <sup>1</sup>		3.3	—	54.0	19.1	3.0	79.4
Disposals		—	—	—	—	(0.1)	(0.1)
Impairment		—	—	(6.4)	(0.7)	(1.1)	(8.2)
Assets acquired through business combinations	27	12.5	3.7	—	—	—	16.2
Foreign currency translation		0.6	0.2	7.4	1.6	0.9	10.7
<b>Balance at Dec 31, 2023</b>		<b>176.1</b>	<b>60.0</b>	<b>345.8</b>	<b>54.8</b>	<b>39.6</b>	<b>676.3</b>
Additions		—	—	45.9	29.4	8.3	83.6
Impairment		—	—	(1.8)	(7.0)	—	(8.8)
Assets acquired through business combination	27	431.0	105.2	—	—	—	536.2
Foreign currency translation		(0.1)	(0.2)	0.1	(4.2)	—	(4.4)
<b>Balance at Dec 31, 2024</b>		<b>607.0</b>	<b>165.0</b>	<b>390.0</b>	<b>73.0</b>	<b>47.9</b>	<b>1,282.9</b>
<b>Accumulated amortization</b>							
Balance at Dec 31, 2022		—	(36.7)	(213.7)	(17.7)	(30.4)	(298.5)
Amortization		—	(3.1)	(77.7)	(5.1)	(2.6)	(88.5)
Disposal		—	—	—	—	0.1	0.1
Foreign currency translation		—	(0.8)	(6.1)	(0.5)	(0.7)	(8.1)
<b>Balance at Dec 31, 2023</b>		<b>—</b>	<b>(40.6)</b>	<b>(297.5)</b>	<b>(23.3)</b>	<b>(33.6)</b>	<b>(395.0)</b>
Amortization		—	(10.4)	(34.4)	(6.5)	(2.1)	(53.4)
Disposal		—	—	—	—	(0.1)	(0.1)
Asset impairments		—	—	—	1.5	—	1.5
Foreign currency translation		—	0.1	(0.2)	1.6	—	1.5
<b>Balance at Dec 31, 2024</b>		<b>—</b>	<b>(50.9)</b>	<b>(332.1)</b>	<b>(26.7)</b>	<b>(35.8)</b>	<b>(445.5)</b>
<b>Net carrying amount</b>							
<b>Balance at Dec 31, 2023</b>		<b>176.1</b>	<b>19.4</b>	<b>48.3</b>	<b>31.5</b>	<b>6.0</b>	<b>281.3</b>
<b>Balance at Dec 31, 2024</b>		<b>607.0</b>	<b>114.1</b>	<b>57.9</b>	<b>46.3</b>	<b>12.1</b>	<b>837.4</b>

<sup>1</sup> On April 14, 2023, the Company recorded an addition of \$3.3 million in indefinite life brands as a result of the assets acquired from a games & puzzles company.

The Company's Entertainment content development and Digital games and app development assets are comprised primarily of internally generated intangible assets. As at December 31, 2024, the range of remaining useful life of these definite life intangible assets based on their net carrying amount is one to five years.

### Intangible asset impairment - definite life assets

At December 31, 2024, the Company assessed intangible assets for any indication of impairment. For the year ended December 31, 2024, the Company recorded impairment of \$5.5 million (2023 - \$0.7 million) related to Digital games app development, \$1.8 million (2023 - \$6.4 million) related to entertainment content projects no longer in active development, and \$nil (2023 - \$1.1 million) related to computer software within Other expense, net in the Consolidated statements of earnings and comprehensive earnings.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 15. Intangible assets (continued)

### Indefinite life brands

The carrying amount of indefinite life brands by CGU is as follows:

(US\$ millions)	Notes	Dec 31, 2024	Dec 31, 2023
Melissa & Doug	27	431.0	—
Games and Puzzles		43.4	43.5
Rubik's		40.6	40.7
Plush		33.9	33.9
Outdoor		28.5	28.5
Etch A Sketch		7.2	7.2
Wheels & Action		4.8	4.8
Meccano		2.3	2.3
Toys intangible assets		591.7	160.9
Digital Games intangible assets		15.3	15.3
<b>Total</b>		<b>607.0</b>	<b>176.2</b>

The Company has assessed these intangible assets to have indefinite useful lives as they will generate economic benefit with no foreseeable limit. Therefore, the Company does not amortize these intangible assets, but tests for impairment in accordance with the Company's policy. The recoverable amount of the CGUs for indefinite life brands have been determined on the same basis and assumptions as goodwill (see Note 16).

For the year ended December 31, 2024, the Company completed its annual impairment tests for indefinite life brands and did not recognize any impairment (2023 - \$nil).

## 16. Goodwill

(US\$ millions)	Notes	Dec 31, 2024	Dec 31, 2023
Balance, beginning of year		165.9	179.0
Additions during the year	27	215.4	12.4
Impairment recognized in the year		(12.9)	(26.7)
Foreign currency translation		(0.3)	1.2
<b>Balance, end of year</b>		<b>368.1</b>	<b>165.9</b>

The carrying amount of goodwill was allocated to these CGUs as follows:

(US\$ millions)	Notes	Dec 31, 2024	Dec 31, 2023
Melissa & Doug	27	215.4	—
Games and Puzzles		61.5	61.5
Rubik's		23.0	23.0
Digital Games		19.7	22.6
Outdoor <sup>1</sup>		12.4	22.4
Plush		20.3	20.3
Toys		7.5	7.5
Wheels and Action		3.1	3.1
Other		5.2	5.5
<b>Goodwill</b>		<b>368.1</b>	<b>165.9</b>

<sup>1</sup> Outdoor CGU was previously referred to as SwimWays.



# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 16. Goodwill (continued)

### Intangible asset impairment - goodwill and indefinite life brands

In assessing goodwill and indefinite life intangible assets for impairment at December 31, 2024 and 2023, the Company compared the aggregate recoverable amount of the assets included in CGUs to their respective carrying amounts.

The recoverable amount of a CGU is determined based on a value in use calculation which uses cash flow projections based on financial forecasts covering a five-year period and a terminal value. The terminal value is the value attributed to the CGU's cash flows beyond the five-year period. The key assumptions used in the value in use calculation are discount rates, projected revenues and margins.

The discount rate applied to each CGU to determine the value in use is a pre-tax discount rate that reflects current market assessments of the time value of money and considers the risk-free rate, market equity risk premium, size premium and the risks specific to each CGU's cash flow projections. The pre-tax discount rates used by the Company for the purpose of its value in use calculations ranged from 8.6% to 12.8% (2023 - 11.3% to 19.6%).

Revenue growth rates are based on management's best estimates considering historical and expected future operating and plans, economic considerations and the general outlook for the industry and markets in which the CGU operates. Cash flow projections during the forecast period are determined using expected gross margins and raw materials price inflation throughout the forecast period. The projections are prepared separately for each of the Company's CGUs and are based on the most recent financial budgets approved by management. The terminal value is projected using a 1.0% (2023 - 1.0%) per annum growth rate in perpetuity which is the projected long-term average growth rate.

The Company has conducted a sensitivity analysis on the key assumptions used to determine the recoverable amount for each of the CGUs. Management believes that any reasonable change in the key assumptions on which the recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the related CGUs.

For the year ended December 31, 2024, there was \$12.9 million (2023 - \$26.7 million) impairment of goodwill recognized, comprised of \$10.0 million for the Outdoor CGU and \$2.9 million for a gaming studio within the Digital Games CGU, reflecting changes in management's strategies. The impairment was recognized within Other expense, net in the Consolidated statements of earnings and comprehensive earnings.

## 17. Trade payables and accrued liabilities

(US\$ millions)	Dec 31, 2024	Dec 31, 2023
Trade payables	224.2	189.2
Accrued liabilities	205.3	196.2
<b>Trade payables and accrued liabilities</b>	<b>429.5</b>	<b>385.4</b>

Accrued liabilities are comprised of payroll related liabilities, accrued royalties, commodity tax, dividends payable, and other liabilities. As at December 31, 2024, \$8.5 million of dividends payable is included in accrued liabilities (December 31, 2023 - \$4.6 million) (see Note 21).

As at December 31, 2024, accrued liabilities include a restructuring liability of \$1.6 million, which is expected to be paid within the next 12 months (December 31, 2023 - \$3.5 million), with a corresponding expense recorded in Selling, general and administrative expenses in the Consolidated statements of earnings and comprehensive earnings.

## 18. Deferred revenue

Deferred revenue is comprised of advances on contracts relating to Entertainment revenue and subscriptions relating to Digital Games revenue. These amounts represent consideration received in advance of the Company fulfilling its performance obligations. As at December 31, 2024, the Company had deferred revenue of \$22.0 million (December 31, 2023 - \$11.0 million).

For the year ended December 31, 2024, the Company recognized revenue of \$1.4 million (2023 - \$11.9 million) relating to amounts previously deferred.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 19. Loans and borrowings

(US\$ millions)	Dec 31, 2024	Dec 31, 2023
<b>Unsecured debt (at amortized cost)</b>		
Facility (i)	165.0	—
Acquisition Facility (ii)	225.0	—
	390.0	—
<b>Less:</b>		
Unamortized financing costs	(0.9)	—
<b>Total unamortized financing costs</b>	<b>(0.9)</b>	<b>—</b>
Current	389.1	—
Non-current	—	—
<b>Total loans and borrowings</b>	<b>389.1</b>	<b>—</b>

### Unsecured Debt

#### Bank facilities

- i. The Company has an unsecured revolving credit facility (the "Facility") with a borrowing capacity of \$510.0 million which matures on September 28, 2026, and contains certain financial covenants. The Facility also has an option which permits the Company to increase the total capital available by an additional \$200.0 million. During the year ended December 31, 2024, the Company drew \$300.0 million and repaid \$135.0 million against the Facility.

Total financing costs of \$1.8 million, which include Facility amendment fees and related legal fees, are offset in Loans and borrowings and are being amortized over the term of the amended and restated agreement. This facility is subject to the maintenance of certain financial covenants.

As at December 31, 2024, there was \$4.8 million (December 31, 2023 - \$1.5 million) in letters of credit outstanding under the Facility.

- ii. On November 20, 2023, the Company entered into a non-revolving credit facility (the "Acquisition Facility") with a borrowing capacity of \$225.0 million, which contains certain financial covenants. On November 15, 2024, the Company entered into an agreement to amend and restate its existing Acquisition Facility, which now matures on September 30, 2025. The Acquisition Facility was used to fund the acquisition of Melissa & Doug. Total financing costs of \$0.9 million, which include facility arranger fees, agency fees and related legal fees, are offset in Loans and borrowings and are being amortized over the term of the Acquisition Facility. This facility is subject to the maintenance of certain financial covenants.

During the year ended December 31, 2024, the Company drew \$225 million and made no repayment against the Acquisition Facility.

For the year ended December 31, 2024, the weighted average interest rates on the Facility and Acquisition Facility were both 6.5% (2023 - N/A).

As at December 31, 2023, unamortized financing costs of \$1.7 million are included in Prepaid expenses and other assets in the Consolidated statements of financial position.

The Company was in compliance with all financial covenants as at December 31, 2024 and December 31, 2023.

#### Bank overdraft facility

The Company has an uncommitted overdraft facility agreement (the "European Facility") for \$15.9 million (equivalent to €15.0 million). The European Facility will be used, if needed, to fund working capital requirements in Europe. As at December 31, 2024, the outstanding balance was \$nil (December 31, 2023 - \$nil).

### Secured Debt

#### Bank facilities

The Company has an uncommitted revolving credit facility to finance television and film production (the "Production Facility"). The limit of the Production Facility is \$7.4 million (equivalent to C\$10.0 million). As at December 31, 2024, the outstanding balance of the Production Facility was \$nil (December 31, 2023 - \$nil).

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 20. Provisions

(US\$ millions)	Dec 31, 2024	Dec 31, 2023
Deferred Consideration <sup>(i)</sup>	19.2	26.7
Defectives <sup>(ii)</sup>	12.5	14.5
Supplier liabilities <sup>(iii)</sup>	3.5	5.2
<b>Provisions</b>	<b>35.2</b>	<b>46.4</b>
Current	24.7	32.1
Non-current	10.5	14.3
<b>Provisions</b>	<b>35.2</b>	<b>46.4</b>

(US\$ millions)	Deferred consideration <sup>(i)</sup>	Defectives <sup>(ii)</sup>	Supplier liabilities <sup>(iii)</sup>	Total
<b>Dec 31, 2022</b>	<b>26.7</b>	<b>13.6</b>	<b>5.4</b>	<b>45.7</b>
Provisions recognized	14.2	9.7	1.5	25.4
Accretion recognized	1.2	—	—	1.2
Payments	(8.7)	(9.0)	(1.7)	(19.4)
Revaluation of provisions	(6.7)	0.2	—	(6.5)
<b>Dec 31, 2023</b>	<b>26.7</b>	<b>14.5</b>	<b>5.2</b>	<b>46.4</b>
Provisions recognized	4.1	10.7	—	14.8
Accretion recognized	1.6	—	—	1.6
Payments	(12.5)	(12.8)	(1.7)	(27.0)
Revaluation of provisions	(0.7)	0.1	—	(0.6)
<b>Dec 31, 2024</b>	<b>19.2</b>	<b>12.5</b>	<b>3.5</b>	<b>35.2</b>

- (i) Certain business combinations include agreement terms associated with royalty payables or deferred incentive compensation and are based on the achievement of certain financial performance criteria and/or continued employment. The accretion of the royalties is recorded in Interest expense in the Consolidated statements of earnings and comprehensive earnings. Accrued deferred incentive compensation is recorded in Other expense, net in the Consolidated statements of earnings and comprehensive earnings. Subsequent reviews of financial performance may result in the recording of additional considerations or reductions of the existing provision and are recorded in Other expense, net in the Consolidated statements of earnings and comprehensive earnings.
- (ii) Defectives occur when the end consumer returns faulty goods to the Company's customers. Customers without a fixed allowance for defectives are eligible for a credit for the cost of the product if returned as defective by the end consumer. The estimate of defectives is made based on the class and nature of the product and reduces the revenue figure in the Consolidated statements of earnings and comprehensive earnings.
- (iii) Supplier liabilities represent the estimated amounts to be paid to suppliers for lower than expected volumes purchased, resulting in the supplier having excess raw material and/or finished goods inventory. While such payments are not legally required, the Company may compensate suppliers to maintain supplier relationships. The supplier obligation is based on the Company's estimate of the cost of the supplier's excess raw material and/or finished goods inventory. The provision for supplier obligations is recorded in cost of sales in the Consolidated statements of earnings and comprehensive earnings.

The Company is involved in various routine legal proceedings incidental to the ordinary course of its business. The Company believes that the outcome of all pending legal proceedings in the aggregate is not probable to have a material adverse effect on the Company's business, financial condition and/or its results of operations. However, considering the uncertainties involved in legal proceedings generally, the ultimate outcome of a particular matter could be material to the Company's operating results for a particular period depending on, among other things, the size of the loss or the nature of the liability imposed and the level of the Company's income for that particular period.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 21. Share capital

(a) Authorized as at December 31, 2024 and December 31, 2023

- Unlimited number of multiple voting shares with no par value;
- Unlimited number of subordinate voting shares with no par value; and
- Unlimited number of preferred shares issuable in series with no par value.

Multiple voting shares and subordinate voting shares entitle the holder to receive dividends, and to receive the proceeds of liquidation, dissolution or winding up the Company in proportion to the number of shares held. These rights are subject to the prior rights of the holders of any shares ranking prior to the multiple voting shares and the subordinate voting shares.

The holders of the multiple voting shares are entitled to 10 votes for each share held and the holders of the subordinate voting shares are entitled to 1 vote for each share held.

Multiple voting shares are convertible at any time into an equivalent number of subordinate voting shares. Subordinate voting shares do not have any redemption or conversion rights.

Preferred shares of each series will be entitled to preference over the multiple voting shares and subordinate voting shares with respect to the payment of dividends and the proceeds of liquidation, dissolution or winding up of the Company.

	Year Ended Dec 31, 2024		Year Ended Dec 31, 2023	
	Shares (millions)	Amount (US\$ millions)	Shares (millions)	Amount (US\$ millions)
<u>Multiple voting shares:</u>				
Outstanding, beginning of period	68.7	350.5	68.7	350.5
Conversion to subordinate voting shares	(0.2)	—	—	—
<b>Outstanding, end of period</b>	<b>68.5</b>	<b>350.5</b>	<b>68.7</b>	<b>350.5</b>
<u>Subordinate voting shares:</u>				
Outstanding, beginning of year	35.0	432.9	34.2	404.2
Issuance of subordinate voting shares	1.1	11.2	1.2	33.4
Subordinate voting shares purchased and cancelled	(2.4)	(29.0)	(0.4)	(4.7)
Conversion from multiple voting shares	0.2	—	—	—
<b>Outstanding, end of year</b>	<b>33.9</b>	<b>415.1</b>	<b>35.0</b>	<b>432.9</b>
<b>Shares issued and outstanding, end of year</b>	<b>102.4</b>	<b>765.6</b>	<b>103.7</b>	<b>783.4</b>

On February 28, 2024, the Company launched, and the Toronto Stock Exchange ("TSX") accepted the notice to launch a Normal Course Issuer Bid (the "NCIB"). Under the NCIB, the Company repurchases its subordinate voting shares on the open market at its discretion and subject to compliance with applicable securities laws and the rules of the TSX. The NCIB period commenced on March 4, 2024, and will end on the earlier of March 3, 2025, and the completion of purchases under the NCIB, of up to 2,984,559 subordinate voting shares, which represented approximately 10% of the "public float" (within the meaning of the rules of the TSX) upon launch of the NCIB.

During the year ended December 31, 2024, the Company repurchased and cancelled 2,370,960 (2023 - 397,700) subordinate voting shares for \$54.5 million (2023 - \$10.5 million).

On December 16, 2024, the Company entered into an automatic share purchase plan ("ASPP") to purchase the subordinate voting shares under the NCIB for a period up to February 26, 2025. As at December 31, 2024, an obligation for the outstanding repurchase commitments in the amount of \$7.0 million has been recognized in trade payables and accrued liabilities. Subsequent to December 31, 2024, the Company repurchased and cancelled 30,100 subordinate voting shares for \$0.6 million.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 21. Share capital (continued)

The following table summarizes the Company's activities under the NCIB for the years ended December 31, 2024 and 2023:

(US\$ millions, unless otherwise noted)	Year Ended Dec 31,	
	2024	2023
Subordinate voting shares repurchased for cancellation (number of shares)	2,370,960	397,700
Consideration	54.5	10.5
Reduction in share capital	29.0	4.7
Premium on repurchased and cancelled shares recorded in retained earnings	25.5	5.8

The Company paid and declared its first quarterly dividend in the third quarter of 2022. The following table provides a summary of dividends declared and paid in 2024 and 2023.

Declaration Date	Record Date	Payment Date	Dividend per Share (C\$)	Dividends declared and paid (in US\$ millions) <sup>1</sup>
Feb 24, 2025	Mar 28, 2025	Apr 11, 2025	0.12	—
Oct 30, 2024	Dec 27, 2024	Jan 10, 2025	0.12	9.1
Jul 30, 2024	Sep 27, 2024	Oct 11, 2024	0.12	9.1
May 7, 2024	Jun 28, 2024	Jul 12, 2024	0.12	9.1
Feb 28, 2024	Mar 29, 2024	Apr 12, 2024	0.06	4.6
Nov 1, 2023	Dec 29, 2023	Jan 12, 2024	0.06	4.6
Aug 2, 2023	Sep 29, 2023	Oct 13, 2023	0.06	4.6
May 3, 2023	Jun 30, 2023	Jul 14, 2023	0.06	4.7
Mar 8, 2023	Mar 31, 2023	Apr 14, 2023	0.06	4.6
Nov 2, 2022	Dec 30, 2022	Jan 13, 2023	0.06	4.6

<sup>1</sup> Dividends declared on Feb 24, 2025 will be accrued on record date of Mar 28, 2025.

During the year ended December 31, 2024, dividends of \$27.5 million (2023 - \$18.4 million) were paid.

In 2023, the Company implemented a Dividend Reinvestment Plan (the "DRIP"). The DRIP provides the Company's eligible shareholders with the opportunity to have all or a portion of the cash dividends declared on their subordinate voting shares or multiple voting shares automatically reinvested into additional subordinate voting shares of the Company on an ongoing basis.

### (b) Share-based plans

The total expense recognized for employee services received during the years ended for December 31, 2024 and 2023 for equity-settled transactions is shown in the following table:

(US\$ millions)	Year Ended Dec 31,	
	2024	2023
Equity-settled RSUs and PSUs	29.3	20.1

Share-based compensation expense is recorded in administrative expenses in the Consolidated statements of earnings and comprehensive earnings with a corresponding amount recorded in contributed surplus.

### Long-Term Incentive Plan

The Company has an equity-based compensation plan providing for the issuance of subordinate voting shares from treasury. Under the LTIP, the Board of Directors may, at its discretion from time to time, grant share options, share units, in the form of RSUs and PSUs, stock appreciation rights, restricted stock and any other equity based awards. As at December 31, 2024, the aggregate number of subordinate voting shares that may be issued pursuant to grants under the LTIP may not exceed 9,669,599 (December 31, 2023 - 9,669,599). As at December 31, 2024, 1,664,257 (December 31, 2023 - 2,952,265) subordinate voting shares remained reserved for issuance under the LTIP.

The Company settled vested LTIP grants through the issuance of shares. For the year ended December 31, 2024, \$11.2 million (2023 - \$33.4 million) was transferred from contributed surplus to share capital, which is net of \$12.0 million related to a reclassification between share capital and contributed surplus for historical LTIP settlements.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 21. Share capital (continued)

### Restricted Share Units and Performance Share Units

RSUs and PSUs are granted to eligible persons by the Company's Board of Directors. The Board of Directors determines the grant value and valuation date for each grant. RSUs and PSUs vest from the date of grant in accordance with the vesting schedule determined by the Board of Directors and set out in the applicable grant agreement for each Eligible Person.

Below is a summary of the activity related to RSUs outstanding as at December 31, 2024 and December 31, 2023.

(number of units)	Dec 31, 2024	Dec 31, 2023
Outstanding, beginning of year	1,146,027	1,082,423
Granted	895,671	676,978
Exercised	(617,330)	(562,775)
Forfeited	(93,637)	(50,599)
<b>Outstanding, end of year</b>	<b>1,330,731</b>	<b>1,146,027</b>

Below is a summary of the activity related to PSUs outstanding as at December 31, 2024 and December 31, 2023.

(number of units)	Dec 31, 2024	Dec 31, 2023
Outstanding, beginning of year	722,624	1,006,332
Granted	494,721	404,009
Exercised	(424,113)	(665,519)
Forfeited	(29,568)	(22,198)
<b>Outstanding, end of year</b>	<b>763,664</b>	<b>722,624</b>

### Share Options ("Options")

Under the LTIP, the Company may issue Options. The exercise price of each Option equals the market price of the Company's shares on the date of grant and the Options have a maximum term of ten years. The Options vest ratably over a four-year vesting period.

The Company did not issue any Options in 2024 and 2023. As at December 31, 2024, 476,224 (December 31, 2023 - 476,224) Options are outstanding with a weighted average exercise price of C\$34.78 (December 31, 2023 - C\$34.78).

	Dec 31, 2024		Dec 31, 2023	
	Number of share options	Weighted average exercise price (CAD)	Number of share options	Weighted average exercise price (CAD)
Outstanding, beginning of year	476,224	34.78	483,426	34.97
Exercised	—	—	—	—
Forfeited and/or expired	—	—	(7,202)	47.52
<b>Outstanding, end of year</b>	<b>476,224</b>	<b>34.78</b>	<b>476,224</b>	<b>34.78</b>
<b>Exercisable options</b>	<b>476,224</b>	<b>34.78</b>	<b>476,224</b>	<b>34.78</b>

	Dec 31, 2024			Dec 31, 2023	
Exercise price	Number of Share Options Outstanding	Weighted average remaining contractual life (years)	Number of Share Options Outstanding	Weighted average remaining contractual life (years)	
\$22.94	179,069	1.3	179,069	2.3	
\$37.64	125,516	2.2	125,516	3.2	
\$37.96	86,185	4.1	86,185	5.1	
\$52.20	85,454	3.2	85,454	4.2	
<b>Total</b>	<b>476,224</b>	<b>2.4</b>	<b>476,224</b>	<b>3.4</b>	

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 21. Share capital (continued)

### Deferred Share Unit Plan

Deferred Share Units ("DSUs") are designed to promote greater alignment of long-term interests between members of the Board of Directors and shareholders, by allowing Board of Directors members to elect to receive cash remuneration in the form of DSUs, cash or combination thereof. The DSUs vest immediately upon grant but are not redeemed until the Board of Directors member ceases to serve on the Company's Board of Directors.

Below is a summary of the activity related to the DSUs outstanding as at December 31, 2024 and December 31, 2023.

(number of units)	Dec 31, 2024	Dec 31, 2023
Outstanding, beginning of year	256,680	187,864
Granted	81,102	72,506
Exercised	(60,744)	(3,690)
<b>Outstanding, end of year</b>	<b>277,038</b>	<b>256,680</b>

The fair value of the DSUs is determined to be the share price on the grant date. Share based compensation expense of \$1.9 million (2023 - \$1.9 million) was recorded for the year ended December 31, 2024.

There was \$0.2 million mark to market gain on DSUs outstanding (2023 - loss of \$0.1 million) for the year ended December 31, 2024.

The share-based compensation and mark to market loss or gain related to DSUs are reflected in administrative expenses in the Consolidated statements of earnings and comprehensive earnings. A corresponding amount was recorded in accrued liabilities.

For the year ended December 31, 2024, the total share-based compensation expense of \$29.3 million (2023 - \$20.1 million) includes the equity-settled RSU and PSU share based compensation of \$29.5 million (2023 - \$20.1 million) and the mark to market gain on DSUs of \$0.2 million (2023 - loss of \$0.1 million).

## 22. Earnings per share

(US\$ millions, except per share amounts)	Year Ended Dec 31, 2024	2023
Net Income	81.9	151.4
Weighted average number of shares (in millions)	103.3	103.5
Dilutive effect of equity <sup>1</sup>	2.5	2.2
Diluted weighted average number of shares (in millions)	105.8	105.7
<b>Basic earnings per share</b>	<b>0.79</b>	<b>1.46</b>
<b>Diluted earnings per share</b>	<b>0.77</b>	<b>1.43</b>

<sup>1</sup> The dilutive effect of equity includes equity instruments which are comprised of employee stock options.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 23. Net changes in non-cash working capital

(US\$ millions)	Year Ended Dec 31,	
	2024	2023
<b>(Increase) decrease in assets:</b>		
Trade receivables, net <sup>1</sup>	19.8	(111.9)
Other receivables	5.0	(13.0)
Inventories, net	26.6	8.0
Prepaid expenses and other assets	(0.8)	(18.8)
	<b>50.6</b>	<b>(135.7)</b>
<b>Increase (decrease) in liabilities:</b>		
Trade payables and accrued liabilities	(39.3)	36.3
Deferred revenue	11.0	(0.5)
Provisions	2.6	(5.5)
Other	—	0.3
	<b>(25.7)</b>	<b>30.6</b>
<b>Net changes in non-cash working capital</b>	<b>24.9</b>	<b>(105.1)</b>

<sup>1</sup> Includes a change in presentation from trade receivables to non-current other assets of \$11.4 million in 2024.

## 24. Related party transactions

In the normal course of operations, the Company engaged the services of a law firm whose managing partner is also a member of the Company's Board of Directors on terms equivalent to those that prevail in arm's length transactions.

For the year ended December 31, 2024, related party transactions were included in administrative expenses in the Consolidated statements of earnings and comprehensive earnings of the Company in the amount of \$1.0 million (2023 - \$2.0 million). As at December 31, 2024, amounts payable to the director's law firm were \$0.2 million (December 31, 2023 - \$0.4 million).

For the year ended December 31, 2024, the Company paid incentive compensation related liabilities of \$1.5 million on behalf of three members of the Company's Board of Directors (2023 - \$3.7 million). These amounts were repaid by all three directors to the Company in the second quarter of 2024.

### *Compensation of key management personnel*

The compensation of directors and other key management personnel for the years ended December 31, 2024 and December 31, 2023 was as follows:

(US\$ millions)	Year Ended Dec 31,	
	2024	2023
Salaries, wages and bonuses	5.4	5.8
Share-based compensation	5.5	8.6
Employee benefits	0.2	0.3
<b>Total compensation of key management personnel</b>	<b>11.1</b>	<b>14.7</b>



# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 25. Leases

*Amounts recognized in the Consolidated statements of financial position*

Leased distribution centres represented approximately 53% of the right-of-use assets with the remainder comprised of leases of office buildings, information technology ("IT") equipment, and vehicles.

The Company has categorized classes of assets for leases of office buildings and distribution centres as "Building" and IT equipment and vehicles as "Equipment". The weighted average lease term for both classes is 8 years (2023 - 11 years). The carrying value of right-of-use assets and depreciation by class of underlying assets are as follows:

(US\$ millions)	Building	Equipment	Right-of-use assets
Jan 1, 2023	62.1	0.8	62.9
Additions	0.6	0.5	1.1
Disposals	(3.0)	(0.3)	(3.3)
Modifications	3.5	0.1	3.6
Depreciation	(11.1)	(0.5)	(11.6)
Foreign currency translation	0.9	—	0.9
<b>Dec 31, 2023</b>	<b>53.0</b>	<b>0.6</b>	<b>53.6</b>
Additions	52.9	0.4	53.3
Disposals	(1.1)	—	(1.1)
Assets acquired through business combinations (Note 27)	85.7	0.3	86.0
Modifications	2.5	0.1	2.6
Depreciation	(42.7)	(0.6)	(43.3)
Foreign currency translation	(1.5)	(0.1)	(1.6)
<b>Dec 31, 2024</b>	<b>148.8</b>	<b>0.7</b>	<b>149.5</b>

(US\$ millions)	Lease liabilities
Jan 1, 2023	71.2
Additions	1.0
Disposals	(3.6)
Modifications	3.5
Interest expense	3.9
Lease payments	(14.9)
Foreign currency translation	1.0
<b>Dec 31, 2023</b>	<b>62.1</b>
Additions	53.0
Disposals	(1.2)
Liabilities assumed upon acquisition (Note 27)	61.2
Modifications	1.7
Interest expense	9.2
Lease payments	(37.8)
Foreign currency translation	(2.8)
<b>Dec 31, 2024</b>	<b>145.3</b>

(US\$ millions)	Dec 31, 2024	Dec 31, 2023
Lease liabilities, current	22.3	11.4
Lease liabilities, non-current	123.0	50.7
<b>Total lease liabilities</b>	<b>145.3</b>	<b>62.1</b>

Extension and termination options are included in a number of building and equipment leases across the Company. These terms are used to maximize operational flexibility in terms of managing contracts.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 25. Leases (continued)

Amounts recognized in the Consolidated statements of earnings and comprehensive earnings

(US\$ millions)	2024	2023
Depreciation expense on right-of-use assets	43.3	11.6
Interest expense on lease liabilities	9.2	3.9
Loss on disposal of right-of-use assets	1.0	0.4
Expense relating to leases of short term and low value assets	1.3	1.6
Expense relating to variable lease payments not included in measurement of lease liability	9.1	8.0
<b>Total</b>	<b>63.9</b>	<b>25.5</b>

## 26. Commitments for expenditures

Licensing and similar agreements in effect at December 31, 2024 that contain provisions for future minimum payments, include the following:

(US\$ millions)	Less than 1 year to greater than 5 years			
	< 1 Year	1-5 Years	> 5 Years	Total
As at December 31, 2024				
Lease liabilities - undiscounted	37.5	98.6	36.7	172.8
Guaranteed payments due to licensors	17.9	31.6	—	49.5
Purchase commitments	25.6	20.8	—	46.5
Other	0.1	—	—	0.1
<b>Total commitments</b>	<b>81.1</b>	<b>151.0</b>	<b>36.7</b>	<b>268.9</b>

## 27. Business acquisitions

### Acquisition of MND Holdings I Corp

On January 2, 2024, the Company, through its subsidiaries, completed the acquisition of all issued and outstanding capital stock of MND Holdings I Corp. Melissa & Doug is a leading brand in early childhood play with offerings of open-ended, creative, and developmental toys. Management performed an analysis under IFRS 3, Business Combinations ("IFRS 3") and has determined that the assets and processes acquired comprised a business and accounted for the transaction as a business combination using the acquisition method of accounting. The addition of Melissa & Doug complements the Company's existing offering by adding complementary early childhood products and further diversifies its portfolio across new channels and formats. This acquisition has been reported in the Toys segment within the Preschool, Infant & Toddler and Plush product category and included in the Melissa & Doug CGU beginning from the date of acquisition.

On January 2, 2024, cash consideration paid was \$991.7 million, which includes \$36.2 million in cash acquired, resulting in net purchase consideration of \$955.5 million. During the year ended December 31, 2024, the purchase consideration was reduced by \$2.6 million for working capital adjustments, resulting in purchase consideration of \$989.1 million. The purchase consideration was allocated to the identifiable intangible assets based on their estimated fair values of \$536.2 million (related to brands and customer relationships), tangible assets of \$501.4 million and assumed liabilities of \$263.9 million with the remaining \$215.4 million allocated to goodwill. The Company funded the acquisition with \$466.7 million cash and \$525.0 million of debt. The debt was sourced through a drawdown of \$300.0 million from the Facility and \$225.0 million from the Acquisition Facility (see Note 19).

The Company incurred \$9.1 million in transaction related costs which were included in administrative expenses in the Consolidated statements of earnings and comprehensive earnings.

The purchase price allocation is based on management's best estimates of fair value. The tables below summarize the purchase price allocation of the purchase consideration of \$989.1 million:

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 27. Business acquisitions (continued)

### Assets acquired and liabilities assumed at the date of acquisition

(US\$ millions)	Fair value as at Jan 2, 2024
<b>Assets acquired</b>	
Cash	36.2
Restricted Cash	3.1
Inventories, net	179.6
Prepaid expenses and other assets	3.0
Trade receivables, net	104.7
Deferred income tax assets	50.5
Intangible assets	536.2
Other assets	1.2
Property, plant and equipment	37.1
Right-of-use assets	86.0
	1,037.6
<b>Liabilities assumed</b>	
Trade payables and accrued liabilities	39.6
Deferred income tax liabilities	161.6
Lease liabilities	61.2
Income tax payable	0.7
Provisions	0.8
	263.9
<b>Fair value of identifiable net assets acquired</b>	<b>773.7</b>

### Goodwill arising on acquisition

Purchase consideration	989.1
Fair value of identifiable net assets acquired	773.7
<b>Goodwill arising from transaction</b>	<b>215.4</b>

Goodwill arose on the acquisition as the consideration paid effectively included amounts for the benefit of expected revenue growth and future market development. These benefits are not recognized separately from goodwill as they do not meet the recognition criteria for identifiable intangible assets. In finalizing the purchase price allocation for the year ended December 31, 2024, deferred tax assets was reduced by \$2.6 million, lease liabilities was increased by \$0.5 million from lease liabilities and right of use assets was increased by \$1.4 million, resulting in an increase of goodwill by \$1.7 million. As at December 31, 2024, \$215.4 million of goodwill is not expected to be deductible for income tax purposes.

### Net cash outflow on acquisition

Cash consideration	991.7
Less: cash balance acquired	36.2
<b>Net cash outflow on acquisition</b>	<b>955.5</b>

### Impact of acquisition on the results of the Company

Included in the Company's financial results for the year ended December 31, 2024 is \$374.7 million in revenue and \$35.4 million in operating income attributable to the acquisition.

**27. Business acquisitions (continued)**  
**Summary of prior year acquisitions**

***Acquisition of certain assets from 4D Brands International Inc***

On January 17, 2023, the Company acquired certain assets from 4D Brands International Inc. and 4D Cityscape Worldwide Limited, (collectively, the “Vendors”) creators of puzzle games. Management performed an analysis under IFRS 3 and has determined that the assets and processes acquired comprised a business and accounted for the transaction as a business combination using the acquisition method of accounting. This acquisition complements the Company’s existing games and puzzles offering and has been reported in the Toys segment within the Activities, Games & Puzzles and Plush product category and included in the Games and Puzzles CGU beginning from the date of acquisition.

The total purchase consideration of \$18.9 million is comprised of \$14.6 million cash consideration and \$4.1 million contingent consideration related to the estimated fair value of future royalties as well as certain performance metrics. The contingent consideration is recorded in provisions and contingent liabilities in the Consolidated statements of financial position.

Goodwill arose on the acquisition as the consideration paid effectively included amounts for the benefit of expected revenue growth and future market development. These benefits are not recognized separately from goodwill as they do not meet the recognition criteria for identifiable intangible assets. As at the date of acquisition, \$9.3 million of goodwill is expected to be deductible for income tax purposes and is being amortized for tax purposes over 15 years.

The total purchase consideration includes \$4.1 million in deferred payments for future royalties recorded in provisions in the Consolidated statements of financial position. The future royalties are payable to the vendor upon the achievement of key performance indicators over a five-year period. The potential undiscounted amount of all future payments that the Company could be required to make under this contingent consideration arrangement is between \$nil and \$7.4 million.

***Acquisition of certain assets from Innovation First International, Inc.***

On February 2, 2023, the Company acquired certain assets from Innovation First, Inc., Innovation First International Inc., Innovation First Labs, Inc., Innovation First Logistics., Inc. Management performed an analysis under IFRS 3, and has determined that the assets and processes acquired comprised a business and therefore, accounted for the transaction as a business combination using the acquisition method of accounting. This acquisition is an opportunity for Spin Master to enter the niche market of robotic toys and grow the *HEXBUG* brand. The acquired business has been reported in the Toys segment within the Wheels & Action product category and included in the Wheels & Action CGU beginning from the date of acquisition.

The total purchase consideration of \$14.6 million is comprised of \$12.9 million cash consideration and \$1.4 million contingent consideration related to the estimated fair value of future royalties. The contingent consideration is recorded in provisions and contingent liabilities in the Consolidated statements of financial position.

Goodwill arose on the acquisition as the consideration paid effectively included amounts for the benefit of expected revenue growth and future market development. These benefits are not recognized separately from goodwill as they do not meet the recognition criteria for identifiable intangible assets. As at the date of acquisition, \$3.1 million of goodwill is expected to be deductible for income tax purposes and is being amortized for tax purposes over 15 years.

The total purchase consideration includes \$1.4 million in deferred payments for future royalties. The contingent consideration is recorded in provisions in the Consolidated statements of financial position. The future royalties are payable to the vendor upon the achievement of key performance indicators over a seven-year period. The potential undiscounted amount of all future payments that the Company could be required to make under this contingent consideration arrangement is between \$nil and \$3.7 million.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 27. Business acquisitions (continued)

*Assets acquired and liabilities recognized at the date of acquisition*

	4D Brands International Inc	Innovation First International, Inc.
(US\$ millions)	Fair value as at Jan 17, 2023	Fair value as at Feb 2, 2023
<b>Assets acquired</b>		
Inventories	0.7	2.9
Prepaid expenses and other assets	0.4	0.5
Property, plant and equipment	—	0.4
Intangible assets	8.5	7.7
<b>Fair value of identifiable net assets acquired</b>	<b>9.6</b>	<b>11.5</b>

*Goodwill arising on acquisition*

	4D Brands International Inc	Innovation First International, Inc.
Cash consideration	14.6	12.9
Purchase price adjustment	0.2	0.3
Present value of future royalties	4.1	1.4
Total purchase consideration	18.9	14.6
Fair value of identifiable net assets acquired	9.6	11.5
<b>Goodwill arising from transaction</b>	<b>9.3</b>	<b>3.1</b>

*Net cash outflow on acquisition*

	4D Brands International Inc	Innovation First International, Inc.
Cash consideration	14.6	12.9
Less: advance paid in 2022	0.5	0.5
<b>Net cash outflow on acquisition</b>	<b>14.1</b>	<b>12.4</b>

## 28. Financial instruments and risk management

*Capital management*

Management includes the following items in its definition of capital:

(US\$ millions)	Dec 31, 2024	Dec 31, 2023
Share capital	765.6	783.4
Retained earnings (Restated - Note 2(C))	640.4	604.5
Contributed surplus	45.5	27.4
<b>Capital</b>	<b>1,451.5</b>	<b>1,415.3</b>

The Company adjusts its capital structure based on the funds available to the Company in supporting the operations of the business and to ensure that the subsidiaries of the Company will be able to continue on a going concern basis.

The Company manages its capital structure and may adjust it in light of changes in economic conditions. To maintain or modify the capital structure, the Company may arrange new debt with existing or new lenders or obtain additional financing through other means.

Management reviews its capital management strategy for reasonability on an ongoing basis and believes that this approach is reasonable. The Company declared a quarterly dividend beginning with the third quarter of 2022 and the Company launched a NCIB in the first quarter of 2024, as described in Note 21.

The Facility and Acquisition Facility require the Company to comply with certain financial covenants. As at December 31, 2024, the Company was in compliance with such financial covenants.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 28. Financial instruments and risk management (continued)

### Financial risk management objectives

Management's objective is to protect the Company and its subsidiaries on a consolidated basis against material economic exposures or the variability of results from various financial risks that include foreign currency risk, interest rate risk, credit risk and liquidity risk.

### Foreign currency risk

Due to the structure of the Company's international operations, it is exposed to foreign currency risk driven by fluctuations in exchange rates. Risk arises because the value of monetary assets, liabilities, revenues and expenditures arising from transactions denominated in foreign currencies may vary due to changes in exchange rates ("transaction exposures") and because the non-US\$ denominated financial statements of the Company's subsidiaries may vary on translation into the US\$ presentation currency. These exposures could impact the Company's earnings and cash flows.

The Company periodically enters into derivative financial instruments such as foreign exchange forward contracts to manage its foreign currency risk on cash flows denominated in currencies other than the US\$.

As at December 31, 2024, the Company was committed under outstanding foreign exchange contracts representing a total net sell commitment notional value of \$110.1 million (December 31, 2023 - net sell commitment of \$74.7 million). These foreign exchange contracts have maturity dates varying from January 2025 to June 2026. For the year ended December 31, 2024, net realized gains on the Company's matured foreign exchange contracts were \$3.1 million (2023 - realized losses of \$8.7 million) and are included in the Consolidated statements of earnings and comprehensive earnings.

As at Dec 31, 2024 (in millions)		Notional value: foreign currency (Sell)/Buy	Notional value: US\$	Unrealized (loss) gain: US\$
<b>Foreign exchange contracts</b>				
Buy US\$	GBP	(10.8)	(13.9)	0.4
Buy US\$	EUR	(37.9)	(42.1)	2.1
Buy US\$	MXN	(587.7)	(30.9)	3.6
Buy US\$	AUD	(8.9)	(5.9)	0.4
Sell US\$	CAD	276.9	202.9	(8.7)
<b>Total</b>			<b>110.1</b>	<b>(2.2)</b>

As at Dec 31, 2023 (in millions)		Notional value: foreign currency (Sell)/Buy	Notional value: US\$	Unrealized (loss) gain: US\$
<b>Foreign exchange contracts</b>				
Buy US\$	GBP	(14.5)	(17.6)	(0.8)
Buy US\$	EUR	(46.5)	(50.9)	(0.7)
Buy US\$	MXN	(311.5)	(15.7)	(2.0)
Buy US\$	AUD	(5.5)	(3.7)	(0.1)
Sell US\$	CAD	212.9	157.1	4.0
Sell US\$	JPY	320.7	2.2	0.1
Sell US\$	HKD	25.7	3.3	—
<b>Total</b>			<b>74.7</b>	<b>0.5</b>

### Foreign currency risk - sensitivity analysis

The Company is mainly exposed to the C\$, the Great Britain pound sterling, the Mexican peso, the Euro, Swedish krona and Australian dollar. The following table details the Company's sensitivity to a 5.0% change in currency units against the US\$. The sensitivity analysis includes all outstanding foreign currency denominated current monetary assets and liabilities and adjusts their translation as at the end of the reporting period for a 5.0% change in foreign currency rates. A positive number below indicates an increase in a foreign exchange gain where the currency unit changes 5.0% against US\$.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 28. Financial instruments and risk management (continued)

(US\$ millions)	Currency unit strengthens by 5%		Currency unit weakens by 5%	
	Dec 31, 2024	Dec 31, 2023	Dec 31, 2024	Dec 31, 2023
Canadian dollar	1.0	(6.6)	(0.9)	5.9
Great Britain pound sterling	(0.9)	0.8	0.8	(0.7)
Mexican peso	(1.6)	1.7	1.4	(1.6)
Euro	(4.5)	2.6	4.0	(2.3)
Swedish krona	(0.8)	(0.5)	0.7	0.4
Australian dollar	(0.2)	0.5	0.2	(0.4)

### Interest rate risk

Interest rate risk is the risk that the Company's financial assets and liabilities will increase or decrease in value due to a change in interest rates. The Facility and the Acquisition Facility bear interest at variable rates. As a result, the Company is exposed to interest rate cash flow risk due to fluctuations in lenders' base rates. The Company manages its interest rate risk by using a variable to fixed interest rate swap, where the Company pays the fixed interest rate.

On March 27, 2024, the Company entered into interest rate swap agreements with an aggregate notional of \$140.0 million, effective on April 1, 2024, maturing in four tranches until December 31, 2025. The interest rate swap is a derivative financial instrument. The Company's swap agreement is measured at fair value with gains and losses in fair value presented in interest expense in the Company's Consolidated statements of earnings and comprehensive earnings.

The following interest rate swaps were outstanding as at December 31, 2024 (December 31, 2023: \$nil):

(US\$ millions)		Dec 31, 2024	
Effective date	Contract expiry	Notional value	Unrealized loss
Apr 01, 2024	Sep 30, 2025	35.0	(0.1)
Apr 01, 2024	Dec 31, 2025	35.0	(0.2)
<b>Total</b>		<b>70.0</b>	<b>(0.3)</b>

### Interest rate risk - sensitivity analysis

The Company is exposed to interest rate risk mainly relating to interest income on its cash balances and interest expense on loans and borrowings.

For the year ended December 31, 2024, with all other variables held constant, a 50-basis point decrease in interest rates would have resulted in a decrease to interest expense of \$1.3 million and interest income of \$0.3 million for the year (2023 - a decrease of interest expense of \$nil and interest income of \$3.2 million). A 50-basis point increase in interest rates would have resulted in an increase to interest expense of \$1.3 million and interest income of \$0.3 million for the year (2023 - an increase to interest expense of \$nil and interest income of \$3.9 million). These amounts are determined by considering the impact of the interest rates on the Company's loans and borrowings and cash balances as at December 31, 2024.

### Credit risk

As the Company usually grants credit to customers on an unsecured basis, credit risk arises from the possibility that customers may experience financial difficulty and may be unable to fulfil their financial obligations.

This risk is mitigated through financial arrangements such as cash in advance of shipment, letters of credit or bank or parental guarantees. In addition, the Company purchases Accounts Receivables insurance for our global customer base, who are not covered by other financial arrangements. This process, in conjunction with an established credit limit and payment term, mitigates the Company's risk of loss. The financial arrangements, insurance policies and customer credit limits are reviewed annually.

As at December 31, 2024, approximately 53.9% (2023 - 44.9%) of the Company's trade receivables are due from three major retail customers which represent approximately 56.0% of Toy gross product sales for the year ended December 31, 2024 (2023 - 51.7%).

The Company mitigates credit risk on its cash balance by ensuring deposits are with financial institutions with high credit-ratings assigned by international credit-rating agencies.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 28. Financial instruments and risk management (continued)

### Liquidity risk

The following details the Company's remaining contractual maturities for its financial liabilities with contractual repayment periods. The tables reflect the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay, including both interest and principal.

To the extent that interest rates are floating, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Company may be required to pay.

The Company's contractual maturities are as follows:

As at December 31, 2024 (US\$ millions)	< 1 year	1-5 years	Total
<b>Derivative financial liabilities</b>			
Foreign exchange forward contracts	170.3	32.6	202.9
Interest rate swap	70.0	—	70.0
<b>Non-derivative financial liabilities</b>			
Trade payables and accrued liabilities	429.5		429.5
Loans and borrowings	389.1	—	389.1
	<b>1,058.9</b>	<b>32.6</b>	<b>1,091.5</b>

### Financing facilities

(US\$ millions)	Dec 31, 2024	Dec 31, 2023
Bank loan facilities		
Amount used	390.0	—
Amount undrawn	345.0	733.5
<b>Bank loan facilities</b>	<b>735.0</b>	<b>733.5</b>

### Fair value measurements

The following table presents the fair value of financial assets and financial liabilities. The carrying values of the Company's financial instruments approximate their fair values except for foreign exchange forward contracts, portfolio investments and minority interest investments, which are recorded at fair value.

(US\$ millions)	Dec 31, 2024	Dec 31, 2023
<b>Financial assets</b>		
Cash	233.5	705.7
Trade receivables, net	499.4	414.4
Other receivables	54.9	60.0
Other assets:		
Trade receivables - non-current portion	3.4	—
minority interest investments other investments	9.0	11.3
Portfolio investments	4.5	3.7
Investment tax credits - non-current portion	5.6	4.6
Unrealized foreign exchange gain	6.5	4.1
<b>Financial assets</b>	<b>816.8</b>	<b>1,203.8</b>
<b>Financial liabilities</b>		
Trade payables and accrued liabilities	429.5	385.4
Loans and borrowings	389.1	—
<b>Financial liabilities</b>	<b>818.6</b>	<b>385.4</b>



# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 28. Financial instruments and risk management (*continued*)

Except for foreign exchange forward contracts, interest rate swaps, portfolio investments and minority interest investments other investments described below, all other financial instruments are categorized within Level 1 of the fair value hierarchy.

The fair value of foreign exchange forward contracts at December 31, 2024 resulted in an unrealized gain of \$6.5 million, which is recorded in Other assets (December 31, 2023 - \$4.1 million) and an unrealized loss of \$8.7 million recorded in accrued liabilities (December 31, 2023 - \$2.3 million). These fair values are categorized within Level 2 of the fair value hierarchy. The fair values of over-the-counter derivative financial instruments are based on broker or observable market rates. Those quotes are tested for reasonableness by discounting expected future cash flows using market interest and exchange rates for a similar instrument at the measurement date. Fair values reflect the credit risk of the instrument for the Company and counterparty when appropriate. The fair value of foreign exchange contracts is estimated based on forward exchange rates observable at the end of the reporting period and contract forward rates. Realized and unrealized gains and losses on derivative financial instruments may be offset by realized and unrealized losses and gains on the underlying exposures being hedged and are recorded in earnings as they occur.

The fair value of interest rate swaps at December 31, 2024 resulted in an unrealized loss of \$0.3 million, which is recorded in accrued liabilities and provisions (December 31, 2023 - \$nil). These fair values are categorized within Level 2 of the fair value hierarchy. The fair value of the interest rate swaps is estimated based on the present value of the estimated future cash flows based on observable yield curves. Realized and unrealized gains and losses on derivative financial instruments may be offset by realized and unrealized losses and gains on the underlying exposures being hedged and are recorded in earnings as they occur.

The fair value of portfolio investments as at December 31, 2024 is recorded in other assets at \$4.5 million (December 31, 2023 - \$3.7 million) and there was \$0.3 million of net unrealized loss (2023 - net unrealized gain of \$0.1 million) recognized in Other expense, net in the Consolidated statements of earnings and comprehensive earnings for the year ended December 31, 2024. For the year ended December 31, 2024 and 2023, the Company did not recognize any distribution income in Other expense, net.

This fair value is categorized within Level 3 of the fair value hierarchy. The fair value of the portfolio investments is estimated using various valuations techniques based on the type of investment held by the funds. The unobservable quantitative inputs used in the fair value measurement are not developed by the Company and include assumptions regarding long-term revenue growth rates and discount rates, among others.

The fair value of the minority interest investments recorded in other assets are as follows:

(US\$ millions)	Dec 31, 2024	Dec 31, 2023
Minority interest investments classified as FVTOCI	3.0	3.0
Minority interest investments classified as FVTPL	6.0	8.3
<b>Minority interest investments</b>	<b>9.0</b>	<b>11.3</b>

For the year ended December 31, 2024, the Company recognized \$0.5 million loss (2023 - \$nil) on the minority interest investments in the Consolidated statements of earnings and comprehensive earnings. These investments are categorized within Level 3 of the fair value hierarchy. The fair value of these investments is estimated using various valuation techniques. The unobservable quantitative inputs used in the fair value measurement are not developed by the Company and include assumptions regarding long-term revenue growth rates and discount rates, among others.

There were no transfers in either direction between levels for financial instruments remaining at the end of the reporting period in 2024 or 2023.

## 29. Segment information

Spin Master is a global children's entertainment company with a portfolio that includes children's products, brands, and entertainment content spanning toys, games, licensed products, film and television programming and digital games.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 29. Segment information (continued)

The Company has three reportable operating segments, which are as follows:

- (i) Toys
- (ii) Entertainment
- (iii) Digital Games

The Toys segment engages in the creation, design, manufacturing, licensing, and marketing of toys, games, and products around the world. The Entertainment segment engages in the creation and production of multi-platform content, stories and characters in original shows, short-form series, and films. The Digital Games segment engages in the creation of digital games, which include subscription services. The Company also presents Corporate & Other which includes certain corporate costs, foreign exchange and merger and acquisition-related costs, as well as fair value gains and losses and distribution income on minority interest investments.

The Chief Operating Decision Maker measures total segment performance based on Adjusted EBITDA, as reported internally to management.

The Company's results from operations by reportable operating segment for the year ended December 31, 2024 and December 31, 2023 are as follows:

(US\$ millions)		Year Ended Dec 31, 2024			
	Toys	Entertainment	Digital Games	Corporate & Other	Total
<b>Revenue</b>	<b>1,939.9</b>	<b>158.6</b>	<b>164.5</b>	<b>—</b>	<b>2,263.0</b>
<b>Operating Income (Loss)</b>	<b>89.5</b>	<b>86.0</b>	<b>22.1</b>	<b>(32.1)</b>	<b>165.5</b>
<b>Adjustments:</b>					
Fair value adjustment for inventories acquired <sup>1</sup>	66.3	—	—	—	66.3
Transaction and integration costs <sup>2</sup>	15.8	—	—	16.1	31.9
Share based compensation	21.4	1.8	3.4	2.6	29.2
Impairment of goodwill	10.0	—	2.9	—	12.9
Restructuring and other related costs	6.6	0.3	3.2	—	10.1
Impairment of intangible assets	—	1.8	5.5	—	7.3
Amortization of intangible assets acquired	7.0	—	—	—	7.0
Acquisition related deferred incentive compensation	1.8	—	0.6	—	2.4
Acquisition related deferred consideration	(1.3)	—	2.2	—	0.9
Investment loss, net	—	—	—	0.9	0.9
Legal settlement expense	—	0.4	—	—	0.4
Impairment of property, plant and equipment	0.5	—	—	—	0.5
Foreign exchange gain	—	—	—	(1.5)	(1.5)
<b>Total Adjustments</b>	<b>128.1</b>	<b>4.3</b>	<b>17.8</b>	<b>18.1</b>	<b>168.3</b>
Depreciation and amortization <sup>3</sup>	89.2	30.8	9.8	—	129.8
<b>Adjusted EBITDA</b>	<b>306.8</b>	<b>121.1</b>	<b>49.7</b>	<b>(14.0)</b>	<b>463.6</b>

<sup>1</sup> Relates to the fair value adjustment to Melissa & Doug's inventory recorded as part of the acquisition on January 2, 2024.

<sup>2</sup> Professional fees and integration costs incurred relating to acquisitions (including Melissa & Doug), including \$9.1 million of transaction costs.

<sup>3</sup> Depreciation and amortization excludes \$7.0 million of amortization of intangible assets acquired with Melissa & Doug.

(US\$ millions)		Year Ended Dec 31, 2024			
	Toys	Entertainment	Digital Games	Corporate & Other	Total
<b>Capital expenditures</b>	<b>45.6</b>	<b>39.5</b>	<b>32.5</b>	<b>—</b>	<b>117.6</b>

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 29. Segment information (continued)

(US\$ millions)		Year Ended Dec 31, 2023			
	Toys	Entertainment	Digital Games	Corporate & Other	Total
Revenue	1,540.9	190.1	173.9	—	1,904.9
Operating (Loss) Income	101.0	78.0	49.1	(39.2)	188.9
Adjustments:					
Impairment of goodwill	26.7	—	—	—	26.7
Share based compensation	14.1	1.4	2.9	1.7	20.1
Restructuring and other related costs	16.3	0.3	1.5	—	18.1
Foreign exchange loss	—	—	—	14.7	14.7
Transaction and integration costs	—	—	—	11.1	11.1
Impairment of intangible assets	5.4	1.0	0.7	1.1	8.2
Acquisition related deferred incentive compensation	2.7	—	4.9	—	7.6
Impairment of property, plant and equipment	0.9	—	—	—	0.9
Investment income, net	—	—	—	(0.2)	(0.2)
Legal settlement recovery	—	—	—	(0.6)	(0.6)
Acquisition related deferred consideration	(5.6)	—	(1.0)	(0.2)	(6.8)
<b>Total Adjustments</b>	<b>60.5</b>	<b>2.7</b>	<b>9.0</b>	<b>27.4</b>	<b>99.6</b>
Depreciation and amortization	50.9	70.8	8.2	0.2	130.1
<b>Adjusted EBITDA</b>	<b>212.4</b>	<b>151.5</b>	<b>66.3</b>	<b>(11.4)</b>	<b>418.8</b>

(US\$ millions)		Year Ended Dec 31, 2023			
	Toys	Entertainment	Digital Games	Corporate & Other	Total
Capital expenditures	34.6	52.1	20.7	—	107.4

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 29. Segment information (continued)

Revenue reported by segment above represents revenue generated from external customers. There was no inter-segment revenue in any year.

The following table provides a reconciliation of the Company's consolidated Adjusted EBITDA to Income before income tax expense for the year ended December 31, 2024 and December 31, 2023:

(US\$ millions)	Year Ended Dec 31	
	2024	2023
<b>Revenue from reportable segments</b>	<b>2,263.0</b>	<b>1,904.9</b>
<b>Adjusted EBITDA</b>	<b>463.6</b>	<b>418.8</b>
Adjusting Items:		
Depreciation and amortization <sup>1</sup>	(136.8)	(130.1)
Fair value adjustment for inventories acquired <sup>2</sup>	(66.3)	—
Transaction and integration costs <sup>3</sup>	(31.9)	(11.1)
Share based compensation	(29.2)	(20.1)
Impairment of goodwill	(12.9)	(26.7)
Restructuring and other related costs	(10.1)	(18.1)
Impairment of intangible assets	(7.3)	(8.2)
Acquisition related deferred incentive compensation	(2.4)	(7.6)
Investment (loss) income, net	(0.9)	0.2
Acquisition related contingent consideration	(0.9)	6.8
Impairment of property, plant and equipment	(0.5)	(0.9)
Legal settlement (expense) recovery	(0.4)	0.6
Foreign exchange gain (loss)	1.5	(14.7)
<b>Operating Income</b>	<b>165.5</b>	<b>188.9</b>
Add (Deduct):		
Interest income	4.0	27.4
Interest expense	(50.5)	(15.1)
<b>Income before income tax expense</b>	<b>119.0</b>	<b>201.2</b>

<sup>1</sup> Depreciation and amortization for the calculation of Adjusted EBITDA includes \$7.0 million for the year ended December 31, 2024 (2023 - \$nil) of amortization of intangible assets acquired with Melissa & Doug.

<sup>2</sup> Relates to the fair value adjustment to Melissa & Doug's inventory recorded as part of the acquisition on January 2, 2024.

<sup>3</sup> Professional fees and integration costs incurred relating to acquisitions (including Melissa & Doug), including \$9.1 million of transaction costs for year ended December 31, 2024 (2023 - \$10.1 million).

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 29. Segment information (continued)

### Revenue from major product categories

Spin Master's Toys segment is organized into four major product categories as follows:

- (i) Preschool, Infant & Toddler and Plush
- (ii) Activities, Games & Puzzles and Dolls & Interactive
- (iii) Wheels & Action
- (iv) Outdoor

The Company's revenues based on its major product categories are as follows:

(US\$ millions)	Year Ended Dec 31,	
	2024	2023
Preschool, Infant & Toddler and Plush <sup>1</sup>	1,103.1	718.2
Activities, Games & Puzzles and Dolls & Interactive	710.5	587.0
Wheels & Action	361.0	409.3
Outdoor	56.9	72.7
<b>Toy Gross Product Sales<sup>2</sup></b>	<b>2,231.5</b>	<b>1,787.2</b>
Sales Allowances	(299.1)	(246.3)
<b>Toy Net Sales</b>	<b>1,932.4</b>	<b>1,540.9</b>
Toy - Other Revenue	7.5	—
<b>Toy Revenue</b>	<b>1,939.9</b>	<b>1,540.9</b>
Entertainment Revenue	158.6	190.1
Digital Games Revenue	164.5	173.9
<b>Revenue</b>	<b>2,263.0</b>	<b>1,904.9</b>

<sup>1</sup> Melissa & Doug is included within the Preschool, Infant & Toddler and Plush product categories beginning from the date of acquisition.

<sup>2</sup> Toy Gross Product Sales represent sales of the Company's products to customers, excluding sales allowances.

### Geographical information

Revenue by geographical area is based on the location of the customers and non-current assets are based on geographic location of the entity which holds the assets. The North American geographic area is comprised of the United States and Canada. The European geographic area is comprised of the United Kingdom, France, Italy, the Netherlands, Germany, Austria, Switzerland, Belgium, Luxembourg, Slovakia, Hungary, Romania, Czech Republic, Poland, Turkey, Greece, Portugal and Spain. The Rest of World is comprised of Hong Kong, China, Vietnam, India, Australia, New Zealand, Japan and Mexico, and all other areas of the world serviced by the Company's third party distribution network. Entertainment and Digital Games revenue are tracked on a global basis and are presented as such in the table below.

The Company's revenues are derived from the following geographical areas:

(US\$ millions)	Year Ended Dec 31,	
	2024	2023
North America	1,324.8	1,012.1
Europe	560.9	505.9
Rest of World	345.8	269.2
<b>Toy Gross Product Sales</b>	<b>2,231.5</b>	<b>1,787.2</b>
Sales Allowances	(299.1)	(246.3)
<b>Toy Net Sales</b>	<b>1,932.4</b>	<b>1,540.9</b>
Toy - Other Revenue	7.5	—
<b>Toy Revenue</b>	<b>1,939.9</b>	<b>1,540.9</b>
Entertainment Revenue	158.6	190.1
Digital Games Revenue	164.5	173.9
<b>Revenue</b>	<b>2,263.0</b>	<b>1,904.9</b>

Toy gross product sales for North America include amounts attributable to the United States of \$1,250.6 million (2023 - \$943.4 million) and Canada of \$74.3 million (2023 - \$68.7 million) for the year ended December 31, 2024.

# Spin Master Corp.

Consolidated financial statements for the years ended December 31, 2024 and December 31, 2023

## 29. Segment information (*continued*)

Non-current assets by major geographic region are detailed as follows:

(US\$ millions)	Dec 31, 2024	Dec 31, 2023
<b>Non-current assets</b>		
North America	1,327.6	422.8
Europe	107.2	85.6
Rest of World	28.9	26.7
<b>Non-current assets</b>	<b>1,463.7</b>	<b>535.1</b>
Other	148.5	135.6
<b>Total non-current assets</b>	<b>1,612.2</b>	<b>670.7</b>

Other includes non-current assets not directly attributable to a specific geographic area.

Non-current assets for North America include assets attributable to Canada of \$176.7 million as at December 31, 2024 (December 31, 2023 - \$157.5 million).

### Major customers

Sales to the Company's three largest customers accounted for 56.0% (2023 - 51.7%) of Toy gross product sales for the year ended December 31, 2024. The Toys segment sells products to each of the Company's three largest customers. Other than the top three customers, which have remained the same as compared to the comparative period, no other single customer contributed 10% or more to Toy gross product sales for the years ended December 31, 2024 and 2023.

(US\$ millions)	Year Ended Dec 31,	
	2024	2023
<b>Toy Gross Product Sales</b>		
Customer 1	523.9	307.1
Customer 2	417.4	356.9
Customer 3	307.3	260.6
<b>Total</b>	<b>1,248.6</b>	<b>924.6</b>

## 30. Prior year comparatives

Certain prior year comparatives have been reclassified to conform with current year presentation.

# Corporate Profile

## Board of Directors

### Anton Rabie

Chair & Co-Founder

### Ronnen Harary

Director & Co-Founder

### Ed Clark C.M.

Deputy Chair

### Charles Winograd

Lead Director

### Michael Blank

Director

### Jeffrey I. Cohen

Director

### Reggie Fils-Aimé

Director

### Kevin Glass

Director

### Christina Miller

Director

### Max Rangel

Director, Global President & Chief Executive Officer

### Christi Strauss

Director

### Ben Varadi

Director, Executive Vice President & Chief Creative Officer

## Leadership

### Max Rangel

Director, Global President & Chief Executive Officer

### Mark Segal

Executive Vice President & Chief Financial Officer

### Doug Wadleigh

President, Toys

### Jennifer Dodge

President, Entertainment

### Marc De Vellis

Global Head of Studios, Digital Games

### Tara Deakin

Executive Vice President & Chief People Officer

### Lauren DeFeo Duchene

Executive Vice President & President, Melissa & Doug

### Sachin Kanabar

Executive Vice President & General Counsel, Corporate Secretary

### Ben Varadi

Director, Executive Vice President & Chief Creative Officer

### David Voss

Executive Vice President, Toy Design & Development

### Jason Wilson

Executive Vice President & Chief Information Officer

## Head Office

225 King Street West, Suite 200  
Toronto, ON M5V 3M2

## Toronto Stock Exchange Listing

Trading symbol: TOY

Securities listed: Subordinate Voting Shares

## Auditor

Deloitte LLP

8 Adelaide Street West, Suite 200  
Toronto, ON M5H 0A9

## Registrar & Transfer Agent

Computershare Investor Services Inc.  
100 University Avenue, 8th Floor  
Toronto, ON M5J 2Y1

## Annual Meeting of Shareholders

May 1, 2025

## Investor Contact Information

Email:

[investor.relations@spinmaster.com](mailto:investor.relations@spinmaster.com)

Spin Master's financial reports, regulatory filings and news releases are available at [sedarplus.com](https://www.sedarplus.com) and on our website at [spinmaster.com/en-US/corporate/investor-relations/](https://spinmaster.com/en-US/corporate/investor-relations/)

The trademarks contained in this report are owned by Spin Master Corp. or by its subsidiaries. Trademarks that are not owned by Spin Master Corp. are used with permission.





**Spin Master Corp.**

225 King Street West, Suite 200, Toronto, ON M5V 3M2

Tel. (416) 364-6002

[spinmaster.com](http://spinmaster.com)