2021
ANNUAL REPORT

SPIN MASTER CORP.

About Spin Master

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. 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® 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, the Company makes minority investments globally in emerging companies and start-ups. With over 30 offices in close to 20 countries, Spin Master employs more than 2,000 team members globally. For more information visit **spinmaster.com** or follow us on Instagram, Facebook and Twitter @spinmaster. Spin Master Corp. and its subsidiaries are together referred to, in this report, as the "Company" or "Spin Master."

This Annual Report is intended to provide shareholders and other interested persons with information concerning Spin Master Corp. 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 **www.spinmaster.com** or from **www.sedar.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. All figures mentioned in this report are in U.S. dollars, in millions, and as of December 31, 2021, unless otherwise noted.

Growth Strategies

TOYS

Continue to innovate using our global internal and external research & development network

- Leverage innovation capabilities and global network to build a robust pipeline
- Focus on strategic brand building
- Invest in advanced technology and licenses
- Increase sales in international developing and emerging markets
- Increase proportion of sales outside of North America to 45% in the medium term

ENTERTAINMENT

Develop evergreen global entertainment properties

- Grow current franchises and properties
- Launch at least one new property per year
- Strategically relaunch properties to capitalize on value of owned content library
- Grow revenue through content distribution
- Maximize licensing and merchandising revenue for owned intellectual property

DIGITAL GAMES

Establish leading position in digital games

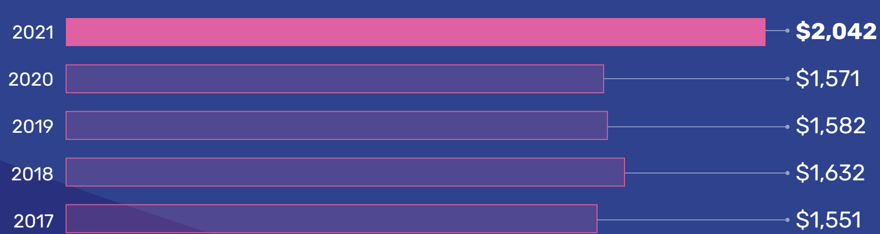
- Develop evergreen digital games properties with global appeal
- Expand studio capability
- Leverage owned intellectual property to develop, nurture and broaden offerings
- Drive organic growth through internal design and development capitalizing on current and future trends

LEVERAGE GLOBAL PLATFORM THROUGH STRATEGIC ACQUISITIONS

- Acquire toy companies with strong intellectual property/brands in order to innovate, grow margins and leverage our global infrastructure
- Acquire high-quality kid-focused entertainment intellectual property that can be developed into evergreen entertainment properties
- Acquire digital games studios to complement strategy to build evergreen digital games properties
- Maintain a strong balance sheet with financial flexibility

Financial Highlights

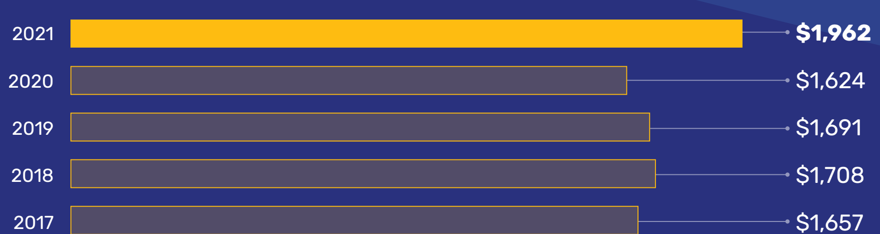
Revenue



Revenue

$2,042M

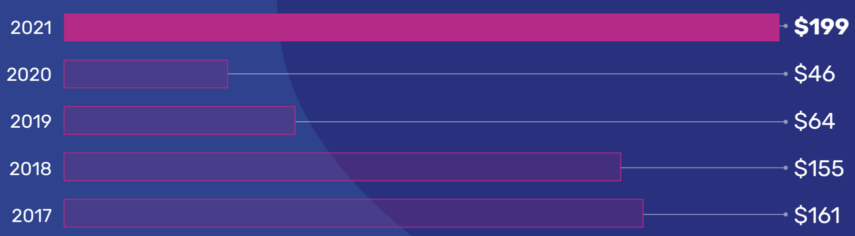
Gross Product Sales[1]



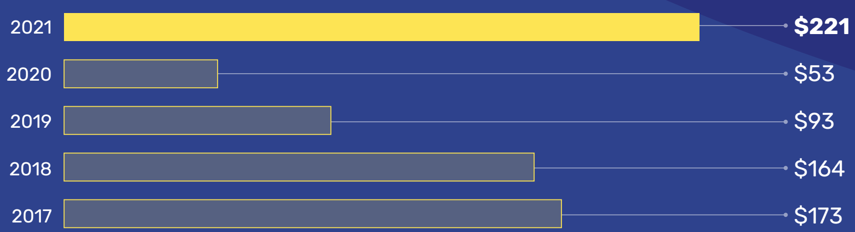
Gross Product Sales[1]

$1,962M

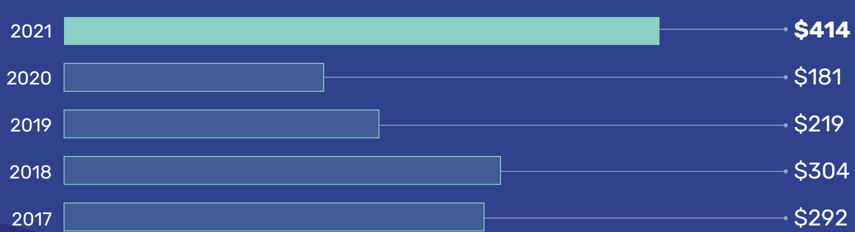
Net Income[2]



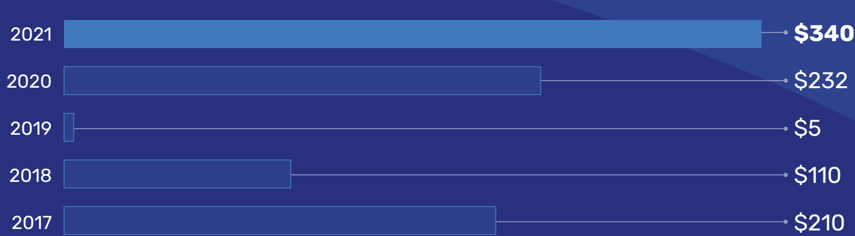
Adjusted Net Income[1, 2]



Adjusted EBITDA[1, 2]



Free Cash Flow[1]



Net Income[2]

$199M

Adjusted Net Income[1, 2]

$221M

Adjusted EBITDA[1, 2]

$414M

Free Cash Flow[1]

$340M

1. Non-GAAP financial measure. Non-GAAP financial measures do not have any standardized meaning prescribed by International Financial Reporting Standards ("IFRS") 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" in the Management's Discussion and Analysis dated February 28, 2022 for the three months and year ended December 31, 2021 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. The MD&A is available at **www.sedar.com**.
2. Spin Master adopted International Financial Reporting Standard 16 Leases ("IFRS 16"), effective January 1, 2019. The Company implemented the standard using the modified retrospective approach. As a result, the Company's 2019 results reflect lease accounting under IFRS 16. Prior year results have not been restated. See "Application of new and revised IFRS" in Note 2 of the Company's annual consolidated financial statements for the year ended December 31, 2019 for more information on the implementation of IFRS 16.

Letter to Shareholders

Fellow Shareholders,

2021 was a pivotal year for Spin Master as we began to leverage the potential of our three creative centres, successfully transitioned and organized our leadership team, and positioned our Company to enter its next phase of growth. We delivered magical experiences to retailers, playrooms, movie theatres, iPads, televisions, streaming services and virtual playgrounds around the world. We are where kids are, ensuring our presence in their lives in a landscape characterized by ever-expanding options for kids to spend their time. Energized by the strength of our diversified portfolio, inspired by our formula for innovation and propelled by a strong operational foundation, our global team is delivering on our vision of reimagining where imagination can take us.

At the onset of the year, Max Rangel stepped into the role of Global President and Chief Executive Officer. As founders, we have created a clear vision and strategy for Spin Master, one that Max and the rest of the leadership team are focused on executing. This leadership transition allowed Anton and I to take on evolved roles, to oversee M&A opportunities and to continue to build a legacy for Spin Master.

We firmly established our three creative centres: Toys, Entertainment and Digital Games, which were further strengthened with the appointment of highly skilled and experienced leaders including Chris Beardall as President of Toys, Jennifer Dodge as President of Entertainment and Fredrik Loving as President of Digital Games.

This past year, we reached record levels of revenues and profitability. The most significant element of our excellent performance in 2021 was the broad, diversified way we achieved it, across all our creative centres and all our geographies. Our strong financial and operational performance this year is a clear demonstration of our commitment to creating exceptional play experiences and the power of our three creative centres. Our growth in Toys revenue was driven by the global success of new and innovative products and brands and enthusiastic fandom for our newest licensed toy properties. Our internal teams navigated a complex supply chain environment to deliver products throughout the year, providing the foundation to grow Spin Master's share in key markets. In addition, the Entertainment creative centre drove record revenue and marked a historical milestone, our first-ever feature film for our leading preschool franchise *PAW Patrol*, expanding the entire franchise globally from toys to licensing. The Digital Games creative centre maintained its impressive revenue momentum during 2021, growing over 127% and culminating in *Toca Life World* being recognized as the App Store's 2021 iPhone App of the Year.

Energized by the strength of our diversified portfolio, inspired by our formula for innovation and propelled by a strong operational foundation, our global team is delivering on our vision of reimagining where imagination can take us.

TOYS

Innovation has always been at the heart of who Spin Master is, and we believe it is one of the key drivers of our success. Our teams review over 3,000 new ideas annually. Innovation is what fuels us and it's what has inspired our own award-winning brands from the very beginning with *Air Hogs* to *Bakugan* onto *PAW Patrol* and now *Kinetic Sand*. We are constantly reimagining, inventing and bringing new toys to market.

The global success of new and innovative items and enthusiastic fandom for our newest licensed toy properties resulted in Toys revenue growth of over 20% in 2021, highlighting the strength of our brands on a global scale. We entered the year acutely aware of our need to address the global supply chain challenges brought on by COVID. We maintained strict cost management discipline, leveraged our diversified third-party manufacturing footprint to optimize production and worked with our logistics partners to gain access to additional ports and shipping lines. These teams worked diligently to bring forward production earlier in the season to ensure inventory was available for the key shopping period.

Our core brands and franchises demonstrated broad leadership in key markets this year. The success of *PAW Patrol: The Movie* had a positive halo effect on our *PAW Patrol* toy line, which outperformed the preschool category globally, landing the number one preschool character position and ranking as the eighth largest toy property globally for the year, according to NPD. *Bakugan* continues to be the number one brand in battling toys in France, Italy, the U.K. and Belgium, per NPD. *Kinetic Sand* continued to drive the activities category, and is now the number two reusable compound, building on its position as an evergreen brand with international brand awareness and affinity.

We continue to win highly sought-after licenses, demonstrating our ability to bring innovation to these popular franchises and growing them on a global scale. This year we debuted the *Gabby's Dollhouse* toy line, delivering the ultimate dollhouse experience for fans of *DreamWorks Animation*'s Netflix series. We revealed an epic second year of *Batman* toys with *Warner Bros. Consumer Products* and announced that we have renewed our initial contract with Warner Bros. that will see Spin Master retain the DC Franchise global toy rights for the action figure, playset, role play and vehicle categories for a further four-year term, beginning 2023 through 2026.

We also launched the first of our innovative toys inspired by the *Wizarding World* stories and characters from the *Harry Potter* and *Fantastic Beasts* films. Our relationship with Feld Entertainment expanded beyond *Monster Jam* to include *Supercross* as the new global master toy licensee for the premier off-road motorcycle racing series. Spin Master also joined forces with Riot Games' *League of Legends* franchise, the most-played PC game in the world, delivering enhanced collectibility and unique play experiences for the global *League of Legends* fan base both on and offline.

ENTERTAINMENT

As a creative centre, Spin Master Entertainment is focused on leadership of children's entertainment brands and as a producer of quality entertainment. Through the creation of endearing characters and exceptional stories infused with a sense of play, our in-house studio talent and outside partners produce a rich slate of multiplatform global entertainment properties, building franchises that are positioned for long-term growth. We are focused on expanding our content pipeline with a story-first mindset that can be adapted to any screen or viewing service.

It's been nearly a decade since the adventures of a tech-savvy boy named Ryder and his team of pups first brightened preschoolers' lives. This year, for the first time ever, our Entertainment creative centre, in partnership with Paramount Pictures and Nickelodeon, unleashed their biggest adventure yet – taking *PAW Patrol* to the big screen with the *PAW Patrol: The Movie* feature film. In August 2021, preschoolers and their families around the world emerged from their homes for what was for many a shared first big screen experience with their beloved pups.

Marking an incredible milestone for Spin Master Entertainment, we loved telling a deeper *PAW Patrol* story on a bigger canvas and fans loved watching it (on average three times). Grossing more than $47 million in the U.S. (excluding Paramount Plus subscription revenue) and more than $150 million worldwide to date, the feature film's success had a halo effect on the franchise, raising *PAW Patrol* awareness globally.

We currently have 10 original shows and multiple short-form series airing or streaming in more than 190 countries in 30 languages. While *PAW Patrol: The Movie* was our first feature film, it will not be the last, with other film concepts in development including a second *PAW Patrol* movie to debut in fall 2023.

With innovation as our driving force, we are increasing our customer centricity to ensure that the toys, entertainment and digital games we bring to market are resonating with our core audience – kids and their families.

DIGITAL GAMES

Today, playing digital games is an integral part of children's lives. Kids turn to gaming as a creative outlet, to connect with their friends, explore and engage with favourite characters. Parents and teachers are also increasingly turning to engaging digital solutions for play-based learning – all of which was amplified by the pandemic.

Our Digital Games creative centre creates expansive digital play experiences for kids, allowing them to explore, learn and express themselves. We think of our apps as digital playgrounds because they are free of rules, scores and the idea of winning and losing. This is our focus moving forward as we expand, introducing new apps and new platforms, sparking kids' imaginations and creating opportunities for open-ended play. We see tremendous opportunity to continue to expand our digital games presence and further expand into the "play to learn" space, combining our deep understanding of entertainment and education.

Our Digital Games creative centre continued to experience record growth in 2021, primarily driven by the *Toca Life World* platform. With over 56 million monthly active users, the app was recognized by Apple as the #1 iPhone App of the Year. *Toca Life World* marked its first in-app licensing integration, welcoming global lifestyle brand *Sanrio* and its *Hello Kitty and Friends* franchise into the digital playground.

Today, the entire *Toca Boca* ecosystem has over 74 million monthly active users, up over 64% compared to last year.

Toca Boca apps have been downloaded more than 400 million times in 238 markets. Strong user growth continues in core markets, including the U.S. and Western Europe, but also increasingly in countries such as Mexico and Brazil, and in Eastern Europe.

Sago Mini, which includes the *Sago Mini School* app and *Sago Mini Boxes* subscription boxes, also helped fuel our digital games growth, with an ever-expanding subscription base that saw a 29% increase in 2021 compared to 2020.

In 2021 we established NOID, a new digital games studio based in Stockholm. NOID is focused on developing digital games using Spin Master's owned intellectual property. Our first game is expected to launch in 2023 and we are very excited about the growth possibilities for digital games that are emerging from this initiative.

ACQUISITIONS

In 2021, we made three strategic acquisitions that include iconic brands, strengthen our innovation capabilities and bolster our presence in the play to learn space.

In January, we completed the acquisition of Rubik's Brands Limited, owner of the Rubik's Cube and one of the industry's most recognizable brands. The acquisition of the Rubik's brand further strengthened our presence in the games and puzzle category and gives us a platform for further innovation and global leverage.

In April, we enhanced our innovation capabilities through the acquisition of a talented product development team that we have worked with for more than 20 years. They are leaders in the development of technologically complex toys that have mass market appeal. This acquisition will accelerate our growth, enable our team to take on more complex projects, increase our idea generation velocity and further expand our innovation pipeline for 2022 and beyond.

We also acquired Originator Inc. in May, a San Francisco-based digital games developer that develops and publishes educational mobile apps for kids and families. Originator, with its impressive roster of apps that have achieved number one positions in their categories in the Apple App Store, will complement Sago Mini's "play to learn" offering and leverage its substantial subscription user base to expand the Originator apps to new audiences.

We continue to actively look for further accretive acquisitions globally.

SPIN MASTER VENTURES

We took an important step to broaden our capital deployment options with the establishment of our Spin Master Ventures strategic initiative, which will seek to accelerate growth within our three creative centres.

Against the backdrop of a rapidly changing children's entertainment space, Spin Master Ventures will make strategic minority investments in start-ups and early-stage companies with promising ideas through an infusion of seed or growth capital. These investments will give us access to new ideas, products and services that complement our own R&D efforts.

We aim to become the ultimate partnership generator, widening our relationships, networks and knowledge, while bolstering our product development pipeline and ultimately our leadership position in the children's entertainment space.

CORPORATE SOCIAL RESPONSIBILITY

Spin Master has always had a noble vision to create magical play experiences for children and their families. Our commitment to this vision has been unwavering, and in these challenging times the power of play has been one way we can make a meaningful impact in the lives of children around the world. We've been entrusted by kids and their parents to conduct our business with integrity, transparency and social responsibility. We value that trust and are committed to being responsible citizens and custodians of the world that these children will one day inherit.

This past year we continued our legacy of giving to children globally, donating more than 170,000 toys as well as $1.95 million in cash. We also established new strategic relationships with leading children's charities to expand access to arts programming, digital education, science, technology, engineering, arts and mathematics (STEAM) activities, and experiential learning to help ensure kids reach their full potential. Through our charitable programming, educational investments and toy donations, we reached close to 300,000 children globally in 2021.

Our social responsibility is anchored by four pillars: our people, our community, our products and our environment. In addition to tracking progress against our goals in these areas, we also developed a multi-year Corporate Social Responsibility (CSR) plan to ensure long-term commitments and accountability for performance to our board and external stakeholders. One increasingly material issue is the rising concern of climate change. In 2021, we offset 100% of our Scope 1, 2 and some of our Scope 3 emissions and are committed to creating a climate action plan by the end of 2022.

We remain focused on our targets for reducing waste and packaging and are actively investigating more sustainable materials. We implemented a toy recycling program in partnership with TerraCycle® in the United States and Australia and are looking to expand this program into other regions in 2022. More information regarding our progress in these areas can be found in our 2021 CSR Report.

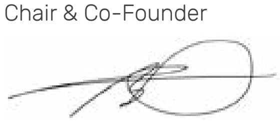
As we look to 2022, we are focused on harnessing the full potential of our three thriving creative centres. With innovation as our driving force, we are also increasing our customer centricity to ensure that the toys, entertainment and digital games we bring to market are resonating with our core audience – kids and their families. We want to fuel fandom for our evergreen franchises, creating a long-lasting connection.

While the supply chain dynamics continue to present challenges, we believe we have a strong operational foundation and that our teams are equipped to navigate this complex environment, delivering our products, content and digital games to our customers and to families around the world.

We are well-positioned to capitalize on the momentum from this past year, leveraging the significant improvements in our operations to propel us forward. We have full confidence in our strategy, our clear vision for the future and in our Executive Leadership Team to accelerate growth across our diversified portfolio.

On behalf of the Board of Directors and management, we want to thank our talented team members globally for their contributions in 2021. As we begin 2022, we see even greater potential to connect, engage and reach even more kids and families with magical and memorable toy, entertainment and digital games experiences. We look forward to creating a long-lasting legacy for Spin Master as a leader in the children's entertainment industry and to generating shareholder value.

Ronnen Harary
Chair & Co-Founder



Anton Rabie
Director & Co-Founder

Max Rangel
Global President & CEO

Ronnen Harary
Chair & Co-Founder

Anton Rabie
Director & Co-Founder

Max Rangel
Global President & CEO

CSR at Spin Master

CSR VISION

Spin Master brings kids and families together through the timeless magic of play. As we continue to grow our business, we seek to be an inclusive employer, enhance the communities in which we operate and minimize our environmental impacts.

CSR STRATEGIC FOCUS AREAS

OUR PRODUCTS

As a leading children's entertainment company, we operate in a highly regulated industry and are committed to the highest level of product quality and safety.

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.

OUR COMMUNITIES

We give children in communities around the world the opportunity to grow, explore and learn through the power of play. Through our philanthropic giving, volunteering and toy donations, we are helping children to harness their creativity and develop the skills to achieve things they thought unimaginable.

OUR ENVIRONMENT

We recognize the need to act in support of the environment and to minimize the impact of our operations, for children and families today and for generations to come.

253M

toys and games produced in 2021.

These are a few highlights from our 2021 CSR Report. To learn more about our CSR commitments and progress, visit our website for the full report: **www.spinmaster.com/en-US/corporate/corporate-social-responsibility**

97%

of our manufacturing facilities underwent an IETP/Ethical Toy Program audit, or equivalent, in 2021.

Zero Recalls

The Company has had no consumer recalls in over a decade.

Close to

300,000

children were impacted by our charitable programs, designed to give kids the opportunity to grow and learn through the power of play.

$1.95M

in cash donations[1] provided to organizations helping children and youth to learn through play, harness their creativity and develop the skills to achieve things they thought unimaginable.

50%

planned reduction in plastic packaging by 2025.

Less than

10

recordable health & safety incidents globally, a reduction of 20% over the prior year.

Toy Recycling

Initiated toy recycling programs in the U.S. and Australia.

More than

10,000 Metric Tonnes

of Scope 1 & 2 and some Scope 3 carbon emissions offset.

84%

of respondents in our 2021 Employee Engagement Survey indicated they are proud to work at Spin Master.

40%

Women represent 40% of senior management (director level and above).

97%

Achieved 97% gender-based pay equity.

1. Cash donations include monetary contributions to registered charities, cost of goods of donated products and direct operational costs associated with donations.

2021 Financial Review

Spin Master Corp.

Management's Discussion and Analysis of Financial Results

For the three months and year ended December 31, 2021

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February 28, 2022

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 28, 2022 and provides information concerning the Company's financial condition, financial performance and cash flows for the year ended December 31, 2021 and the three months ended December 31, 2021, ("fourth quarter", "the quarter", "Q4"). This MD&A should be read in conjunction with the Company's audited consolidated financial statements and accompanying notes ("financial statements") for the year ended December 31, 2021, as well as its Annual Information Form ("AIF") dated March 15, 2021. These and additional information relating to the Company can be found under the Company's profile on SEDAR at www.sedar.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 financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS"). 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" 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. is a leading global children's entertainment company, creating exceptional play experiences through it's three creative centres: Toys, Entertainment and Digital Games. 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® 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, the Company makes minority investments globally in emerging companies and start-ups. With over 30 offices in close to 20 countries, Spin Master employs more than 2,000 team members globally.

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

- Innovate using our internal and external global research and development network;
- Increase international sales in developed and emerging markets;
- Develop global evergreen entertainment franchises;

- Establish a leading position in digital games; and

- Leverage the Company's global platform through strategic acquisitions and investments.

Spin Master's organic growth strategy is centered around the Company's 36-month brand innovation pipeline. This pipeline is fed by internal innovation from inventors, licensors, consumers and potential acquisitions, traditional and innovative entertainment content and digital games.

Spin Master continues to expand into both entertainment content for traditional television, video-on-demand, subscription video-on-demand, and other short-form and long-form content, including movies, as well expanding the Company’s digital games business led by *Toca Boca* and *Sago Mini*.

Spin Master’s business comprises three geographic segments: North America, comprised of the United States ("U.S.") and Canada; Europe, comprised of the United Kingdom, France, Italy, the Netherlands, Germany, Austria, Switzerland, Belgium, Luxembourg, Slovakia, Hungary, Romania, Czech Republic, Poland, Turkey, Russia and Greece; and the Rest of World, primarily comprised of Hong Kong, China, Vietnam, India, Australia, New Zealand, Japan and Mexico and all other areas of the world serviced by Spin Master’s third party distribution network. The Company remains focused on its long-term goal of more than 45% of sales outside of the North America segment.

Spin Master’s toy creative centre is organized into four product categories: (1) Activities, Games & Puzzles and Plush; (2) Wheels & Action; (3) Outdoor and (4) Preschool, Dolls & Interactive. In the fourth quarter of 2021, the "Preschool and Girls" product category was renamed "Preschool and Dolls & Interactive" and the "Boys" product category was renamed "Wheels & Action".

Seasonality factors cause the Company's operating results to fluctuate significantly from quarter to quarter. In particular, Toy revenue is concentrated in the third and fourth quarters of a fiscal year with a significant portion of its net income earned and cash flows generated during the same period.

COVID-19 PANDEMIC

In March 2020, the World Health Organization declared the outbreak of COVID-19 as a global pandemic. The crisis related to COVID-19 is unprecedented and has had an impact on the Company's employees, customers and suppliers in 2020 and 2021.

Supply Chain

The Company closely monitors the changing global environment to enable immediate actions to be taken to ensure customer order fulfillment is achieved across the various markets. The shipment of goods from ports in Asia to North America and Europe continues to be affected by shipping container availability issues and port disruptions.

Demand

Consumer demand for toys is strong in most major markets. Brick and mortar retail consumer traffic continues to be affected in some markets with government-imposed restrictions and consumer purchasing behaviour. Online and e-commerce channels are active in most countries.

Spin Master’s Entertainment and Digital Games creative centres were not adversely impacted by COVID-19. Demand for entertainment content and digital games increased during the pandemic as parents sought entertainment for their children whilst they were at home.

Liquidity

As at December 31, 2021, the Company had unutilized liquidity of $1,080.2 million, comprised of $562.7 million in cash and cash equivalents and $517.5 million under its credit facilities. The Company believes it has sufficient liquidity to meet its operational requirements.

Selected Financial Information

The following provides selected key performance metrics of the Company for the year ended December 31, 2021, which should be read in conjunction with the financial statements of the Company.

Key Performance Metrics	**Year Ended Dec 31**		
(US$ millions, except per share information)	**2021**	**2020**	**2019**
Sales and Earnings			
Gross Product Sales[1]	1,962.4	1,623.7	1,691.2
Toy revenue	1,731.8	1,415.6	1,463.7
Entertainment and Licensing revenue	135.8	78.2	91.7
Digital games revenue	174.8	76.8	26.2
Revenue	2,042.4	1,570.6	1,581.6
Net income	198.6	45.5	64.3
Net margin[2]	9.7 %	2.9 %	4.1 %
Adjusted Net Income[1]	221.3	53.4	92.8
Adjusted Net Margin[1]	10.8 %	3.4 %	5.9 %
EBITDA[1]	384.1	124.5	181.3
Adjusted EBITDA[1]	414.1	180.6	219.0
Adjusted EBITDA Margin[1]	20.3 %	11.5 %	13.8 %
Earnings Per Share ("EPS")			
Basic EPS	1.94	0.45	0.63
Diluted EPS	1.89	0.44	0.62
Adjusted Basic EPS[1]	2.16	0.52	0.91
Adjusted Diluted EPS[1]	2.10	0.51	0.90
Balance Sheet and Cash Flow Data			
Cash and cash equivalents	562.7	320.6	115.3
Total assets	1,736.7	1,342.1	1,256.4
Total liabilities	684.3	499.2	496.0
Cash provided by operating activities	419.1	310.8	98.4
Cash used in investing activities	(153.2)	(84.9)	(116.2)
Cash used in financing activities	(18.3)	(16.3)	(13.7)
Free Cash Flow[1]	339.6	232.1	4.7

Notes:

1) Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios".

2) Net margin is calculated as Net income divided by Revenue.

Revenue was $2,042.4 million which increased by 30.0% from $1,570.6 million in 2020. Constant Currency Revenue[1] grew by 28.9%[2] to $2,025.2 million from $1,570.6 million. The growth in revenue was attributed to all three creative centers - Toy, Entertainment and Licensing and Digital Games.

Gross Product Sales[1] have increased from $1,623.7 million in 2020 to $1,962.4 million in 2021. Over the same period, toy revenue were $1,731.8 million up from $1,415.6 million, driven by growth in all product categories, particularly Preschool and Dolls & Interactive.

Entertainment and Licensing revenue increased by $57.6 million or 73.7% to $135.8 million. The increase was primarily a result of higher distribution revenue related to *PAW Patrol: The Movie* and higher licensing and merchandising revenue.

Digital Games revenue increased by $98.0 million or 127.6% to $174.8 million. The increase was primarily due to higher in-game purchases in *Toca Life World*.

[1] Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios"

[2] See "Percentage change in Constant Currency Gross Product Sales" and "Percentage change in Constant Currency Revenue" within "Non-GAAP Financial Measures and Ratios".

Gross profit of $1,056.6 million increased by 45.2% from $727.9 million in 2020. The increase in gross profit was primarily driven by a 22.3% increase in toy revenue, higher digital games revenue, cost reductions resulting from the Company's operational improvement and productivity initiatives and higher entertainment and licensing revenue. Gross margin[3] increased from 46.3% to 51.7%. The improvement in gross margin was as a result of cost reductions resulting from the Company's operational improvements and productivity initiatives, favourable changes in product mix, a higher proportion of Digital Games and licensing and merchandising revenue and lower closeout sales. This increase was offset in part by inflation on product costs and ocean freight, which was partially mitigated by price increases implemented during the third quarter, as well as by the dilutive effect of *PAW Patrol: The Movie* (revenue less amortization of production costs).

Net income for the year ended December 31, 2021 was $198.6 million, an increase of $153.1 million or 336.5% from $45.5 million in 2020. Adjusted Net Income[1] for the year ended December 31, 2021 was $221.3 million, an increase of $167.9 million or 314.4% from $53.4 million in 2020.

Adjusted EBITDA[1] increased to $414.1 million with Adjusted EBITDA Margin[1] of 20.3%, compared to $180.6 million and 11.5%, respectively, in 2020, primarily driven by higher gross profit, higher administrative, marketing and selling expenses, partially offset by lower distribution expenses.

FINANCIAL PERFORMANCE

Consolidated Results

The following tables provide a summary of Spin Master's consolidated results for the three months and years ended December 31, 2021 and 2020:

	Three Months Ended Dec 31			
(US$ millions)	**2021**	**2020**	**$ Change**	**% Change**
Revenue	620.5	490.6	129.9	26.5 %
Cost of sales	297.2	249.6	47.6	19.1 %
Gross profit	**323.3**	**241.0**	**82.3**	**34.1 %**
Selling, general and administrative expenses	267.4	211.8	55.6	26.3 %
Depreciation and amortization expenses	7.9	10.0	(2.1)	(21.0)%
Other expense, net	9.6	9.7	(0.1)	(1.0)%
Net foreign exchange (gain) loss	(0.7)	10.5	(11.2)	(106.7)%
Finance costs	3.1	3.4	(0.3)	(8.8)%
Income (loss) before income tax expense (recovery)	**36.0**	**(4.4)**	**40.4**	**(918.2)%**
Income tax expense (recovery)	9.5	(4.7)	14.2	(302.1)%
Net income	**26.5**	**0.3**	**26.2**	**8,733.3 %**

	Year Ended Dec 31			
(US$ millions)	**2021**	**2020**	**$ Change**	**% Change**
Revenue	2,042.4	1,570.6	471.8	30.0 %
Cost of sales	985.8	842.7	143.1	17.0 %
Gross profit	**1,056.6**	**727.9**	**328.7**	**45.2 %**
Selling, general and administrative expenses	742.5	632.4	110.1	17.4 %
Depreciation and amortization expenses	33.5	37.7	(4.2)	(11.1)%
Other expense, net	11.3	8.7	2.6	29.9 %
Net foreign exchange (gain) loss	(2.9)	27.6	(30.5)	(110.5)%
Finance costs	10.2	12.1	(1.9)	(15.7)%
Income before income tax expense (recovery)	**262.0**	**9.4**	**252.6**	**2,687.2 %**
Income tax expense (recovery)	63.4	(36.1)	99.5	(275.6)%
Net income	**198.6**	**45.5**	**153.1**	**336.5 %**

[3] Gross margin is calculated as Gross profit divided by Revenue.

Revenue

For the three months ended December 31, 2021 as compared to the same period in 2020:

The following table provides a summary of Spin Master's revenue, including by product category, for the three months ended December 31, 2021 and 2020:

	Three Months Ended Dec 31			
(US$ millions)	**2021**	**2020[1]**	**$ Change**	**% Change**
Preschool and Dolls & Interactive[2]	251.8	200.2	51.6	25.8 %
Activities, Games & Puzzles and Plush[5]	206.5	173.9	32.6	18.7 %
Wheels & Action[2]	146.1	122.1	24.0	19.7 %
Outdoor	23.1	15.6	7.5	48.1 %
Gross Product Sales [3]	**627.5**	**511.8**	**115.7**	**22.6 %**
Sales Allowances[4]	(85.5)	(77.5)	(8.0)	10.3 %
Toy revenue	**542.0**	**434.3**	**107.7**	**24.8 %**
Entertainment and Licensing revenue	28.5	24.5	4.0	16.3 %
Digital Games revenue[6]	50.0	31.8	18.2	57.2 %
Other revenue	**78.5**	**56.3**	**22.2**	**39.4 %**
Revenue	**620.5**	**490.6**	**129.9**	**26.5 %**

[1] Effective Q1 2021, Spin Master simplified 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. See "Addendum" for further details.

[2] Effective Q4 2021, the "Preschool and Girls" product category was renamed "Preschool and Dolls & Interactive" and the "Boys" product category was renamed "Wheels & Action".

[3] Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios".

[4] Sales Allowances represent sales credits requested by customers relating to factors such as cooperative advertising, contractual and negotiated discounts, volume rebates, and costs incurred by customers to sell the Company's products.

[5] Includes $9.7 million related to *Rubik's* in Q4 2021. *Rubik's* was acquired on January 4, 2021.

[6] Includes $1.0 million related to *Originator* in Q4 2021. *Originator* was acquired on June 14, 2021.

Revenue was $620.5 million, an increase of 26.5% from $490.6 million driven by revenue growth in Toy, Entertainment and Licensing and Digital Games. Constant Currency Revenue[1] was $622.1 million, up from $490.6 million, an increase of 26.8%[2].

Toy revenue increased by $107.7 million or 24.8% to $542.0 million driven by growth in all product categories, offset by an increase in Sales Allowances.

Gross Product Sales increased by $115.7 million or 22.6%, to $627.5 million from $511.8 million. Constant Currency Gross Product Sales[1] increased by $117.2 million or 22.9%[2] to $629.0 million, up from $511.8 million. The improvement was generated by growth in all product categories and reflected strong customer demand throughout the quarter and the Company's successful management of the global supply chain volatility.

Gross Product Sales in Preschool, Dolls & Interactive increased by $51.6 million or 25.8% to $251.8 million, arising from sales of *Wizarding World*, *Gabby's Dollhouse, PAW Patrol* and *Purse Pets*, offset in part by a decline in *Hatchimals*.

Gross Product Sales in Activities, Games & Puzzles and Plush increased by $32.6 million or 18.7% to $206.5 million, mainly due to increases in *Kinetic Sand, Rubik's* and *Orbeez*.

Gross Product Sales in Wheels & Action increased by $24.0 million or 19.7% to $146.1 million, led by increases in *DC* licensed products and *Tech Deck*, partially offset by a decline in *DreamWorks Dragons*.

[1] Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios"

[2] See "Percentage change in Constant Currency Gross Product Sales" and "Percentage change in Constant Currency Revenue" within "Non-GAAP Financial Measures and Ratios".

Gross Product Sales in Outdoor increased by $7.5 million or 48.1% to $23.1 million, primarily driven by increases in *SwimWays* and *Aerobie*.

Sales Allowances decreased by $8.0 million or 10.3% to $85.5 million. As a percentage of Gross Product Sales, Sales Allowances declined 1.5% to 13.6% from 15.1%, primarily driven by lower non-compliance charges.

Entertainment and Licensing revenue increased by $4.0 million or 16.3% to $28.5 million. The increase was primarily driven by licensing and merchandising revenue.

Digital games revenue increased by $18.2 million or 57.2% to $50.0 million. The increase was driven by higher in-game purchases in the *Toca Life World* platform.

Revenue by Geographic Segment

The following table provides a summary of Spin Master's Gross Product Sales by geographic segment for the three months ended December 31, 2021 and 2020:

	Three Months Ended Dec 31					
(US$ millions)	**2021**	**% of GPS**	**2020**	**% of GPS**	**$ Change**	**% Change**
North America	361.8	57.6 %	272.4	53.2 %	89.4	32.8 %
Europe	187.5	29.9 %	168.0	32.8 %	19.5	11.6 %
Rest of World	78.2	12.5 %	71.4	14.0 %	6.8	9.5 %
International	265.7	42.4 %	239.4	46.8 %	26.3	11.0 %
Gross Product Sales[1]	**627.5**	**100.0 %**	**511.8**	**100.0 %**	**115.7**	**22.6 %**
Sales Allowances	(85.5)	(13.6)%	(77.5)	(15.1)%	**(8.0)**	**10.3 %**
Toy revenue	**542.0**		**434.3**		**107.7**	**24.8 %**

1) Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios".

As a percentage of total Gross Product Sales, the North America segment increased 4.4% to 57.6% compared to 53.2%. International sales, comprised of the Europe and Rest of World segments, decreased 4.4% to 42.4% compared to 46.8%.

Gross Product Sales in North America increased by $89.4 million or 32.8% to $361.8 million, with a favourable foreign exchange impact of $0.5 million. The increase was driven by *Gabby's Dollhouse, DC* licensed products, *Kinetic Sand, SwimWays, Monster Jam RC and PAW Patrol*.

Gross Product Sales in Europe increased by $19.5 million or 11.6% to $187.5 million, with a unfavourable foreign exchange impact of $1.9 million. The increase was driven by *Wizarding World, Purse Pets, PAW Patrol* and *Rubik's*, offset in part by *Hatchimals* and *Present Pets*.

Gross Product Sales in Rest of World increased by $6.8 million or 9.5% to $78.2 million, with an unfavourable foreign exchange impact of $0.1 million. The increase arose from *Wizarding World, Rubik's* and *PAW Patrol,* offset in part by *Hatchimals*.

For the year ended December 31, 2021 as compared to the same period in 2020:

The following table provides a summary of Spin Master's revenue, including by product category, for the years ended December 31, 2021 and 2020:

	Year Ended Dec 31			
(US$ millions)	**2021**	**2020[1]**	**$ Change**	**% Change**
Preschool and Dolls & Interactive[2]	809.6	609.5	200.1	32.8 %
Activities, Games & Puzzles and Plush[4]	587.8	534.8	53.0	9.9 %
Wheels & Action[2]	445.6	388.3	57.3	14.8 %
Outdoor	119.4	91.1	28.3	31.1 %
Gross Product Sales[3]	**1,962.4**	**1,623.7**	**338.7**	**20.9 %**
Sales Allowances[5]	(230.6)	(208.1)	(22.5)	10.8 %
Toy revenue	**1,731.8**	**1,415.6**	**316.2**	**22.3 %**
Entertainment and Licensing revenue[6]	135.8	78.2	57.6	73.7 %
Digital Games revenue[7]	174.8	76.8	98.0	127.6 %
Other revenue	**310.6**	**155.0**	**155.6**	**100.4 %**
Revenue	**2,042.4**	**1,570.6**	**471.8**	**30.0 %**

[1] Effective Q1 2021, Spin Master simplified 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. See "Addendum" for further details.

[2] Effective Q4 2021, the "Preschool and Girls" product category was renamed "Preschool and Dolls & Interactive" and the "Boys" product category was renamed "Wheels & Action".

[3] Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios".

[4] Includes $25.2 million related to *Rubik's* in 2021. Rubik's was acquired on January 4, 2021.

[5] Sales Allowances represent sales credits requested by customers relating to factors such as cooperative advertising, contractual and negotiated discounts, volume rebates, and costs incurred by customers to sell the Company's products.

[6] Includes $26.0 million related to revenue for *PAW Patrol: The Movie* in 2021.

[7] Includes $2.3 million related to *Originator* in 2021. *Originator* was acquired on June 14, 2021.

Revenue was $2,042.4 million, an increase of 30.0% from $1,570.6 million driven by revenue growth in Toy, Entertainment and Licensing and Digital Games. Constant Currency Revenue[1] increased by 28.9%[2] to $2,025.2 million from $1,570.6 million.

Toy revenue increased by $316.2 million or 22.3% to $1,731.8 million, driven by growth in all product categories, particularly Preschool and Dolls & Interactive.

Gross Product Sales increased by $338.7 million or 20.9% to $1,962.4 million, with a favourable foreign exchange impact of $12.3 million or 0.8%. Constant Currency Gross Product Sales[1] increased by $326.4 million to $1,950.1 million from $1,623.7 million, an increase of 20.1%[2]. The improvement was due to growth in all product categories, particularly Preschool and Dolls & Interactive.

Gross Product Sales in Preschool, Dolls & Interactive increased by $200.1 million or 32.8% to $809.6 million, driven primarily by increases in *PAW Patrol, Wizarding World, Gabby's Dollhouse* and *Purse Pets*, offset in part by declines in *Hatchimals* and *Twisty Petz*.

Gross Product Sales in Activities, Games & Puzzles and Plush increased by $53.0 million or 9.9% to $587.8 million, mainly due to increases in *Kinetic Sand, Rubik's* and *GUND*, offset in part by a decline in the Games & Puzzles portfolio.

Gross Product Sales in Wheels & Action increased by $57.3 million or 14.8% to $445.6 million, driven by increases in *DC* licensed products, *Monster Jam RC* and *Tech Deck*, partially offset by declines in *Ninja Bots* and *DreamWorks Dragons.*

Gross Product Sales in Outdoor increased by $28.3 million or 31.1% to $119.4 million, a result of increases in *SwimWays* and *Aerobie*.

Sales Allowances increased by $22.5 million or 10.8% to $230.6 million. As a percentage of Gross Product Sales, Sales Allowances declined 1.0% to 11.8% from 12.8%, primarily driven by lower non-compliance charges and markdowns.

Entertainment and Licensing revenue increased by $57.6 million or 73.7% to $135.8 million. The increase was driven by distribution revenue from *PAW Patrol: The Movie* and higher licensing and merchandising revenue.

Digital games revenue increased by $98.0 million or 127.6% to $174.8 million. The increase was driven by higher in-game purchases in the *Toca Life World* platform.

Revenue by Geographic Segment

The following table provides a summary of Spin Master's Gross Product Sales by geographic segment for the years ended December 31, 2021 and 2020:

	Year Ended Dec 31					
(US$ millions)	**2021**	**% of GPS**	**2020**	**% of GPS**	**$ Change**	**% Change**
North America	1,197.3	61.0 %	983.4	60.6 %	213.9	21.8 %
Europe	530.7	27.0 %	451.0	27.8 %	79.7	17.7 %
Rest of World	234.4	12.0 %	189.3	11.6 %	45.1	23.8 %
International	765.1	39.0 %	640.3	39.4 %	124.8	19.5 %
Gross Product Sales[1]	**1,962.4**	**100.0 %**	**1,623.7**	**100.0 %**	**338.7**	**20.9 %**
Sales Allowances	(230.6)	(11.8)%	(208.1)	(12.8)%	(22.5)	10.8 %
Toy revenue	**1,731.8**		**1,415.6**		**316.2**	**22.3 %**

1) Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios".

As a percentage of total Gross Product Sales, the North America segment increased 0.4% to 61.0% compared to 60.6%. International sales, comprised of the Europe and Rest of World segments, decreased 0.4% to 39.0% compared to 39.4%.

Gross Product Sales in North America increased by $213.9 million or 21.8% to $1,197.3 million, with a favourable foreign exchange impact of $1.8 million. The increase was driven by *PAW Patrol*, *Gabby's Dollhouse, SwimWays, Monster Jam RC, Kinetic Sand, Wizarding World, DC* licensed products and *Bakugan,* offset in part by the Games & Puzzles portfolio.

Gross Product Sales in Europe increased by $79.7 million or 17.7% to $530.7 million, with a favourable foreign exchange impact of $6.4 million. The increase was driven by *PAW Patrol*, *Wizarding World, Purse Pets, Rubik's, Kinetic Sand, Tech Deck, Zoobles* and *GUND,* offset in part by *Hatchimals.*

Gross Product Sales in Rest of World increased by $45.1 million or 23.8% to $234.4 million, with a favourable foreign exchange impact of $4.1 million. The increase was driven by *PAW Patrol, Wizarding World, Rubik's* and *Orbeez*, offset in part by *Hatchimals* and *Present Pets*.

Gross Profit as compared to the same period in 2020:

	Three Months Ended Dec 31			
(US$ millions)	**2021**	**2020**	**$ Change**	**% Change**
Revenue	620.5	490.6	129.9	26.5 %
Gross profit	323.3	241.0	82.3	34.1 %
Gross margin	**52.1 %**	**49.1 %**	**N/A**	**3.0 %**

For the three months ended December 31, 2021, gross profit increased by $82.3 million or 34.1% to $323.3 million, primarily driven by a 24.8% increase in toy revenue and higher digital games revenue.

Gross margin increased to 52.1% from 49.1% as compared to the same period in 2020, as a result of lower closeout sales, a higher proportion of Digital Games and licensing and merchandising revenue and favourable changes in product mix and productivity savings, offset in part by inflation on product costs and ocean freight, which was partially mitigated by price increases.

	Year Ended Dec 31			
(US$ millions)	**2021**	**2020**	**$ Change**	**% Change**
Revenue	2,042.4	1,570.6	471.8	30.0 %
Gross profit	1,056.6	727.9	328.7	45.2 %
Gross margin	**51.7 %**	**46.3 %**	**N/A**	**5.4 %**

For the year ended December 31, 2021, gross profit increased by $328.7 million or 45.2% to $1,056.6 million, primarily driven by a 22.3% increase in toy revenue, higher digital games revenue, cost reductions resulting from the Company's operational improvement and productivity initiatives and higher entertainment and licensing revenue.

Gross margin increased to 51.7% from 46.3%, as a result of cost reductions resulting from the Company's operational improvements and productivity initiatives, favourable changes in product mix, a higher proportion of Digital Games and licensing and merchandising revenue and lower closeout sales. This increase was offset in part by inflation on product costs and ocean freight, which was partially mitigated by price increases implemented during the third quarter, as well as by the dilutive effect of *PAW Patrol: The Movie* (revenue less amortization of production costs).

Selling, General and Administrative Expenses ("SG&A") as compared to the same period in 2020:

	Three Months Ended Dec 31					
(US$ millions)	**2021**	**% of revenue**	**2020**	**% of revenue**	**$ Change**	**% Change**
Selling expenses	41.3	6.7 %	32.0	6.5 %	9.3	29.1 %
Marketing expenses	92.0	14.8 %	70.0	14.3 %	22.0	31.4 %
Distribution expenses	22.9	3.7 %	22.7	4.6 %	0.2	0.9 %
Product development expenses	7.4	1.2 %	10.4	2.1 %	(3.0)	(28.8)%
Administrative expenses	103.8	16.7 %	76.7	15.6 %	27.1	35.3 %
SG&A	**267.4**	**43.1 %**	**211.8**	**43.2 %**	**55.6**	**26.3 %**

Selling expenses increased by $9.3 million or 29.1% to $41.3 million due to higher sales volume of partner licensed brands. Selling expenses as a percentage of revenue increased to 6.7% from 6.5%.

Marketing expenses increased by $22.0 million or 31.4% to $92.0 million, due to higher media and commercial production spend. Marketing expenses were lower in the prior year due to lower media spend as a result of COVID-19. Marketing expenses as a percentage of revenue increased to 14.8% from 14.3%.

Distribution expenses increased by $0.2 million or 0.9% to $22.9 million, primarily due to lower storage and outbound transportation costs. Distribution expenses as a percentage of revenue decreased to 3.7% from 4.6%.

Product development expenses decreased by $3.0 million or 28.8% to $7.4 million.

For the three months ended December 31, 2021, administrative expenses increased by $27.1 million or 35.3% to $103.8 million. The increase was primarily due to higher personnel related costs and incentive compensation driven by improved operating results. Administrative expenses as a percentage of revenue increased to 16.7% from 15.6%.

	Year Ended Dec 31					
(US$ millions)	**2021**	**% of revenue**	**2020**	**% of revenue**	**$ Change**	**% Change**
Selling expenses	133.8	6.6 %	109.5	7.0 %	24.3	22.2 %
Marketing expenses	179.7	8.8 %	133.1	8.5 %	46.6	35.0 %
Distribution expenses	71.3	3.5 %	90.7	5.8 %	(19.4)	(21.4)%
Product development expenses	27.4	1.3 %	34.5	2.2 %	(7.1)	(20.6)%
Administrative expenses	330.3	16.2 %	264.6	16.8 %	65.7	24.8 %
SG&A	**742.5**	**36.4 %**	**632.4**	**40.3 %**	**110.1**	**17.4 %**

Selling expenses increased by $24.3 million or 22.2% to $133.8 million, due to higher sales volume of partner licensed brands. Selling expenses as a percentage of revenue decreased to 6.6% from 7.0%, driven by lower proportion of revenue from partner licensed brands.

Marketing expenses increased by $46.6 million or 35.0% to $179.7 million, due to higher media and commercial production spend. Marketing expenses were lower in the prior year due to decreased media marketing, lower experiential marketing and trade show cancellations as a result of COVID-19. Marketing expenses as a percentage of revenue increased to 8.8% from 8.5%.

Distribution expenses decreased by $19.4 million or 21.4% to $71.3 million, primarily due to lower storage and outbound transportation costs. Contributing to the decline was the Company's reduction of its North American warehouse footprint from 18 warehouses to 4 warehouses during 2020. Distribution expenses as a percentage of revenue decreased to 3.5% from 5.8%.

Product development expenses decreased by $7.1 million or 20.6% to $27.4 million.

For the year ended December 31, 2021, administrative expenses increased by $65.7 million or 24.8% to $330.3 million.

Adjusted SG&A as compared to the same period in 2020:

	Three Months Ended Dec 31			
(US$ millions)	**2021**	**2020**	**$ Change**	**% Change**
Selling, general and administrative expenses	267.4	211.8	55.6	26.3 %
Adjustments[1]:				
Restructuring expense[2]	(1.4)	(0.5)	(0.9)	180.0 %
Share based compensation[3]	(4.0)	(2.9)	(1.1)	37.9 %
Impairment of property, plant and equipment[4]	—	(0.5)	0.5	n.m.
Transaction costs[5]	(2.1)	(0.9)	(1.2)	n.m.
Adjusted SG&A[6]	**259.9**	**207.0**	**52.9**	**25.6 %**

1) These adjustments relate to items recorded within Administrative expenses.

2) Restructuring expense primarily relates to personnel related costs. Restructuring expense in the prior year includes costs related to changes in senior leadership.

3) Related to non-cash expenses associated with subordinate voting shares granted to equity participants at the time of the Company's initial public offering, share option expense and long-term incentive plan.

4) Impairment of property, plant and equipment related to machinery.

5) Professional fees incurred relating to acquisitions and other transactions.

6) Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios".

Adjusted SG&A[1] increased by $52.9 million or 25.6% to $259.9 million. Adjusted SG&A[1] as a percentage of revenue decreased to 41.9% from 42.2%.

	Year Ended Dec 31			
(US$ millions)	**2021**	**2020**	**$ Change**	**% Change**
Selling, general and administrative expenses	742.5	632.4	110.1	17.4 %
Adjustments[1]:				
Restructuring expense[2]	(2.5)	(5.3)	2.8	(52.8)%
Share based compensation[3]	(15.3)	(12.2)	(3.1)	25.4 %
Impairment of property, plant and equipment[4]	—	(0.5)	0.5	n.m.
Transaction costs[5]	(2.8)	(0.9)	(1.9)	n.m.
Adjusted SG&A[6]	**721.9**	**613.5**	**108.4**	**17.7 %**

1) These adjustments relate to items recorded within Administrative expenses.

2) Restructuring expense primarily relates to personnel related costs. Restructuring expense in the prior year includes costs related to changes in senior leadership.

3) Related to non-cash expenses associated with subordinate voting shares granted to equity participants at the time of the Company's initial public offering, share option expense and long-term incentive plan. See Note 21 of the Consolidated financial statements.

4) Impairment of property plant and equipment related to machinery. See Note 5 of the Consolidated financial statements.

5) Professional fees incurred relating to acquisitions and other transactions.

6) Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios".

The increase was primarily due to higher personnel related costs and incentive compensation driven by improved operating results as well as higher professional services expenses. Administrative expenses as a percentage of revenue decreased to 16.2% from 16.8%. Adjusted SG&A increased by $108.4 million or 17.7% to $721.9 million. Adjusted SG&A as a percentage of revenue decreased to 35.3% from 39.1%.

Finance Costs as compared to the same period in 2020:
For the three months ended December 31, 2021, finance costs decreased by $0.3 million to $3.1 million. For the year ended December 31, 2021, finance costs decreased by $1.9 million to $10.2 million. The decrease was primarily due to lower interest expense.

Depreciation and Amortization Expenses as compared to the same period in 2020:

	Three Months Ended Dec 31			
(US$ millions)	**2021**	**2020**	**$ Change**	**% Change**
Included in cost of sales	15.1	17.6	(2.5)	(14.2)%
Included in expenses	7.9	10.0	(2.1)	(21.0)%
Depreciation and amortization expenses	**23.0**	**27.6**	**(4.6)**	**(16.7)%**

For the three months ended December 31, 2021, depreciation and amortization expense decreased by $4.6 million to $23.0 million. The decrease was primarily due to lower expenses related to entertainment content development.

	Year Ended Dec 31			
(US$ millions)	**2021**	**2020**	**$ Change**	**% Change**
Included in cost of sales	78.4	65.3	13.1	20.1 %
Included in expenses	33.5	37.7	(4.2)	(11.1)%
Depreciation and amortization expenses	**111.9**	**103.0**	**8.9**	**8.6 %**

For the year ended December 31, 2021, depreciation and amortization expense increased by $8.9 million to $111.9 million. The increase was primarily due to higher expenses related to entertainment content and app development.

Foreign Exchange (Gain) Loss as compared to the same period in 2020:
For the three months ended December 31, 2021, the Company incurred a foreign exchange gain of $0.7 million (unrealized gain of $0.7 million and realized gain of $nil) compared to a net foreign exchange loss of $10.5 million (realized loss of $4.1 million and unrealized loss of $6.4 million). For the year ended December 31, 2021, the Company incurred a foreign exchange gain of $2.9 million (realized gain of $2.5 million and unrealized gain of $0.4 million) compared to a net foreign exchange loss of $27.6 million (unrealized loss of $41.7 million, net of realized gain of $14.1 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 applicable entity are settled. The Company uses derivative financial instruments such as foreign exchange forward contracts to manage foreign currency risk.

Income Tax Expense (Recovery) as compared to the same period in 2020:
For the three months ended December 31, 2021, the Company had an income tax expense of $9.5 million compared to an income tax recovery of $4.7 million. For the year ended December 31, 2021, the Company had an income tax expense of $63.4 million compared to an income tax recovery of $36.1 million. The effective tax rate was 24.2% compared to (384.0)%. The prior year effective tax rate related to an internal transfer of intellectual property, which resulted in a one-time income tax recovery of $33.3 million or (354.2)% for the year ended December 31, 2020 as well as from different tax rates of subsidiaries operating in other jurisdictions and income not taxable in determining the taxable income.

Net Income as compared to the same period in 2020:
Net income for the three months ended December 31, 2021 was $26.5 million, an increase of $26.2 million from $0.3 million. Adjusted Net Income[1] for the three months ended December 31, 2021 was $38.7 million, an increase of $24.1 million from $14.6 million.

Net income for the year ended December 31, 2021 was $198.6 million, an increase of $153.1 million from $45.5 million. Adjusted Net Income[1] for the year ended December 31, 2021 was $221.3 million, an increase of $167.9 million from $53.4 million.

OUTLOOK

Spin Master continues to focus on driving long-term growth. Its principal strategies are to:

- Innovate using our internal and external global research and development network;
- Increase international sales in developed and emerging markets;
- Develop global evergreen entertainment franchises;
- Establish a leading position in digital games; and
- Leverage the Company's global platform through strategic acquisitions and investments.

Revenue increased 30.0% for the year ended December 31, 2021 compared to 2020. Previous guidance on November 4, 2021 was for Revenue to increase slightly above 20% compared to 2020. The higher than expected Revenue growth was primarily driven by Gross Product Sales[1], which increased 20.9% for the year ended December 31, 2021 compared to 2020. Previous guidance was for Gross Product Sales[1] to increase mid-teens compared to 2020. The increase in Gross Product Sales[1], was primarily driven by the strength of customer demand for Spin Master's innovative product line and the Company's ability to successfully manage through global supply chain disruptions, to ensure steady inventory flow and availability both on shelf and on-line.

2022 Guidance

The Company expects 2022 Gross Product Sales[1] to increase mid to high single digits compared to 2021.

The Company expects 2022 Revenue to increase mid to high single digits compared to 2021 Revenue, excluding *PAW Patrol: The Movie* Distribution Revenue[1] of $26.0 million.

The Company expects 2022 Adjusted EBITDA Margin[1] to be in line with 2021 Adjusted EBITDA Margin, excluding *PAW Patrol: The Movie* Distribution Revenue[1] of $26.0 million.

INVESTMENTS AND ACQUISITIONS

Acquisition **of Rubik's Brand Limited**

On January 4, 2021, the Company completed the acquisition of Rubik's Brand Limited by acquiring 100% of the shares of its holding company, Rubiks Malta Holding Company Limited (“Rubik’s”). Rubik’s is a licensor and distributor of various editions of the Rubik’s product lines and qualifies as a business under IFRS 3, Business Combinations ("IFRS 3"). The Company secured the global intellectual property for the Rubik’s portfolio and the ability to sell, market and license for further penetration directly to wholesale customers or continue to sell indirectly through distributors into markets as well as expansion into new territories. The brand has been reported in the Activities, Games & Puzzles and Plush product category and included in the Rubik's cash-generating unit ("CGU") beginning from the date of acquisition.

The total purchase consideration of $55.2 million was comprised of $51.4 million of cash consideration plus $3.8 million related to the estimated fair value of future royalties. The total purchase consideration has been allocated to the identifiable intangible assets based on their estimated fair values of $38.1 million (related to brands and customer relationships), tangible assets of $6.5 million and assumed liabilities of $12.0 million with the remainder allocated to goodwill.

The Company incurred transaction related costs of $1.1 million. $0.9 million was recorded in administrative expenses in the Consolidated statements of earnings and comprehensive income for the year ended December 31, 2020 and $0.2 million was recorded in administrative expenses in the Consolidated statements of earnings and comprehensive income for the year ended December 31, 2021.

The total purchase consideration includes $3.8 million in deferred payments for future royalties. The future royalties are payable to the vendor upon the achievement of key performance indicators over a six-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 $5.7 million. Based on a subsequent review of financial performance of the existing contingent consideration provision at year end, an additional $0.7 million was recorded for the year ended December 31, 2021.

Acquisition of certain assets from a product invention and development company

On April 16, 2021, the Company acquired assets and assumed liabilities of a product invention and development company which constitutes a business under IFRS 3. Included in the acquisition is an assembled workforce to complement the Company's toy innovation and development capabilities. The acquisition has been reported in the Toy CGU from the date of acquisition.

The total purchase consideration was comprised of $7.5 million of cash consideration and has been allocated as $0.7 million of tangible assets and $0.7 million of assumed liabilities with the remainder allocated to goodwill.

The Company had pre-existing licensing arrangements for the acquired intellectual property. No gain/loss from the settlement of the pre-existing relationship was generated from this transaction.
The Company incurred $0.2 million in transaction related costs which were included in administrative expenses in the Consolidated statements of earnings and comprehensive income for the year ended December 31, 2021.

The purchase agreement includes deferred consideration of $14.5 million which is contingent on continued employment of key principals over a five-year period. These payments are considered an incentive-remuneration expense and are accrued over the five-year period. Deferred remuneration expense of $4.3 million is included in Other expenses, net in the Consolidated statements of earnings and comprehensive income for the year ended December 31, 2021, and in provisions and contingent liabilities in the Consolidated statements of financial position.

Acquisition of Originator Inc.

On June 14, 2021, the Company acquired 100% of the shares of Originator Inc., which qualifies as a business under IFRS 3. Originator Inc. is a developer and publisher of education focused mobile apps for kids and families and was acquired to complement Sago Mini's edutainment digital games offering. The acquisition has been reported in the Digital Games CGU and its revenue is included within Digital Games revenue from the date of acquisition.

The total purchase consideration was comprised of $15.0 million of cash consideration. The total purchase consideration has been allocated to identifiable intangible assets based on their estimated fair values of $9.1 million (related to brands, customer relationships and app development), tangible assets of $0.6 million and assumed liabilities of $2.9 million with the remainder allocated to goodwill. The purchase price allocation was finalized in the Company's third quarter of 2021.

The purchase agreement also includes deferred consideration of $4.0 million which is contingent on meeting certain performance metrics and has been allocated a fair value of $nil in the total purchase consideration.

The Company incurred $0.4 million in transaction related costs which were included in administrative expenses in the Consolidated statements of earnings and comprehensive income for the year ended December 31, 2021, respectively.

The purchase agreement includes total deferred consideration of $10.0 million which is contingent on the continued employment of key principals as well as certain performance metrics, over a five-year period. These payments are considered an incentive-related remuneration expense and are accrued over the five-year period. Deferred remuneration expense of $2.5 million is included in Other expenses, net in the Consolidated statements of earnings and comprehensive income for the year ended December 31, 2021, and in provisions and contingent liabilities in the Consolidated statements of financial position.

Spin Master Ventures

On October 19, 2021, the Company announced the creation of Spin Master Ventures ("SMV"). SMV’s focus is to accelerate growth in each of the Company’s three creative centres comprising of Toys, Entertainment and Digital Games, through strategic minority investments. Spin Master will initially allocate $100 million capital to SMV, funded from existing internal resources. In the third quarter of 2021, SMV made minority investments in two companies for $2.4 million, namely, Nørdlight Games AB ("Nørdlight") for $0.6 million and Hoot Reading Inc. ("Hoot") for $1.8 million.

- Nørdlight, a mobile game development company based in Stockholm is comprised of a five-person team with over 50 years of experience in the mobile games industry.
- Hoot Reading, an education technology company based in Canada providing an online tutoring service that provides children with live, 1:1 reading lessons with experienced teachers.

SELECTED QUARTERLY FINANCIAL INFORMATION

Seasonality factors cause Spin Master's operating results to fluctuate significantly from quarter to quarter. A majority of the Company's annual Gross Product Sales[1] occur during the third and fourth quarters of the Company's fiscal year.

The following table provides selected historical information and other data, which should be read in conjunction with the financial statements of the Company.

(in US$ millions, except EPS)	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020	Q2 2020	Q1 2020
Gross Product Sales[1]	627.5	681.2	359.0	294.7	511.8	587.4	282.2	242.3
Toy revenue	542.0	607.8	326.4	255.6	434.3	523.3	252.6	205.4
Entertainment and Licensing revenue	28.5	52.9	27.5	26.9	24.5	20.5	18.3	14.9
Digital games revenue	50.0	53.8	36.9	34.1	31.8	27.8	10.2	7.0
Revenue	620.5	714.5	390.8	316.6	490.6	571.6	281.1	227.3
Net income (loss)	26.5	135.4	33.5	3.2	0.3	86.8	(14.9)	(26.7)
Net margin	4.3%	19.0%	8.6%	1.0%	0.1%	15.2%	(5.3)%	(11.7)%
Adjusted EBITDA[1]	78.3	217.3	81.8	36.7	51.5	139.9	21.5	(32.3)
Adjusted EBITDA Margin[1]	12.6%	30.4%	20.9%	11.6%	10.5%	24.5%	7.6%	(14.2)%
Basic EPS	$0.26	$1.32	$0.33	$0.03	$—	$0.85	$(0.15)	$(0.26)
Diluted EPS	$0.25	$1.29	$0.32	$0.03	$—	$0.83	$(0.15)	$(0.26)
Adjusted Net Income (Loss)[1]	38.7	132.6	41.6	8.4	14.6	95.1	(9.5)	(46.8)
Adjusted Net Margin[1]	6.2%	18.6%	10.6%	2.7%	3.0%	16.6%	(3.4)%	(20.6)%
Adjusted Basic EPS[1]	$0.38	$1.30	$0.41	$0.08	$0.14	$0.93	$(0.09)	$(0.46)
Adjusted Diluted EPS[1]	$0.37	$1.26	$0.40	$0.08	$0.14	$0.91	$(0.09)	$(0.45)
Cash and cash equivalents, net of loans and borrowings	562.7	360.5	310.7	262.3	320.6	207.3	111.5	74.8
Cash flow from operating activities	230.1	85.8	94.2	9.0	138.2	117.2	64.2	(8.8)
Cash used in investing activities	(19.6)	(22.7)	(46.9)	(64.0)	(19.3)	(20.2)	(26.4)	(19.0)
Free Cash Flow[1]	211.3	65.8	69.0	(6.5)	123.7	96.0	40.2	(27.8)

1) Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios".

LIQUIDITY AND CAPITAL RESOURCES

The Company's primary source of liquidity is cash flow from operations. 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 fourth quarter. As at December 31, 2021, the Company had cash and cash equivalents of $562.7 million (December 31, 2020 - $320.6 million).

Cash flows from operations could be negatively impacted by decreased demand for the Company's products, which may result from factors such as adverse economic conditions and changes in public and 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's primary capital needs are related to inventory financing, accounts payable funding, and capital expenditures for tooling, film production, digital games development and to fund strategic acquisitions and investments. The Company expects that cash, future operating cash flows and the amounts available to be drawn against the credit facilities will enable the Company to finance its capital investment program and fund its ongoing business requirements over the next 12 months, including working capital and financial obligations.

On September 28, 2021, the Company entered into an agreement to amend and restate its existing $510.0 million secured five-year revolving credit facility (the "Facility"). Under the terms of the amended and restated agreement, the Facility is now unsecured, 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 $1.7 million, which include Facility amendment fees and related legal fees, are recognized in Other assets and will be amortized over the term of the amended and restated agreement.

As at December 31, 2021, there were $0.4 million (December 31, 2020 - $0.4 million) in letters of credit utilized under the Facility and no amounts drawn (December 31, 2020 - nil) under this Facility.

The Company has an uncommitted Overdraft Facility Agreement (the "European Facility") for $17.0 million (€15.0 million). The European Facility may be used to fund working capital requirements in Europe. As at December 31, 2021, the European Facility was undrawn.

The Company has a credit facility (the "Production Facility") with a limit of $7.9 million (CAD$10.0 million) to finance television and film production. As at December 31, 2021, the Production Facility was undrawn.

As at December 31, 2021, the Company had unutilized liquidity of $1,080.2 million, comprised of $562.7 million in cash and cash equivalents and $517.5 million under its credit facilities. The Company believes it has sufficient liquidity to meet its operational requirements.

Short Form Base Shelf Prospectus

The Company filed a short form base shelf prospectus dated November 2, 2021, pursuant to which, for a period of 25 months thereafter, the Company (and shareholders of the Company) may sell up to an aggregate of CAD$1.0 billion of 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's previous base shelf prospectus in the amount of CAD$750.0 million, expired during the third quarter of 2021.

Capital and Investment Framework

Over the long term, the Company plans to use its free cash flows 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 and minority 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 expenses are generally comprised of the purchase of tooling used in the manufacturing process and entertainment property production.

CASH FLOW

The following tables provide a summary of Spin Master's consolidated cash flows for the three months and year ended December 31, 2021 and 2020:

	Three Months Ended Dec 31		
(US$ millions)	**2021**	**2020**	**$ Change**
Net cash flows provided by operating activities	230.1	138.2	91.9
Net cash flows used in investing activities	(19.6)	(19.3)	(0.3)
Net cash flows used in financing activities	(3.5)	(4.0)	0.5
Net increase in cash and cash equivalents (excluding the effect of foreign currency exchange rate changes)	**207.0**	**114.9**	**92.1**
Effect of foreign currency exchange rate changes on cash and cash equivalents	(4.8)	(1.6)	(3.2)
Cash and cash equivalents, beginning of period	360.5	207.3	153.2
Cash and cash equivalents, end of period	**562.7**	**320.6**	**242.1**

	Year Ended Dec 31		
(US$ millions)	**2021**	**2020**	**$ Change**
Net cash flows provided by operating activities	419.1	310.8	108.3
Net cash flows used in investing activities	(153.2)	(84.9)	(68.3)
Net cash flows used in financing activities	(18.3)	(16.3)	(2.0)
Net increase in cash and cash equivalents (excluding the effect of foreign currency exchange rate changes)	**247.6**	**209.6**	**38.0**
Effect of foreign currency exchange rate changes on cash and cash equivalents	(5.5)	(4.3)	(1.2)
Cash and cash equivalents, beginning of year	320.6	115.3	205.3
Cash and cash equivalents, end of year	**562.7**	**320.6**	**242.1**

Cash from Operating Activities as compared to the same period in 2020:

Cash flows provided by operating activities were $230.1 million for the three months ended December 31, 2021 compared to $138.2 million driven by higher net income and the decrease in change in net working capital.

Cash flows provided by operating activities were $419.1 million for the year ended December 31, 2021 compared to $310.8 million driven by higher net income and the decrease in change in net working capital.

The table below outlines key financial information pertaining to the Company's net working capital:

(US$ millions)	**Dec 31, 2021**	**Dec 31, 2020**	**$ Change**	**% Change**
Trade receivables, net[1]	327.9	277.2	50.7	18.3 %
Other receivables[2]	66.7	59.2	7.5	12.7 %
Inventories	137.4	102.0	35.4	34.7 %
Advances on royalties	7.1	17.2	(10.1)	(58.7)%
Prepaid expenses	9.0	7.2	1.8	25.0 %
Other assets	—	3.0	(3.0)	(100.0)%
Total current assets	**548.1**	**465.8**	**82.3**	**17.7 %**
Trade payables	274.7	161.4	113.3	70.2 %
Accrued liabilities[3]	201.7	153.0	48.7	31.8 %
Deferred revenue	10.9	25.3	(14.4)	(56.9)%
Provisions and contingent liabilities	25.1	29.2	(4.1)	(14.0)%
Total current liabilities	**512.4**	**368.9**	**143.5**	**38.9 %**
Total net working capital	**35.7**	**96.9**	**(61.2)**	**(63.2)%**

1) Trade receivables are net of allowance for doubtful accounts and provisions for sales allowances. Refer to Note 10 of the financial statements.

2) Other receivables include investment tax credits receivable, royalties, sales tax and other balances. Refer to Note 10 of the financial statements.

3) Accrued liabilities are comprised of payroll related liabilities, accrued royalties, commodity tax and other balances. Refer to Note 17 of the financial statements.

(US$ millions)	Dec 31, 2020	Dec 31, 2019	$ Change	% Change
Trade receivables, net[1]	277.2	370.7	(93.5)	(25.2)%
Other receivables[2]	59.2	57.0	2.2	3.9 %
Inventories	102.0	185.3	(83.3)	(45.0)%
Advances on royalties	17.2	18.0	(0.8)	(4.4)%
Prepaid expenses	7.2	14.4	(7.2)	(50.0)%
Other assets	3.0	—	3.0	n.m
Total current assets	**465.8**	**645.4**	**(179.6)**	**(27.8)%**
Trade payables	161.4	215.8	(54.4)	(25.2)%
Accrued liabilities[3]	153.0	129.8	23.2	17.9 %
Deferred revenue	25.3	7.6	17.7	232.9 %
Provisions and contingent liabilities	29.2	26.2	3.0	11.5 %
Total current liabilities	**368.9**	**379.4**	**(10.5)**	**(2.8)%**
Total net working capital	**96.9**	**266.0**	**(169.1)**	**(63.6)%**

1) Trade receivables are net of allowance for doubtful accounts and provisions for sales allowances. Refer to Note 10 of the financial statements.

2) Other receivables include investment tax credits receivable, royalties, sales tax and other balances. Refer to Note 10 of the financial statements.

3) Accrued liabilities are comprised of payroll related liabilities, accrued royalties, commodity tax and other balances. Refer to Note 17 of the financial statements.

Total net working capital decreased by $61.2 million or 63.2% to $35.7 million at December 31, 2021 from $96.9 million. Excluding the impact of foreign exchange, total net working capital increased by $49.9 million.

Trade receivables, net, increased by $50.7 million or 18.3% to $327.9 million at December 31, 2021 from $277.2 million, driven by the increase in toy revenue in the fourth quarter compared to the prior year.

Inventories increased by $35.4 million or 34.7% to $137.4 million at December 31, 2021 from $102.0 million, driven by higher in-transit inventory and higher product and ocean freight costs due to inflation.

Trade payables and accrued liabilities increased by $162.0 million or 51.5% to $476.4 million at December 31, 2021 from $314.4 million, driven by the timing of payments in line with the seasonality of the business.

Investing Activities as compared to the same period in 2020:

The following tables provide a summary of Spin Master's consolidated cash flows used in investing activities for the three months and year ended December 31, 2021 and 2020:

	Three Months Ended Dec 31		
(US$ millions)	2021	2020	$ Change
Property, plant and equipment			
Tooling	4.3	3.8	0.5
Other	(1.1)	(2.0)	0.9
Total property, plant and equipment	**3.2**	**1.8**	**1.4**
Intangible assets			
Entertainment content and app development	14.6	14.2	0.4
Computer software	0.5	(1.7)	2.2
Brands, licenses and trademark acquisitions	0.5	0.2	0.3
Total intangible assets	**15.6**	**12.7**	**2.9**
Total capital expenditures	**18.8**	**14.5**	**4.3**
Business acquisitions, net of cash acquired	0.7	3.3	(2.6)
Investment in minority interests and limited partnership, net of investment distribution income	0.1	1.8	(1.7)
Proceeds from disposals	—	(0.3)	0.3
Cash used in investing activities	**19.6**	**19.3**	**0.3**

Cash used in investing activities was $19.6 million for the three months ended December 31, 2021 compared to $19.3 million as a result of higher investments in entertainment content and app development offset by lower investments in business acquisitions.

	Year Ended Dec 31		
(US$ millions)	**2021**	**2020**	**$ Change**
Property, plant and equipment			
Tooling	22.8	18.9	3.9
Other	3.6	2.1	1.5
Total property, plant and equipment	**26.4**	**21.0**	**5.4**
Intangible assets			
Entertainment content and app development	50.3	50.6	(0.3)
Computer software	1.8	5.9	(4.1)
Brands, licenses and trademark acquisitions	1.0	1.2	(0.2)
Total intangible assets	**53.1**	**57.7**	**(4.6)**
Total capital expenditures	**79.5**	**78.7**	**0.8**
Business acquisitions, net of cash acquired	70.9	2.3	68.6
Investment in minority interests and limited partnership, net of investment distribution income	2.8	1.8	1.0
Investment in trademark license agreement	—	2.4	(2.4)
Proceeds from disposals	—	(0.3)	0.3
Cash used in investing activities	**153.2**	**84.9**	**68.3**

For the year ended December 31, 2021, cash used in investing activities was $153.2 million compared to $84.9 million. Business acquisitions in the current year relate to the acquisition of *Rubik's*, *Originator* and certain assets from a product invention and development company. Also contributing to the increase was higher investment in property, plant and equipment, offset in part by lower investments in computer software.

Financing Activities as compared to the same period in 2020:

Cash flows used in financing activities were $3.5 million for the three months ended December 31, 2021 compared to $4.0 million. For the year ended December 31, 2021, cash flows used in financing activities were $18.3 million compared to cash flows used in financing activities of $16.3 million driven by higher payment of lease liabilities.

Free Cash Flow[1] as compared to the same period in 2020:

The following tables provide a reconciliation of Spin Master's consolidated Free Cash Flow[1] to cash from operating activities and cash used in investing activities for the three months and year ended December 31, 2021 and 2020:

	Three Months Ended Dec 31		
(US$ millions)	**2021**	**2020**	**$ Change**
Cash flows provided by operating activities	230.1	138.2	91.9
Cash flows used in investing activities	(19.6)	(19.3)	(0.3)
Add:			
Business acquisitions, net of cash acquired	0.7	—	0.7
Investment in limited partnership	0.1	1.8	(1.7)
Advance paid for business acquisitions	—	3.0	(3.0)
Free Cash Flow[1]	**211.3**	**123.7**	**87.6**

(US$ millions)	Year Ended Dec 31 2021	2020	$ Change
Cash flows provided by operating activities	419.1	310.8	108.3
Cash flows used in investing activities	(153.2)	(84.9)	(68.3)
Add:			
Business acquisitions, net of cash acquired	70.9	(0.7)	71.6
Advance paid for business acquisitions	—	3.0	(3.0)
Investment in trademark license agreement	—	2.4	(2.4)
Investment distribution income	(0.6)	—	(0.6)
Investment in limited partnership	1.0	1.8	(0.8)
Investment in minority interests	2.4	—	2.4
Proceeds from sale of investments	—	(0.3)	0.3
Free Cash Flow[1]	**339.6**	**232.1**	**107.5**

1) Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios".

Free Cash Flow[1] was $211.3 million for the three months ended December 31, 2021 compared to $123.7 million, an increase of $87.6 million. Free Cash Flow[1] increased primarily due to higher cash flows generated by operating activities driven by higher net income and the decrease in net working capital. For the year ended December 31, 2021, Free Cash Flow[1] was $339.6 million compared to $232.1 million, an increase of $107.5 million. In both comparative periods, Free Cash Flow[1] increased primarily due to higher cash flows generated by operating activities driven by higher net income and the decrease in net working capital.

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 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, 2021, which are primarily for the leasing of offices and related office equipment and minimum guarantees due to licensors. The leases have been entered into with terms of between two and twelve years in length and minimum guarantees to licensors are primarily due within 24 months.

	Less than 1 year to greater than 5 years			
(US$ millions)	<1 Year	1-5 Years	> 5 Years	Total
Lease obligations - undiscounted	15.0	38.7	45.4	99.1
Guaranteed payments due to licensors	15.1	14.0	2.0	31.1
Total commitments	**30.1**	**52.7**	**47.4**	**130.2**

OFF-BALANCE SHEET ARRANGEMENTS

Spin Master has no 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 28, 2022, there were 102.4 million shares outstanding comprised of 70.6 million Multiple Voting Shares and 31.8 million Subordinate Voting Shares.

As of February 28, 2022, pursuant to grants under the Company's Long-Term Incentive Plan, 0.9 million Subordinate Voting Shares were issuable under outstanding Restricted Stock Units, up to 2.2 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.

On February 18, 2020, the Company announced changes to senior leadership. As a result of these changes, 301,160 subordinate voting shares were forfeited and 133,550 subordinate voting shares with a fair value of $1.1 million were canceled.

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 MD&A for the year ended December 31, 2021 (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. These factors are also currently, and in the future may be, amplified by the COVID-19 pandemic. 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. 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 and entertainment properties 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 and entertainment properties 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 and entertainment properties. If the Company is unable to anticipate consumer preferences, its products, brands and entertainment properties may not be accepted by children, parents, or families, demand for the Company's products, brands and entertainment properties 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 and entertainment properties. Failure to anticipate, identify and react to changes in children's interests and consumer preferences could significantly lower sales of its products, brands and entertainment properties and harm its revenues and profitability. This challenge is more difficult with the ever increasing utilization of technology and digital media in entertainment 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 and families evolve quickly, can change drastically from year to year and season to season and are difficult to anticipate. Significant, sudden shifts in demand are caused by "hit" toys, technologies and trends, which are often unpredictable. 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 and entertainment properties, or the failure of Spin

Master's original products, brands and entertainment properties 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 gaming 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 or property can gain access to consumers and become a significant source of competition for the Company. 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 a number of 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.

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 and promotional programs. 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 or media 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.

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. 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, as a consequence, 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. 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. The Company's licensors may also seek to terminate Spin Master's license.

Spin Master is a party to a number of 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 licensors to obtain, maintain and enforce its licensed IP, in particular, 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 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.

The COVID-19 pandemic and actions taken by governments, businesses, and individuals in response to it could adversely affect Spin Master's business, financial position, sales, and results of operations.

The global COVID-19 pandemic and the actions taken by governments, businesses, and individuals in response to it have resulted in significant global economic disruption, including, but not limited to, temporary business closures, reduced retail traffic, volatility in financial markets, restrictions on travel, and safer-at-home protocols. Such disruptions in the markets in which Spin Master, its employees, consumers, customers, 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, financial position, sales, and results of operations. Negative impacts may result from, among other things:

- declines in Toy revenue as a result of retail store closures (including specialty retailers), limited reopening, evolving stay-at-home protocols, and limitations on the capacity of e-commerce in certain markets;
- disruptions to the design, development, manufacturing, and/or distribution operations of Spin Master and/or its 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 from our 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;
- 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; and
- any currently unforeseen effects of COVID-19.

Any one of these factors, or a combination thereof, could impact Spin Master's ability to meet demand for 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.

Since mid-March 2020, the majority of Spin Master's workforce has been working remotely. While reopening of some of the Company's offices has begun on a limited basis, Spin Master continues to actively develop a plan to safely bring additional personnel back to its offices, which will be based on need and governmental, health, and safety guidelines. The Company regularly communicates and engages with its employees to minimize the disruption and stress of working remotely, provide flexibility and ensure that our employees are getting access to information and accommodations as the Company plans for a successful and safe re-entry to the workplace.

The impact of the COVID-19 pandemic continues to be fluid and uncertain, making it difficult to forecast the ultimate impact it could have on Spin Master's future operations. If Spin Master's business experiences prolonged occurrence of adverse public health conditions due to COVID-19 or other similar public health incidents, Spin Master's business, financial position, sales, and results of operations could be materially impacted.

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 "hit" toys and 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.

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

A majority of Spin Master's products are manufactured by third-party manufacturers, most of which are located 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 of time 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.

Given that the majority of Spin Master's products are manufactured by third-party manufacturers, public health crises, such as the COVID-19 pandemic, and other factors affecting political, social and economic activity where our 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, such as the COVID-19 pandemic, 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, 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 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.

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 a number of 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 through the use of 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.

Disruptions in Spin Master's manufacturing operations or supply chain due to political instability, civil unrest or public health crisis have adversely affected and could further adversely affect Spin Master's business, financial position, sales, and results of operations.

The Company owns, operates and manages manufacturing facilities and utilizes third-party manufacturers and suppliers in China, as well as in Vietnam, India, Mexico and France. The risk of political instability and civil unrest in certain of these countries, which could temporarily or permanently damage the manufacturing 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. 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 business is seasonal and therefore its annual financial performance depends, in large part, on its sales relating to the holiday season. 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.

Seasonality factors cause Spin Master's operating results to fluctuate significantly from quarter to quarter. A majority of the Company's Toy revenue is concentrated in the third and fourth quarters, with a majority of retail sales occurring during the period from September through December in anticipation of the 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 as a result 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, 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 in excess of 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.

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 as a whole. 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 as a result of weakening global economic conditions, tightening of consumer credit, 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, 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, in an effort 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.

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 as a result 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.

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 particular 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 manner in which 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 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.

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.

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.

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 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.

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, due to the COVID-19 pandemic or otherwise, 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 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 is able to 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 or financial problems associated with the integration of acquired businesses. 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. 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 of 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 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, 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, and privacy and data protection, as well as other administrative and regulatory restrictions. 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 imposed certain trade actions, including imposing increased tariffs on certain goods imported into the U.S. from China, which resulted in retaliatory tariffs by China. Any increased trade barriers or restrictions on global trade imposed by the U.S., or other countries in response, could adversely affect Spin Master’s business, financial condition and performance.

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.

Spin Master relies extensively on information technology in its operations, and any material failure in design, inadequacy, interruption, or security breach of that technology 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. Many of these systems are managed by third-party service providers. The Company is critically dependent on the integrity, security and consistent operations of these systems and related back-up 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 and adequate disaster recovery systems successfully. The failure of the information systems design, to perform as designed or Spin Master’s failure to implement and operate them effectively 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.

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

Spin Master maintains significant amounts of data electronically in locations around the world. This data relates to all aspects of the Company’s business and also contains certain customer and consumer data. The Company maintains 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. 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, the use of social engineering and other means to affect the confidentiality, integrity and availability of the Company's technology systems and data. Cyberattacks could also include supply chain attacks, which could cause a delay in the manufacturing of the Company's products. 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 third-party 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. To its knowledge, Spin Master has not experienced any material breach of its cybersecurity 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, 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.

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 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 video 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 analog and technology-based play.

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 consumer electronics and entertainment products and difficult economic conditions may increase the risk of Spin Master not achieving sales sufficient to recover the increased costs associated with these products. Designing, developing and producing sophisticated digital 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 video games, consumer electronics 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 and the California Consumer Protection Act.

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 could have a material adverse effect on the Company's business, financial condition and performance.

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 creative centres. The loss of services of any of the Company's key personnel could harm its business. Recruiting and retaining skilled personnel is costly and highly competitive around the world. If the Company fails to retain, hire, train and integrate qualified employees and contractors, it may not be able to maintain and expand its business.

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.

Negative publicity and product reviews 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 completely eliminated or mitigated and may materially and adversely impact its business, financial condition and performance.

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 as a result 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.

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 we fail 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.

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 and 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 dollar denominated financial statements of the Company's subsidiaries may vary on translation into the US dollar presentation currency ("translation exposures"). These exposures could impact the Company's earnings and cash flows.

The Company uses derivative financial instruments such as foreign exchange forward contracts with various financial institutions to manage foreign currency risk.

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 Company is exposed to interest rate risk as its loan facilities bears interest at a variable 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 52.6% and 50.3%% of consolidated Gross Product Sales[1] for the years ended December 31, 2021 and 2020 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 each year.

RELATED PARTY TRANSACTIONS

The Company periodically engages the services of a law firm whose managing partner is also a member of the Company’s Board of Directors. During the year ended December 31, 2021, the fees for services rendered were in the amount of $1.3 million (December 31, 2020 - $1.6 million). As at December 31, 2021, amounts payable to the director's law firm were $0.2 million (December 31, 2020 - $0.8 million).

CRITICAL ACCOUNTING ESTIMATES

The Company’s significant 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 Group entities 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.

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 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.

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 income 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 its 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.

FINANCIAL INSTRUMENTS

The Company uses derivative financial instruments such as foreign exchange forward contracts with various financial institutions to manage foreign currency risk.

As at December 31, 2021, the Company is committed under outstanding foreign exchange contracts representing a total net purchase commitment of $11.5 million (December 31, 2020 - $11.3 million). These foreign exchange contracts have maturity dates varying from January 2022 to April 2023. The fair value of foreign exchange forward contracts at December 31, 2021 resulted in an unrealized gain of $3.4 million, which is recorded in other receivables (2020 - $3.7 million) and an unrealized loss of $1.0 million recorded in accrued liabilities (2020 - $7.2 million). For the year ended December 31, 2021, realized gain on the Company's matured hedges were $0.8 million (2020 - realized losses of $2.6 million) and is included in the Consolidated statements of earnings and comprehensive income.

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, 2021 and have concluded that the Company's DC&P was effective as at December 31, 2021.

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 ("COSO") 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, 2021 and have concluded that the Company's ICFR was effective as at December 31, 2021.

There have been no changes in the Company's ICFR during the three months ended December 31, 2021 which have materially affected, or are reasonably likely to materially affect, the Company's ICFR and its disclosure controls and procedures.

LIMITATIONS OF AN INTERNAL CONTROL SYSTEM

The Chief Executive Officer and the Chief Financial Officer believe that any Disclosure Controls and Procedures 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

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:

- EBITDA
- Adjusted EBITDA
- Adjusted Net Income (Loss)
- Free Cash Flow
- Gross Product Sales
- Constant Currency Gross Product Sales
- Constant Currency Revenue
- Adjusted Selling, General and Administration Expenses ("Adjusted SG&A")
- Net Working Capital
- Revenue, excluding *PAW Patrol: The Movie* Distribution Revenue
- Adjusted EBITDA, excluding *PAW Patrol: The Movie* Distribution 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
- Adjusted Net Margin
- Adjusted Basic EPS
- Adjusted Diluted EPS
- Sales Allowance as a percentage of Gross Product Sales
- Adjusted SG&A as a percentage of Revenue
- Percentage change in Constant Currency Gross Product Sales
- Percentage change in Constant Currency Revenue
- Adjusted EBITDA Margin, excluding *PAW Patrol: The Movie* Distribution Revenue

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.

Management believes the Non-GAAP financial measures and Non-GAAP financial ratios 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 and Non-GAAP financial ratios in the evaluation of issuers.

Non-GAAP Financial Measures

EBITDA is calculated as net income (loss) before finance costs, income tax expense (recovery) and depreciation and amortization. EBITDA is used by management as a measure of the Company's profitability.

Adjusted EBITDA is calculated as EBITDA excluding adjustments that do not necessarily reflect the Company's underlying financial performance. These adjustments include restructuring expenses, foreign exchange gains or losses, share based compensation expenses, acquisition related contingent consideration, impairment of intangible assets, impairment of goodwill, investment distribution income, acquisition related deferred incentive compensation, net unrealized gain on investment, impairment of property, plant and equipment, legal settlement, transaction costs, gain on disposal of asset and bad debt recovery. 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 Net Income, the closest IFRS measure.

Adjusted Net Income (Loss) is calculated as net income excluding adjustments (as defined in Adjusted EBITDA), the corresponding impact these items have on income tax expense and a one-time income tax recovery in 2020. 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 Net Income, 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 and investment in limited partnership and minority interests, net of investment distribution income. Management uses the Free Cash Flow metric to analyze the cash flows being generated by the Company's business. The calculation of this metric was revised to include the impact of investment distribution income as Management believes this composition to be relevant to investors, lenders, securities analysts and other interested parties of the Company. Refer to the "Reconciliation of Non-GAAP Financial Measures" section for a reconciliation of this metric to Cash flow from operating activities, the closest IFRS measure.

Gross Product Sales represent sales of the Company's products to customers, excluding the impact of Sales Allowances. As Sales Allowances are generally not associated with individual products, the Company uses changes in Gross Product Sales to provide meaningful comparisons across product category and geographical segment results to highlight trends in Spin Master's business. For a reconciliation of Gross Product Sales to Revenue, the closest IFRS measure, refer to the "Revenue" section within the "Financial Performance" section for the three months and year ended December 31, 2021, and the "Reconciliation of Non-GAAP Financial Measures" section for the previous eight fiscal quarters.

Constant Currency Gross Product Sales and Constant Currency Revenue represent Gross Product Sales 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 dollar 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 Gross Product Sales 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 SG&A is calculated as selling, general and administrative expenses adjusted for restructuring expenses, share based compensation expenses, impairment of property, plant and equipment, transaction costs and bad debt recovery. Refer to the Adjusted SG&A table for the three months and year ended December 31, 2021 as compared to the same period in 2020 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 Total Net Working Capital table for the year ended December 31, 2021 as compared to the same period in 2020 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.

Revenue, excluding *PAW Patrol: The Movie* Distribution Revenue is calculated as revenue excluding distribution revenue of $26.0 million related to *PAW Patrol: The Movie* recognized in 2021. Revenue, excluding *PAW Patrol: The Movie* Distribution Revenue is used 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 this metric to Revenue, the closest IFRS measure.

Adjusted EBITDA, excluding *PAW Patrol: The Movie* Distribution Revenue is calculated as Adjusted EBITDA excluding distribution revenue of $26.0 million related to *PAW Patrol: The Movie* recognized in 2021. Adjusted EBITDA, excluding *PAW Patrol: The Movie* Distribution 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.

Adjusted Net Margin is calculated as Adjusted Net Income (Loss) divided by Revenue. Management uses Adjusted Net 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 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 common 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 Allowance as a percentage of Gross Product Sales is calculated by dividing Sales Allowance by Gross Product Sales. Management uses Sales Allowance as percentage of Gross Product Sales to identify and compare the cost of doing business with individual retailers, different geographic markets and amongst various distribution channels.

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 Gross Product Sales is calculated by dividing the change in Gross Product Sales excluding the impact from changes in foreign currency exchange rates by the Gross Product Sales of the comparative period. Management uses Percentage change in Constant Currency 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 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 *PAW Patrol: The Movie* Distribution Revenue is calculated as Adjusted EBITDA excluding *PAW Patrol: The Movie* Distribution Revenue divided by Revenue. Management uses Adjusted EBITDA Margin excluding *PAW Patrol: The Movie* Distribution 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.

Reconciliation of Non-GAAP Financial Measures

The following table presents a reconciliation of net income to EBITDA, Adjusted EBITDA and Adjusted Net Income for the years ended December 31, 2021, 2020 and 2019:

	Year Ended Dec 31		
(in US$ millions)	**2021**	**2020**	**2019**
Net income	198.6	45.5	64.3
Income tax expense (recovery)	63.4	(36.1)	20.7
Finance costs	10.2	12.1	11.7
Depreciation and amortization expenses	111.9	103.0	84.6
EBITDA	**384.1**	**124.5**	**181.3**
Adjustments			
Share based compensation[1]	15.3	12.2	15.2
Acquisition related deferred incentive compensation[2]	6.8	—	—
Transaction costs[3]	2.8	0.9	—
Acquisition related contingent consideration[4]	2.7	3.7	3.2
Impairment of intangible assets[5]	2.6	0.4	5.6
Restructuring expense[6]	2.5	5.3	8.8
Impairment of goodwill[7]	1.9	—	—
Legal settlement[8]	—	5.5	—
Impairment of property, plant and equipment[9]	—	0.5	—
Bad debt (recovery) expense[10]	—	—	(0.9)
Gain on disposal of asset[11]	(0.2)	—	—
Investment distribution income[12]	(0.6)	—	—
Net unrealized gain on investment[13]	(0.9)	—	—
Foreign exchange (gain) loss[14]	(2.9)	27.6	5.8
Adjusted EBITDA	**414.1**	**180.6**	**219.0**
Distribution revenue related to *PAW Patrol: The Movie*	(26.0)	—	—
Adjusted EBITDA, excluding *PAW Patrol: The Movie* Distribution Revenue	**388.1**	**180.6**	**219.0**
Distribution revenue related to *PAW Patrol: The Movie*	(26.0)	—	—
Income tax expense (recovery)	63.4	(36.1)	20.7
Finance costs	10.2	12.1	11.7
Depreciation and amortization expenses	111.9	103.0	84.6
One-time income tax recovery[15]	—	33.3	—
Tax effect of adjustments[16]	7.3	14.9	9.2
Adjusted Net Income	**221.3**	**53.4**	**92.8**

[1] Related to non-cash expenses associated with subordinate voting shares granted to equity participants at the time of the Company's initial public offering, share option expense and long-term incentive plan. See Note 21 of the Consolidated financial statements.
[2] Deferred incentive compensation associated with acquisitions. See Note 5 of the Consolidated financial statements.
[3] Professional fees incurred relating to acquisitions and other transactions.
[4] Remuneration expense associated with contingent consideration for acquisitions. See Note 5 of the Consolidated financial statements.
[5] Impairment of intangible assets related to entertainment content and app development. See Note 5 of the Consolidated financial statements.
[6] Restructuring expense primarily relates to to changes in personnel. Restructuring expense in the prior year includes costs related to changes in senior leadership. See Note 7 of the Consolidated financial statements.
[7] Impairment of goodwill associated with assets held for sale and one other CGU. See Note 5 of the Consolidated financial statements.
[8] Legal settlement in the fourth quarter of 2020. See Note 5 of the Consolidated financial statements.
[9] Impairment of property plant and equipment related to machinery. See Note 5 of the Consolidated financial statements.
[10] Net bad debt (recovery) expense related to the bankruptcy declaration and liquidation proceedings of TRU during 2019.
[11] Gain on disposal of intangible asset.
[12] Distribution income related to investment in limited partnership. See Note 5 of the Consolidated financial statements.
[13] Net unrealized gain related to investment in limited partnership. See Note 5 of the Consolidated financial statements.
[14] Includes foreign exchange (gains) losses generated by the translation of monetary assets/liabilities denominated in a currency other than the functional currency of the applicable entity and (gains) losses related to the Company's hedging programs. See Note 8 of the Consolidated financial statements.
[15] One-time income tax recovery relates to internal transfer of intangible property of $33.3 million. See Note 9 of the Consolidated financial statements.
[16] Tax effect of adjustments (Footnotes 1-14). Adjustments are tax effected at the effective tax rate of the given period.

The following table provides reconciliations of net income (loss) to EBITDA, Adjusted EBITDA and Adjusted Net Income (Loss) for the previous eight fiscal quarters.

	Three Months Ended							
(US$ millions)	**Q4 2021**	**Q3 2021**	**Q2 2021**	**Q1 2021**	**Q4 2020**	**Q3 2020**	**Q2 2020**	**Q1 2020**
Net income (loss)	**26.5**	**135.4**	**33.5**	**3.2**	**0.3**	**86.8**	**(14.9)**	**(26.7)**
Income tax expense (recovery)	9.5	41.8	11.1	1.0	(4.7)	14.7	2.1	(48.2)
Finance costs	3.1	2.3	2.3	2.5	3.4	2.6	3.3	2.8
Depreciation and amortization expenses	23.0	41.7	24.1	23.1	27.6	26.4	25.7	23.3
EBITDA	**62.1**	**221.2**	**71.0**	**29.8**	**26.6**	**130.5**	**16.2**	**(48.8)**
Adjustments								
Share based compensation[1]	4.0	4.1	4.0	3.2	2.9	2.9	2.8	3.6
Acquisition related contingent consideration[2]	3.4	—	—	(0.7)	3.7	—	—	—
Acquisition related deferred incentive compensation[3]	2.6	2.7	1.5	—	—	—	—	—
Transaction costs[4]	2.1	0.1	0.6	—	0.9	—	—	—
Restructuring expense[5]	1.4	0.4	—	0.7	0.5	1.4	(1.0)	4.4
Impairment of intangible assets[6]	1.2	—	0.5	0.9	0.4	—	—	—
Impairment of goodwill[7]	1.9	—	—	—	—	—	—	—
Net unrealized loss (gain) on investment[8]	0.3	—	(0.3)	(0.9)	—	—	—	—
Impairment of property, plant and equipment[9]	—	—	—	—	0.5	—	—	—
Legal settlement[10]	—	—	—	—	5.5	—	—	—
Investment distribution income[11]	—	(0.2)	(0.4)	—	—	—	—	—
Gain on disposal of asset[12]	—	(0.2)	—	—	—	—	—	—
Foreign exchange (gain) loss[13]	(0.7)	(10.8)	4.9	3.7	10.5	5.1	3.5	8.5
Adjusted EBITDA	**78.3**	**217.3**	**81.8**	**36.7**	**51.5**	**139.9**	**21.5**	**(32.3)**
Distribution revenue related to *PAW Patrol: The Movie*	—	(26.0)	—	—	—	—	—	
Adjusted EBITDA, excluding *PAW Patrol: The Movie* Distribution Revenue	**78.3**	**191.3**	**81.8**	**36.7**	**51.5**	**139.9**	**21.5**	**(32.3)**
Distribution revenue related to *PAW Patrol: The Movie*	—	(26.0)	—	—	—	—	—	
Income tax expense (recovery)	9.5	41.8	11.1	1.0	(4.7)	14.7	2.1	(48.2)
Finance costs	3.1	2.3	2.3	2.5	3.4	2.6	3.3	2.8
Depreciation and amortization	23.0	41.7	24.1	23.1	27.6	26.4	25.7	23.3
One-time income tax recovery[14]	—	—	—	—	—	—	—	33.3
Tax effect of normalization adjustments[15]	4.0	(1.1)	2.7	1.7	10.6	1.1	(0.1)	3.3
Adjusted Net Income (Loss)	**38.7**	**132.6**	**41.6**	**8.4**	**14.6**	**95.1**	**(9.5)**	**(46.8)**

[1] Related to non-cash expenses associated with subordinate voting shares granted to equity participants at the time of the Company's initial public offering, share option expense and long-term incentive plan.
[2] Remuneration expense associated with contingent consideration for acquisitions.
[3] Deferred incentive compensation associated with acquisitions.
[4] Professional fees incurred relating to acquisitions and other transactions.
[5] Restructuring expense primarily relates to changes in personnel. Restructuring expense in the prior year includes costs related to changes in senior leadership.
[6] Impairment of intangible assets related to entertainment content and app development.
[7] Impairment of goodwill associated with assets held for sale and one other CGU.
[8] Net unrealized loss related to investment in limited partnership.
[9] Impairment of property plant and equipment related to machinery.
[10] Legal settlement in the fourth quarter of 2020.
[11] Distribution income related to investment in limited partnership.
[12] Gain on disposal of intangible asset.
[13] Includes foreign exchange (gains) losses generated by the translation of monetary assets/liabilities denominated in a currency other than the functional currency of the applicable entity and (gains) losses related to the Company's hedging programs.
[14] One-time income tax recovery relates to internal transfer of intangible property of $33.3 million.
[15] Tax effect of adjustments (Footnotes 1-13). Adjustments are tax effected at the effective tax rate of the given period.

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, 2021, 2020 and 2019:

	Year Ended Dec 31		
(US$ millions)	**2021**	**2020**	**2019**
Cash provided by operating activities	419.1	310.8	98.4
Cash used in investing activities	(153.2)	(84.9)	(116.2)
Add:			
Business acquisitions, net of cash acquired	70.9	(0.7)	22.5
Investment in minority interests	2.4	—	—
Investment in limited partnership	1.0	1.8	—
Advance paid for business acquisitions	—	3.0	—
Investment in trademark license agreement	—	2.4	—
Proceeds from sale of investments	—	(0.3)	—
Investment distribution income	(0.6)	—	—
Free Cash Flow	**339.6**	**232.1**	**4.7**

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

(US$ millions)	**Q4 2021**	**Q3 2021**	**Q2 2021**	**Q1 2021**	**Q4 2020**	**Q3 2020**	**Q2 2020**	**Q1 2020**
Cash provided (used in) operating activities	230.1	85.8	94.2	9.0	138.2	117.2	64.2	(8.8)
Cash used in investing activities	(19.6)	(22.7)	(46.9)	(64.0)	(19.3)	(20.2)	(26.4)	(19.0)
Add:								
Business acquisitions, net of cash acquired	0.7	—	21.7	48.5	—	(0.7)	—	—
Investment in limited partnership	0.1	0.9	—	—	1.8	—	—	—
Advance paid for business acquisitions	—	—	—	—	3.0	—	—	—
Investment in trademark license agreement	—	—	—	—	—	—	2.4	—
Investment distribution income	—	(0.6)	—	—	—	—	—	—
Investment in minority interests	—	2.4	—	—	—	—	—	—
Proceeds from sale of investments	—	—	—	—	—	(0.3)	—	—
Free Cash Flow	**211.3**	**65.8**	**69.0**	**(6.5)**	**123.7**	**96.0**	**40.2**	**(27.8)**

The following table provides reconciliations of Gross Product Sales to revenue for the previous eight fiscal quarters:

(US$ millions)	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020	Q2 2020	Q1 2020
Gross Product Sales	627.5	681.2	359.0	294.7	511.8	587.4	282.2	242.3
Sales Allowances	(85.5)	(73.4)	(32.6)	(39.1)	(77.5)	(64.1)	(29.6)	(36.9)
Toy revenue	542.0	607.8	326.4	255.6	434.3	523.3	252.6	205.4
Entertainment and Licensing revenue	28.5	52.9	27.5	26.9	24.5	20.5	18.3	14.9
Digital games revenue	50.0	53.8	36.9	34.1	31.8	27.8	10.2	7.0
Other revenue	**78.5**	**106.7**	**64.4**	**61.0**	**56.3**	**48.3**	**28.5**	**21.9**
Revenue	**620.5**	**714.5**	**390.8**	**316.6**	**490.6**	**571.6**	**281.1**	**227.3**

The following table presents a reconciliation of Revenue to Revenue, excluding *PAW Patrol: The Movie* Distribution Revenue for the years ended December 31, 2021 and 2020:

(US$ millions)	Year Ended Dec 31 2021	2020
Revenue	$ 2,042.4	$ 1,570.6
Distribution revenue related to *PAW Patrol: The Movie*	(26.0)	—
Revenue, excluding *PAW Patrol: The Movie* Distribution Revenue	**$ 2,016.4**	**$ 1,570.6**

The following table presents a reconciliation of Revenue to Revenue, excluding *PAW Patrol: The Movie* Distribution Revenue for the previous eight fiscal quarters:

(US$ millions)	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020	Q2 2020	Q1 2020
Revenue	$ 620.5	$ 714.5	$ 390.8	$ 316.6	$ 490.6	$ 571.6	$ 281.1	$ 227.3
Distribution revenue related to *PAW Patrol: The Movie*	—	(26.0)	—	—	—	—	—	—
Revenue, excluding *PAW Patrol: The Movie* Distribution Revenue	**$ 620.5**	**$ 688.5**	**$ 390.8**	**$ 316.6**	**$ 490.6**	**$ 571.6**	**$ 281.1**	**$ 227.3**

The following tables present reconciliations of Revenue to Constant Currency Gross Product Sales and Revenue to Constant Currency Revenue for the three months and years ended December 31, 2021, and 2020:

(US$ millions)	Q4 2021	Q4 2020	Year Ended Dec 31 2021	2020
Constant Currency Gross Product Sales	$ 629.0	$ 507.5	$ 1,950.1	$ 1,620.7
Impact of foreign exchange	(1.5)	4.3	12.3	3.0
Gross Product Sales	**$ 627.5**	**$ 511.8**	**$ 1,962.4**	**$ 1,623.7**
Sales Allowances	(85.5)	(77.5)	(230.6)	(208.1)
Toy revenue	**$ 542.0**	**$ 434.3**	**$ 1,731.8**	**$ 1,415.6**
Entertainment and Licensing revenue	28.5	24.5	135.8	78.2
Digital Games revenue	50.0	31.8	174.8	76.8
Other revenue	**$ 78.5**	**$ 56.3**	**$ 310.6**	**$ 155.0**
Revenue	**$ 620.5**	**$ 490.6**	**$ 2,042.4**	**$ 1,570.6**

(US$ millions)	Q4 2021	Q4 2020	Year Ended Dec 31 2021	2020
Constant Currency Revenue	$ 622.1	$ 484.7	$ 2,025.2	$ 1,565.4
Impact of foreign exchange	(1.6)	5.9	17.2	5.2
Revenue	**$ 620.5**	**$ 490.6**	**$ 2,042.4**	**$ 1,570.6**

The following tables present the composition of Percentage change in Constant Currency Gross Product Sales and Percentage change in Constant Currency Revenue for the three months and years ended December 31, 2021:

	Q4 2021		$ Change			% Change	
(US$ millions)	**2021**	**2020**	**As reported**	**Impact of foreign exchange**	**In Constant Currency**	**As reported**	**In Constant Currency**
Gross Product Sales	$ 627.5	$ 511.8	$ 115.7	$ 1.5	$ 117.2	22.6%	22.9 %
Revenue	$ 620.5	$ 490.6	$ 129.9	$ 1.6	$ 131.5	26.5%	26.8 %

	Year Ended Dec 31		$ Change			% Change	
(US$ millions)	**2021**	**2020**	**As reported**	**Impact of foreign exchange**	**In Constant Currency**	**As reported**	**In Constant Currency**
Gross Product Sales	$ 1,962.4	$ 1,623.7	$ 338.7	$ (12.3)	$ 326.4	20.9%	20.1 %
Revenue	$ 2,042.4	$ 1,570.6	$ 471.8	$ (17.2)	$ 454.6	30.0%	28.9 %

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 Company's outlook for 2022 (see "Outlook"); future growth expectations in 2022 and beyond; drivers and trends for such growth and financial performance; the successful execution of its strategies for growth; the Company's SMV initiative; content and product pipeline; financial position, cash flows and financial performance; and the creation of long term shareholder value.

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: 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 broader licenses from third parties for major entertainment properties consistent with past practices; 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 intellectual property and successfully license it to third parties; use of advanced technology and robotics in the Company's products will expand; 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; and the Company's key personnel will continue to be involved in the Company products and entertainment properties will be launched as scheduled 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, the magnitude and length of economic disruption as a result of the COVID-19 pandemic; and the factors discussed in the Company's disclosure materials, including the Annual MD&A and the Company's most recent AIF, filed with the securities regulatory authorities in Canada and available under the Company's profile on SEDAR (www.sedar.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. 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.

ADDENDUM

Effective January 1, 2021, Spin Master has simplified its product categories to align with the Company's product offerings going forward. The following table presents 2020 Gross Product Sales[1] in the same format that the Company presents Gross Product Sales[1] in 2021:

Gross Product Sales[1] by Product Category

(US$ millions)	Q1 2020	Q2 2020	Q3 2020	Q4 2020	Total
Preschool, Dolls & Interactive[1]	73.1	93.5	242.7	200.2	**609.5**
Activities, Games & Puzzles and Plush	80.1	99.8	181.0	173.9	**534.8**
Wheels & Action[1]	60.7	54.1	151.4	122.1	**388.3**
Outdoor	28.4	34.8	12.3	15.6	**91.1**
Gross Product Sales[2]	**242.3**	**282.2**	**587.4**	**511.8**	**1,623.7**

1) Prior to the fourth quarter of 2021, "Preschool, Dolls & Interactive" and "Wheels & Action" were called "Preschool and Girls" and "Boys", respectively. No other changes to these product categories were made.

2) Non-GAAP financial measure or ratio. See "Non-GAAP Financial Measures and Ratios".

Spin Master Corp.

Consolidated financial statements

For the years ended December 31, 2021 and December 31, 2020

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Independent Auditor's Report

To the Shareholders 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, 2021 and 2020, and the consolidated statements of earnings and comprehensive income, consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (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, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

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 Matter

A key audit matter is a matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements for the year ended December 31, 2021. This matter was addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Provisions for sales allowances - Refer to Notes 2F, 3D and 10 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. Such arrangements are considered variable consideration for revenue recognition purposes, and the Company uses the expected value method to quantify the variable consideration. A sales allowance is established to reflect amounts for programs which can be contractual or discretionary by nature. 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 are 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 judgements 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 provisions for discretionary sales allowances.
- Evaluated the reasonableness of the assumptions used by management to develop the provisions for discretionary sales allowances, including assessing the completeness and appropriateness of information considered by management.
- Tested the underlying inputs used in the determination of the provisions for discretionary sales allowances.
- Assessed management's historical ability to estimate the provisions for discretionary sales allowances by comparing the prior year estimated amounts to actual allowances utilized in the current year.
- Evaluated the reasonableness of the provisions for discretionary sales allowances 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, 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance 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 Steven Lawrenson.

/s/ Deloitte LLP

Chartered Professional Accountants
Licensed Public Accountants

February 28, 2022

Spin Master Corp.

Consolidated statements of financial position

(in US$ millions)	Notes	Dec 31, 2021	Dec 31, 2020
Assets			
Current assets			
Cash and cash equivalents		562.7	320.6
Trade receivables	**10**	327.9	277.2
Other receivables	**10**	66.7	59.2
Inventories	**11**	137.4	102.0
Prepaid expenses and other assets	**12**	16.1	27.4
Assets held for sale	**13**	8.9	—
		1,119.7	**786.4**
Non-current assets			
Intangible assets	**15**	227.2	192.0
Goodwill	**16**	173.1	138.0
Right-of-use assets	**25**	65.2	67.0
Property, plant and equipment	**14**	39.8	53.4
Deferred income tax assets	**9**	97.0	98.7
Other assets	**12**	14.7	6.6
		617.0	**555.7**
Total assets		**1,736.7**	**1,342.1**
Liabilities			
Current liabilities			
Trade payables and accrued liabilities	**17**	476.4	314.4
Deferred revenue	**18**	10.9	25.3
Provisions and contingent liabilities	**20**	25.1	29.2
Income tax payable	**9**	36.2	21.1
Lease liabilities	**25**	13.3	15.4
		561.9	**405.4**
Non-current liabilities			
Provisions and contingent liabilities	**20**	14.0	5.2
Deferred income tax liabilities	**9**	48.7	29.6
Lease liabilities	**25**	59.7	59.0
		122.4	**93.8**
Total liabilities		**684.3**	**499.2**
Shareholders' equity			
Share capital	**21**	736.9	724.8
Retained earnings		216.0	17.4
Contributed surplus		40.8	36.6
Accumulated other comprehensive income		58.7	64.1
Total shareholders' equity		**1,052.4**	**842.9**
Total liabilities and shareholders' equity		**1,736.7**	**1,342.1**

Approved by the Board of Directors on February 28, 2022.

The accompanying notes on pages 8 to 53 are an integral part of these Consolidated financial statements.

Spin Master Corp.

Consolidated statements of earnings and comprehensive income

(in US$ millions, except earnings per share)	Notes	Year Ended Dec 31 2021	2020
Revenue	**4**	2,042.4	1,570.6
Cost of sales		985.8	842.7
Gross profit		**1,056.6**	**727.9**
Expenses			
Selling, general and administrative expenses	**7**	742.5	632.4
Depreciation and amortization expenses	**7**	33.5	37.7
Other expenses, net	**5**	11.3	8.7
Net foreign exchange (gain) loss	**8**	(2.9)	27.6
Finance costs	**6**	10.2	12.1
Income before income tax expense (recovery)		**262.0**	**9.4**
Income tax expense (recovery)	**9**	63.4	(36.1)
Net income		**198.6**	**45.5**
Earnings per share			
Basic	**22**	1.94	0.45
Diluted	**22**	1.89	0.44
Weighted average number of shares			
Basic	**22**	102.3	102.0
Diluted	**22**	105.3	104.2

(in US$ millions)	Year Ended Dec 31 2021	2020
Net income	198.6	45.5
Items that may be subsequently reclassified to net income		
Foreign currency translation (loss) gain	(5.4)	25.9
Other comprehensive (loss) income	**(5.4)**	**25.9**
Total comprehensive income	**193.2**	**71.4**

The accompanying notes on pages 8 to 53 are an integral part of these Consolidated financial statements.

Consolidated statements of changes in shareholders' equity

(in US$ millions)	Note	Share capital	(Accumulated deficit) retained earnings	Contributed surplus	Accumulated other comprehensive income	Total
Balance at January 1, 2020		**714.5**	**(28.1)**	**35.8**	**38.2**	**760.4**
Net income		—	45.5	—	—	**45.5**
Other comprehensive income		—	—	—	25.9	**25.9**
Cancellation of common shares	**21**	(1.1)	—	—	—	**(1.1)**
Share-based compensation	**21**	—	—	12.2	—	**12.2**
Shares released from equity participation	**21**	8.2	—	(8.2)	—	**—**
Shares issued upon settlement of long-term incentive plan	**21**	3.2	—	(3.2)	—	**—**
Balance at December 31, 2020		**724.8**	**17.4**	**36.6**	**64.1**	**842.9**
Balance at January 1, 2021		**724.8**	**17.4**	**36.6**	**64.1**	**842.9**
Net income		—	198.6	—	—	**198.6**
Other comprehensive loss		—	—	—	(5.4)	**(5.4)**
Share-based compensation	**21**	—	—	15.3	—	**15.3**
Shares released from equity participation	**21**	2.2	—	(2.2)	—	**—**
Share options exercised and common shares issued	**21**	1.3	—	(0.3)	—	**1.0**
Shares issued upon settlement of long-term incentive plan	**21**	8.6	—	(8.6)	—	**—**
Balance at December 31, 2021		**736.9**	**216.0**	**40.8**	**58.7**	**1,052.4**

The accompanying notes on pages 8 to 53 are an integral part of these Consolidated financial statements.

Spin Master Corp.

Consolidated statements of cash flows

For the year ended December 31 (in US$ millions)	Notes	2021	2020
Operating activities			
Net income		198.6	45.5
Adjustments to reconcile net income to cash provided by operating activities			
Income tax expense (recovery)	**9**	63.4	(36.1)
Interest (income) expense	**6**	(1.1)	1.7
Depreciation and amortization expense	**7**	111.9	103.0
Loss (gain) on disposal of non-current assets	**14, 15**	0.2	(0.1)
Accretion expense	**6**	6.0	5.6
Amortization of Facility fee costs	**6**	0.4	0.4
Gain on investment in limited partnership, net of distribution income	**12**	(1.5)	—
Impairment of goodwill and intangible assets	**15, 16**	4.5	0.9
Unrealized foreign exchange (gain) loss	**8**	(0.4)	41.7
Share-based compensation expense	**21**	15.3	12.2
Net change in non-cash working capital	**23**	49.9	153.0
Net change in provisions and contingent liabilities		9.2	(1.8)
Income taxes paid		(42.0)	(25.6)
Income taxes received		3.7	12.1
Interest received (paid)		1.0	(1.7)
Cash provided by operating activities		**419.1**	**310.8**
Investing activities			
Investment in property, plant and equipment	**14**	(26.4)	(21.0)
Investment in intangible assets	**15**	(53.1)	(57.7)
Business acquisitions, net of cash acquired	**27**	(70.9)	0.7
Advance paid for business acquisitions	**27**	—	(3.0)
Investment distribution income	**5**	0.6	—
Investment in limited partnership	**12**	(1.0)	(1.8)
Investment in minority interests	**12**	(2.4)	—
Proceeds from sale of investments	**16**	—	0.3
Investment in trademark license agreement	**15**	—	(2.4)
Cash used in investing activities		**(153.2)**	**(84.9)**
Financing activities			
Proceeds from loans and borrowings	**19**	—	350.0
Repayment of loans and borrowings	**19**	—	(350.0)
Payment of lease liabilities	**25**	(17.6)	(15.2)
Issuance of common shares from exercise of share options	**21**	1.0	—
Cancellation of common shares	**21**	—	(1.1)
Payment of financing costs related to Facility	**12, 19**	(1.7)	—
Cash used in financing activities		**(18.3)**	**(16.3)**
Effect of foreign currency exchange rate changes on cash and cash equivalents		(5.5)	(4.3)
Net increase in cash and cash equivalents during the year		**242.1**	**205.3**
Cash and cash equivalents, beginning of year		320.6	115.3
Cash and cash equivalents, end of year		**562.7**	**320.6**

The accompanying notes on pages 8 to 53 are an integral part of these Consolidated financial statements.

1. Description of business

Spin Master Corp., was incorporated on June 9, 2004, under the laws of the Province of Ontario, Canada and is a global children's entertainment company creating exceptional play experiences through a diverse portfolio of innovative toys, entertainment franchises and digital games. Spin Master Corp. creates, designs, manufactures, licenses and markets a diversified portfolio of toys, games and products, creates and produces multiplatform content, stories and characters in both original shows along with short-form series and creates digital games and apps. Its 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: North America, Europe and Rest of World (see Note 29).

2. Summary of significant accounting policies

(A) Statement of compliance and basis of preparation and measurement

The Consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") 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 28, 2022.

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

Interest Rate Benchmark Reform – Phase 2: Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16

In August 2020, the IASB commenced Phase 2 of the Interest Rate Benchmark Reform. The amendments provide temporary reliefs which address the financial reporting effects when an interbank offered rate ("IBOR") is replaced with an alternative nearly risk-free rate ("RFR"). The amendments include the following practical expedients:

- A practical expedient to require contractual changes, or changes to cash flows that are directly required by the reform, to be treated as changes to a floating interest rate, equivalent to a movement in a market rate of interest;
- Permit changes required by IBOR reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued; and
- Provide temporary relief to entities from having to meet the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component.

The amendments are effective for fiscal years beginning on or after January 1, 2021. These amendments had no impact on the Consolidated financial statements of the Company. The Company intends to use the practical expedients in the future periods if they become applicable.

(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.

2. Summary of significant accounting policies *(continued)*

(C) Basis of preparation (continued)

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 income 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.

In March 2020, the World Health Organization declared the outbreak of COVID-19 as a global pandemic. The crisis related to the COVID-19 pandemic is unprecedented and has had an impact on the its employees, customers and suppliers in 2020 and 2021.

The Company closely monitors the changing global environment to enable immediate actions to be taken to ensure customer order fulfillment is achieved across the various markets.

Consumer demand for toys is strong in most major markets, however due to continued government-imposed restrictions, the closure of certain retail locations and consumer purchasing behaviour, the pandemic has resulted in reductions in brick and mortar retail consumer traffic in various countries globally, including some of Spin Master's largest markets. Online and e-commerce channels are active in most countries.

Furthermore, the Company's Entertainment and Digital Games creative centres were not adversely impacted by COVID-19. Demand for entertainment content and digital games increased during the pandemic as parents sought entertainment for their children whilst they were at home.

As at December 31, 2021, the Company had unutilized liquidity of $1,080.2 million, comprised of $562.7 million in cash and cash equivalents and $517.5 million under its credit facilities. The Company believes it has sufficient liquidity to meet its operational requirements.

(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 by 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. Contingent consideration that is classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognized in profit or loss. There have been no changes in the fair value of contingent consideration classified as equity.

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.

2. Summary of significant accounting policies *(continued)*

(D) Business combinations (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 impairments, 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 more frequently 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 retail customers and 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 purchases, customer performance of specified promotional activities and other specified factors, as agreed to with customers. 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 defective products, sales allowances 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 and Licensing revenue

Entertainment and Licensing revenues are comprised of Distribution revenues and Licensing and merchandising revenues.

Distribution revenues are primarily generated through licensing the Company's brands and other intellectual property for the sale of television and streaming content produced by the Company, in accordance with the relevant agreements. Such license 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 television and streaming 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 television or streaming 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 programs.

2. Summary of significant accounting policies *(continued)*

(F) Revenue recognition (continued)

Entertainment and Licensing revenue (continued)

Licensing and merchandising revenues are generated through licensing the Company's brands and other intellectual property. The licenses of 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 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/or distribution content, are recorded in deferred revenue until all of the foregoing revenue recognition conditions have been met.

Digital Games revenue

The Company develops digital games ("apps") which are distributed via third-party platform providers. The Company controls all aspects of the apps delivered to the end user. The third-party platform providers are providing the service of distributing apps via their online store/marketplace and administrating 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 apps is recognized when control is transferred. This condition is typically met when the end-user purchases and downloads the app 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 apps to the third-party platform providers or the delivery of the item purchased within the app.

The Company also generates recurring subscription revenue from certain apps. 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 Toy, Entertainment and Licensing and Digital Games revenues. 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 and Dolls & Interactive, (ii) Activities, Games & Puzzles and Plush, (iii) Wheels & Action and (iv) Outdoor. In the fourth quarter of 2021, the "Preschool and Girls" product category was renamed "Preschool and Dolls & Interactive" and the "Boys" product category was renamed "Wheels & Action".

The Company believes the disaggregation of revenue described above collectively depict 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.

2. **Summary of significant accounting policies *(continued)***

(G) Leases *(continued)*

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.

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 exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount 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 initial discount 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 discount 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 impairments.

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 income.

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.

2. **Summary of significant accounting policies *(continued)***

(G) Leases *(continued)*

COVID-19 Rent Concessions

The Company adopted the IFRS 16 "Leases" amendment related to COVID-19 Rent Concessions effective June 1, 2020. The amendment, effective through June 30, 2021, provides lessees with a practical expedient that relieves a lessee from assessing whether a COVID-19-related rent concession is a lease modification. During the year, the amendment was extended by one year, to June 30, 2022.

The Company, as a lessee, has elected to apply the practical expedient to all eligible contracts and has accounted for rent concessions occurring as a direct consequence of COVID-19 as if they were not lease modifications. The forgiveness of lease payments is accounted for as a variable lease payment and that part of the lease liability is derecognized. For deferrals of lease payments, interest continues to be recognized on the lease liability and the liability is reduced once payments are made to the lessor.

The Company has applied the amendment and recognized an impact for the year ended December 31, 2020 in its lease liabilities on the balance sheet of $0.1 million related to rent forgiveness and $1.0 million related to rent deferrals. There were no impacts for the year ended December 31, 2021.

(H) Foreign currencies

The Company reports its financial results in United States dollars (US$); however, the functional currency of Spin Master Corp. is the Canadian dollar.

The assets and liabilities of foreign operations that have a functional currency different from that of the Company are translated into the Company's functional currency of Canadian dollars using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognized in the foreign currency translation adjustment as part of other comprehensive income.

In preparing the financial statements of each individual Group entity, transactions in currencies other than the Group entity's functional currency are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. The resulting foreign currency exchange gains or losses are recognized in profit or loss.

For the purposes of presenting these Consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into US$ using exchange rates prevailing at the end of each reporting period. Income and expense items are translated in the same manner as above with exchange differences impacting other comprehensive income and accumulated in equity.

The functional currency of the Company's consolidated subsidiaries is typically the economic currency in the associated jurisdiction. At December 31 2021 and 2020, the functional currencies of the Company's subsidiaries included the US dollar, 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.

(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 common shares outstanding, assuming the conversion of all dilutive securities were exercised during the period. Securities refer to all outstanding share options, Restricted Stock Units ("RSUs") and Performance Share Units ("PSUs").

2. Summary of significant accounting policies *(continued)*

(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 income 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 an original maturity date of 90 days or less from the date of acquisition.

2. Summary of significant accounting policies *(continued)*

(L) Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairments, if any.

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:

Land	Indefinite
Buildings	30 years
Moulds, dies and tools	2 years
Office equipment	3 years
Leasehold improvements	Lesser of lease term or 5 years
Computer hardware	3 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:

Brands	Indefinite
Trademarks and licenses	5 years
Customer lists	5 years
Intellectual property ("IP")	10 years
App development	1-5 years
Entertainment content development	1-5 years
Computer software	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 impairments, 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 impairments.

2. Summary of significant accounting policies *(continued)*

(M) Intangible assets (continued)

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 impairments, on the same basis as intangible assets that are acquired separately.

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 expenses in the Consolidated statements of earnings and comprehensive income. 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 impairments, 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 charged to amortization expense as completed episodes are delivered on a pro-rata basis over the total number of episodes for the season for television programming. These costs for film productions are charged to amortization expense once the content is delivered.

Deferred revenue related to entertainment content development assets arises as a result of consideration received in advance of the Company fulfilling its obligations.

App development

App development includes digital games and 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 app.

Impairment of tangible and intangible assets other than goodwill

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).

2. **Summary of significant accounting policies *(continued)***

(*M) Intangible assets (continued)*

Impairment of tangible and intangible assets other than goodwill (continued)

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. Intangible assets with indefinite useful lives or that are not yet available for use are tested for impairment at least annually and whenever there is an indication that the asset may be impaired.

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 and contingent liabilities

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.

Contingent 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 income.

2. **Summary of significant accounting policies *(continued)***

(P) Provisions and contingent liabilities (continued)

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

As part of the Company’s Initial Public Offering (the “Initial Offering”), employees were granted subordinate voting shares through equity participation arrangements. The Initial Offering price multiplied by the number of shares that an employee was entitled to receive is recognized as an expense in administrative expenses, with a corresponding increase in contributed surplus over the vesting period, at the end of which, the employees become unconditionally entitled to the shares. The amount expensed is adjusted for forfeitures as required.

The Company has one share option plan for key employees, which forms part of their long-term incentive compensation plan. Under the plan, 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 equity based compensation plan providing for the issuance of securities from treasury under which the grants will be made by the Company. Under the long-term incentive plan ("LTIP"), the Board may at its discretion from time to time, grant share options, share units (in the form of RSUs and PSUs), Stock Appreciation Rights ("SARs"), restricted stock and any other equity based awards. These awards may be settled in shares at the option of the Company. LTIP liabilities are recorded in shareholders equity and not marked to market.

The costs of equity-settled awards are measured using the Black-Scholes valuation model using management’s inputs and assumptions. Share-based compensation expense for equity-settled awards is recognized 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) 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.

2. Summary of significant accounting policies *(continued)*

(R) Financial instruments (continued)

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
Investment in a limited partnership	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

(S) Financial assets

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 OCI or through profit or loss); and

The classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

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 expenses, net) or OCI.

Financial assets at fair value - Investment in a limited partnership and minority interest investments

The Company measures the Investment in a limited partnership and minority interest investments (collectively, "investments") at fair value.

For investments in equity instruments that are not held for trading, FVTPL or FVTPL 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 expenses, net when the Company's right to receive payments is established, irrespective of fair value designation.

2. Summary of significant accounting policies *(continued)*

(S) Financial assets (continued)

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.

Impairments (and reversal of impairments) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

The carrying amount of the financial asset is reduced by the impairments 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.

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.

2. **Summary of significant accounting policies *(continued)***

(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 competed 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 mandatory for periods beginning on or after January 1, 2021 and have not been early adopted by the Company. The Company is currently assessing the impact, if any, on the Consolidated financial statements.

- Annual Improvements to IFRS Standards 2018–2020;
- Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16);
- Reference to Conceptual Framework (Amendments to IFRS 3);
- Classification of Liabilities as Current or Non-current (Amendments to IAS 1);
- Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2);
- Definition of Accounting Estimates (Amendments to IAS 8);
- Onerous Contracts — Cost of Fulfilling a Contract (Amendments to IAS 37); and
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12).

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 Group entities 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.

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.

3. **Significant accounting judgments and estimates *(continued)***

Significant estimates and assumptions (continued)

(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 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 income 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.

(F) Business combinations

Business combinations are accounted for using the acquisition method of accounting. The Company determines the fair value of its 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:

a. Toy revenue;
b. Entertainment and Licensing revenue; and
c. Digital Games revenue.

	Year Ended Dec 31	
(US$ millions)	**2021**	**2020**
Toy revenue	1,731.8	1,415.6
Entertainment and Licensing revenue	135.8	78.2
Digital Games revenue	174.8	76.8
Revenue	**2,042.4**	**1,570.6**

5. Other expenses, net

		Year Ended Dec 31	
(US$ millions)	**Notes**	**2021**	**2020**
Acquisition related deferred incentive compensation	**27**	6.8	—
Acquisition related contingent consideration	**20**	2.7	3.7
Impairment of intangible assets	**15**	2.6	0.4
Impairment of goodwill	**16**	1.9	—
Investment distribution income	**12**	(0.6)	—
Net unrealized gain on investment	**12**	(0.9)	—
Impairment of property, plant and equipment	**14**	—	0.5
Legal settlement		—	5.5
Other		(1.2)	(1.4)
Other expenses, net		**11.3**	**8.7**

Acquisition related deferred incentive compensation includes $2.5 million related to the acquisition of Originator Inc., and $4.3 million related to the acquisition of certain assets from a product invention and development company. These amounts are contingent on the continued employment of key principals as well as certain performance metrics, over a five-year period (see Note 27)

During the year ended December 31, 2020, the Company agreed to a legal settlement of $5.5 million included in Other expenses, net in the Consolidated statements of earnings and comprehensive income. The legal settlement was recorded in accrued liabilities and paid in the current year.

6. Finance costs

	Year Ended Dec 31	
(US$ millions)	**2021**	**2020**
Bank fees	4.9	4.4
Accretion expense - lease liabilities	4.4	4.6
Accretion expense - other	1.6	1.0
Amortization of Facility fee costs	0.4	0.4
Interest (income) expense	(1.1)	1.7
Finance costs	**10.2**	**12.1**

7. Expenses

Expenses include selling, general and administrative expenses and depreciation and amortization expenses.

Selling, general and administrative expenses

	Year Ended Dec 31	
(US$ millions)	**2021**	**2020**
Selling	133.8	109.5
Marketing	179.7	133.1
Distribution	71.3	90.7
Product development	27.4	34.5
Administrative expenses	330.3	264.6
Selling, general and administrative expenses	**742.5**	**632.4**

Administrative expenses include the following:

	Year Ended Dec 31	
(US$ millions)	**2021**	**2020**
Employee compensation and benefits	239.0	184.0
Professional services	34.1	26.9
Property and operations	18.5	17.2
Technology	13.8	13.7
Recruiting and training	8.5	8.0
State and local taxes	4.0	3.2
Directors' fees	2.8	0.5
Other	9.6	11.1
Administrative expenses	**330.3**	**264.6**

Employee compensation and benefits

	Year Ended Dec 31	
(US$ millions)	**2021**	**2020**
Salaries, wages and bonuses	5.5	5.8
Employee benefits	1.1	1.2
Employee compensation and benefits expenses in cost of sales	**6.6**	**7.0**
Salaries, wages and bonuses	192.3	143.8
Share-based compensation	15.3	12.2
Restructuring expense	2.5	5.3
Employee benefits	28.9	22.7
Employee compensation and benefits in administrative expenses	**239.0**	**184.0**
Employee compensation and benefits	**245.6**	**191.0**

7. Expenses *(continued)*

Depreciation and amortization expenses

(US$ millions)	Year Ended Dec 31 2021	Year Ended Dec 31 2020
Property, plant and equipment		
Moulds, dies and tools, included in cost of sales	24.5	23.6
Equipment, included in cost of sales	0.4	—
Equipment	2.9	4.2
Land and leasehold improvements	6.2	6.3
Computer hardware	1.2	1.6
	35.2	**35.7**
Intangible assets		
Entertainment content development, included in cost of sales	47.7	38.6
Trademarks, licenses, IP & customer lists - definite	6.1	7.7
App development, included in cost of sales	5.8	3.1
Computer software	3.9	4.6
	63.5	**54.0**
Right-of-use assets	**13.2**	**13.3**
Depreciation and amortization expenses	**111.9**	**103.0**

(US$ millions)	Year Ended Dec 31 2021	Year Ended Dec 31 2020
Included in cost of sales	78.4	65.3
Included in expenses	33.5	37.7
Depreciation and amortization expenses	**111.9**	**103.0**

8. Foreign exchange

(US$ millions)	Year Ended Dec 31 2021	Year Ended Dec 31 2020
Unrealized foreign exchange (gain) loss	(0.4)	41.7
Realized foreign exchange gain	(2.5)	(14.1)
Net foreign exchange (gain) loss	**(2.9)**	**27.6**

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 applicable entity are settled. The Company uses derivative financial instruments such as foreign exchange forward contracts to manage foreign currency risk (see Note 28).

9. Income tax

The income tax expense (recovery) recognized in the Consolidated statements of earnings and comprehensive income comprise of the following:

(US$ millions)	2021	2020
Current income tax expense	52.3	27.4
Deferred income tax expense (recovery)	11.1	(63.5)
Income tax expense (recovery)	**63.4**	**(36.1)**

The income tax expense (recovery) is calculated as follows:

(US$ millions)	2021		2020	
Income before income tax expense (recovery)	262.0		9.4	
Income tax expense at Canadian statutory tax rate of 26.5% (2020 - 26.5%)	69.4	26.5 %	2.5	26.5 %
Effect of:				
Different tax rates of subsidiaries operating in other jurisdictions	(9.0)	(3.4)%	(5.0)	(53.1)%
Unused tax losses and tax attributes not recognized as deferred tax assets	3.5	1.3 %	1.7	18.1 %
Expenses (income) not deductible (taxable) in determining taxable income	0.2	0.1 %	(0.3)	(3.2)%
Internal transfer of intangible property	—	— %	(33.3)	(354.2)%
Other	(0.7)	(0.3)%	(1.7)	(18.1)%
Income tax expense (recovery)	**63.4**	**24.2 %**	**(36.1)**	**(384.0)%**

The tax rates used for the reconciliations above are the Canadian statutory tax rates of the parent payable by corporate entities in the Company, on taxable profits under tax laws in the respective jurisdictions in which the Company operates.

Current tax assets and liabilities

As at December 31, 2021, the Company had an income tax payable of $36.2 million (2020 - $21.1 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)	2021	2020
Deferred income tax assets	97.0	98.7
Deferred income tax liabilities	48.7	29.6
Net deferred income tax assets	**48.3**	**69.1**

9. Income tax *(continued)*

The sources of deferred income tax balances are as follows:

(US$ millions)	2019	Recognized in net income	Foreign currency translation	2020
Property, plant and equipment	1.6	5.5	(0.1)	7.0
Intangible assets	(11.1)	52.6	0.7	42.2
Provisions	11.3	5.4	(0.6)	16.1
Allowance for doubtful accounts	0.2	(0.5)	—	(0.3)
	2.0	63.0	—	65.0
Benefits of tax loss carryforwards	6.7	1.3	(0.4)	7.6
Other temporary differences in basis	(2.9)	(0.8)	0.2	(3.5)
Net deferred tax assets	**5.8**	**63.5**	**(0.2)**	**69.1**

(US$ millions)	2020	Recognized in net income	Recognized on business combination	2021
Property, plant and equipment	7.0	(3.7)	—	3.3
Intangible assets	42.2	(8.3)	(9.7)	24.2
Provisions	16.1	(0.5)	—	15.6
Allowance for doubtful accounts	(0.3)	0.4	—	0.1
	65.0	(12.1)	(9.7)	43.2
Benefits of tax loss carryforwards	7.6	(3.2)	—	4.4
Other temporary differences in basis	(3.5)	4.2	—	0.7
Net deferred tax assets	**69.1**	**(11.1)**	**(9.7)**	**48.3**

Unused tax losses

As at December 31, 2021, the Company had unused tax losses of $8.4 million (2020 - $5.5 million). Unused tax losses of $0.6 million will expire between 2022 and 2031, $3.1 million will expire beyond 2031 and $4.7 million may be carried forward indefinitely. There were no unrecognized deductible temporary differences for the year ended December 31, 2021 (2020 - $nil).

Unrecognized taxable temporary differences associated with investments

The aggregate amount of temporary differences associated with investments in subsidiaries for which deferred tax liabilities were not recognized as at December 31, 2021, are $315.0 million (2020 - $219.0 million).

10. Trade and other receivables

Trade receivables

(US$ millions)	Dec 31, 2021	Dec 31, 2020
Trade receivables	493.1	438.5
Provisions for sales allowances	(164.5)	(158.1)
Allowance for doubtful accounts	(0.7)	(3.2)
Trade receivables	**327.9**	**277.2**

Trade receivables disclosed above include amounts that are past due as at the end of the reporting period.

Trade receivables past due but not impaired

(US$ millions)	Dec 31, 2021	Dec 31, 2020
61-90 days	7.3	1.5
91-120 days	2.6	0.7
> 120 days	4.9	10.9
Total trade receivables past due but not impaired	**14.8**	**13.1**

Movement in the allowance for doubtful accounts

(US$ millions)	Dec 31, 2021	Dec 31, 2020
Balance, beginning of year	3.2	0.6
Net impairments (net recoveries) recognized	(0.5)	4.1
Amounts written off during the year as uncollectible	(2.1)	(1.6)
Foreign currency translation	0.1	0.1
Balance, end of year	**0.7**	**3.2**

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, 2021	Dec 31, 2020
Investment tax credits receivable	27.3	31.8
Royalty receivables	24.0	11.5
Sales tax receivables	6.3	7.6
Unrealized foreign exchange gain	3.4	3.7
Other digital games receivables	0.2	0.7
Other	5.5	3.9
Other receivables	**66.7**	**59.2**

11. Inventories

(US$ millions)	Dec 31, 2021	Dec 31, 2020
Raw materials	6.8	7.8
Finished goods	130.6	94.2
Inventories	**137.4**	**102.0**

11. Inventories *(continued)*

Inventories recorded as at December 31, 2021 are net of $6.6 million that was recorded for the write-down of inventories to net realizable value (December 31, 2020 - $10.2 million).

The cost of inventories recognized as an expense in cost of sales during the year was $794.6 million in (2020 - $692.4 million).

During the year ended December 31, 2021, $0.9 million of inventories were written down to net realizable value (2020 - $1.1 million). This charge is included within cost of sales in the Consolidated statements of earnings and comprehensive income.

12. Prepaid expenses and other assets

(US$ millions)	Notes	Dec 31, 2021	Dec 31, 2020
Advances on royalties		7.1	17.2
Prepaid expenses		9.0	7.2
Deposit related to acquisition of Rubik's	27	—	3.0
Prepaid expenses and other assets		**16.1**	**27.4**

(US$ millions)	Notes	Dec 31, 2021	Dec 31, 2020
Advances on royalties		4.1	0.7
Investment in a limited partnership		3.9	3.0
Investment tax credits - non-current portion		2.7	2.2
Minority interest investments		2.4	—
Unamortized Facility fee costs	19	1.6	0.7
Other assets, non-current		**14.7**	**6.6**

Investment in a limited partnership

For the year ended December 31, 2021, the Company recognized a net unrealized gain in Other expenses, net in the Consolidated statements of earnings and comprehensive income of $0.9 million (2020 - $nil). The Company recognized distribution income for the year ended December 31, 2021 in Other expenses, net of $0.6 million (2020 - $nil).

The Company has paid $2.8 million and is obligated to pay the remaining $0.2 million upon receiving capital calls over the remaining term of the limited partnership agreement. The investment in a limited partnership is held for medium to long-term strategic purposes (see Note 28).

Minority interest investments

In 2021, the Company acquired a minority interest in Hoot Reading Inc. ("Hoot Reading"), a Canadian children's education technology company and Nørdlight Games AB ("Nørdlight"), a Swedish mobile game development company. These investments are held for medium to long term strategic purposes.

Minority interest investments classified as FVTOCI comprise 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.

The carrying value of these minority interest investments as at December 31, 2021 and 2020 were as follows:

(US$ millions)	Acquisition date	Classification	Initial investment	Dec 31, 2021	Dec 31, 2020
Hoot Reading	Q3 2021	FVTPL	1.8	1.8	—
Nørdlight	Q3 2021	FVTOCI	0.6	0.6	—
Minority interest investments			**2.4**	**2.4**	**—**

There were no gains or losses recognized for any minority interest investments in the Consolidated statements of earnings and comprehensive income for the year ended December 31, 2021.

13. Assets held for sale

Subsequent to December 31, 2021, the Company divested manufacturing assets located in Tarboro, North Carolina and certain related brands associated with its Outdoor business. As at December 31, 2021 these assets, which include inventories of $5.7 million, property, plant and equipment of $2.1 million and goodwill of $1.1 million were classified as "Assets held for sale" and are presented separately in the Consolidated statements of financial position.

The proceeds of disposal were not expected to exceed the carrying amount of the related net assets, and accordingly an impairment to goodwill of $0.9 million has been recognized on the classification of the disposal group held for sale within Other expenses, net in the Consolidated statements of earnings and comprehensive income.

14. Property, plant and equipment

(US$ millions)	Note	Moulds, dies and tools	Equipment	Land and leasehold improvements	Computer hardware	Total
Cost						
Balance at December 31, 2019		128.9	29.7	39.1	14.2	**211.9**
Additions		18.9	1.4	0.3	0.4	**21.0**
Disposals		(2.8)	(0.1)	—	(0.1)	**(3.0)**
Impairments		—	(0.6)	—	—	**(0.6)**
Foreign currency translation		7.5	0.8	0.7	0.5	**9.5**
Balance at December 31, 2020		**152.5**	**31.2**	**40.1**	**15.0**	**238.8**
Additions		22.8	2.0	0.3	1.3	**26.4**
Disposals		(4.3)	(0.2)	(0.4)	(0.7)	**(5.6)**
Assets recognized upon acquisition	**27**	0.1	0.3	—	—	**0.4**
Foreign currency translation		2.6	(0.6)	(0.2)	(1.0)	**0.8**
Transfer to intangible assets		—	—	—	(2.2)	**(2.2)**
Assets reclassified as held for sale	**13**	(1.1)	(4.6)	(0.2)	—	**(5.9)**
Balance at December 31, 2021		**172.6**	**28.1**	**39.6**	**12.4**	**252.7**
Accumulated depreciation						
Balance at December 31, 2019		(104.3)	(16.4)	(14.8)	(9.6)	**(145.1)**
Depreciation		(23.6)	(4.2)	(6.3)	(1.6)	**(35.7)**
Disposals		2.8	0.2	—	0.1	**3.1**
Impairments		—	0.1	—	—	**0.1**
Foreign currency translation		(5.5)	(1.2)	(0.7)	(0.4)	**(7.8)**
Balance at December 31, 2020		**(130.6)**	**(21.5)**	**(21.8)**	**(11.5)**	**(185.4)**
Depreciation		(24.5)	(3.3)	(6.2)	(1.2)	**(35.2)**
Disposals		4.3	0.2	0.4	0.7	**5.6**
Foreign currency translation		(1.6)	(0.4)	0.1	0.2	**(1.7)**
Assets reclassified as held for sale	**13**	1.0	2.7	0.1	—	**3.8**
Balance at December 31, 2021		**(151.4)**	**(22.3)**	**(27.4)**	**(11.8)**	**(212.9)**
Net carrying amount						
Balance at December 31, 2020		**21.9**	**9.7**	**18.3**	**3.5**	**53.4**
Balance at December 31, 2021		**21.2**	**5.8**	**12.2**	**0.6**	**39.8**

The Company assessed tangible assets for any indication of impairment. Impairments are recorded when the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is based on the asset's value in use. For the year ended December 31, 2021, the Company recorded no impairments (2020 - $0.5 million) within Other expenses, net in the Consolidated statements of earnings and comprehensive income.

15. Intangible assets

(US$ millions)	Note	Brands - indefinite	Trademarks, licenses, IP & customer lists - definite	Entertainment content development	App development	Computer software	Total
Cost							
Balance at December 31, 2019		115.7	51.7	158.9	5.6	25.9	357.8
Additions		—	1.2	43.6	7.0	5.9	57.7
Disposals		—	—	—	—	(0.2)	(0.2)
Asset impairments		—	—	—	(0.4)	—	(0.4)
Assets acquired through business combinations	**27**	—	2.4	—	—	—	2.4
Foreign currency translation		1.8	(0.5)	8.6	0.9	1.1	11.9
Balance at December 31, 2020		**117.5**	**54.8**	**211.1**	**13.1**	**32.7**	**429.2**
Additions		—	1.0	43.9	5.6	1.8	52.3
Disposals		—	—	—	—	—	—
Asset impairments		—	—	(2.1)	(0.5)	—	(2.6)
Assets acquired through business combinations	**27**	39.7	0.8	—	6.7	—	47.2
Foreign currency translation		0.1	(0.2)	0.1	0.5	0.1	0.6
Transfer to intangible assets		—	—	—	2.2	—	2.2
Balance at December 31, 2021		**157.3**	**56.4**	**253.0**	**27.6**	**34.6**	**528.9**
Accumulated amortization							
December 31, 2019		—	(18.5)	(131.7)	(5.0)	(20.2)	(175.4)
Amortization		—	(7.7)	(38.2)	(3.5)	(4.6)	(54.0)
Disposal		—	—	—	—	0.2	0.2
Foreign currency translation		—	—	(6.5)	(0.7)	(0.8)	(8.0)
Balance at December 31, 2020		**—**	**(26.2)**	**(176.4)**	**(9.2)**	**(25.4)**	**(237.2)**
Amortization		—	(6.1)	(47.7)	(5.8)	(3.9)	(63.5)
Foreign currency translation		—	0.2	(1.5)	0.2	0.1	(1.0)
Balance at December 31, 2021		**—**	**(32.1)**	**(225.6)**	**(14.8)**	**(29.2)**	**(301.7)**
Net carrying amount							
Balance at December 31, 2020		**117.5**	**28.6**	**34.7**	**3.9**	**7.3**	**192.0**
Balance at December 31, 2021		**157.3**	**24.3**	**27.4**	**12.8**	**5.4**	**227.2**

Intangible assets recognized upon acquisition include $37.4 million and $2.3 million for indefinite life brand assets relating to Rubik's and Originator Inc., respectively, $0.7 million and $0.1 million for customer relationships relating to Rubik's and Originator Inc., respectively, and $6.7 million for app development relating to Originator Inc., as described in Note 27. These balances have been included in the Company's impairment assessment.

During the year ended December 31, 2021, the Company delivered completed content for an entertainment production, and accordingly, amortized previously capitalized entertainment content costs in the amount of $23.0 million.

The Company holds intellectual property relating to the Games and Puzzles CGU. The carrying amount of $5.1 million at December 31, 2021 (2020 - $5.7 million) will be fully amortized in five years.

15. Intangible assets *(continued)*

The carrying amount of indefinite life brands by CGU is as follows:

(US$ millions)	Dec 31, 2021	Dec 31, 2020
Rubik's	37.4	—
Games and Puzzles	33.5	33.4
GUND	33.9	33.9
SwimWays	27.8	27.8
Digital Games[1]	15.3	13.0
Etch A Sketch	7.2	7.2
Meccano	2.2	2.2
Total	**157.3**	**117.5**

[1] In the fourth quarter of 2021, the "Toca Boca" CGU was renamed "Digital Games".

Intangible asset impairment - indefinite life brands

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.

In assessing indefinite life intangible assets for impairment at December 31, 2021 and 2020, 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 12.0% to 29.5% (2020 - 10% to 18%).

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% (2020 - 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, 2021, the Company completed its annual impairment tests for indefinite life intangible assets and concluded there was no impairment (2020 - $nil).

Intangible asset impairment - definite life assets

The Company recorded impairments of $2.1 million (2020 - $nil) related to entertainment content projects no longer in active development and $0.5 million (2020 - $0.4 million) related to app development within Other expenses, net in the Consolidated statements of earnings and comprehensive income.

16. Goodwill

(US$ millions)	Notes	Dec 31, 2021	Dec 31, 2020
Balance, beginning of year		138.0	138.8
Additions during the year	27	38.3	—
Assets reclassified as held for sale	13	(1.1)	—
Impairments recognized in the year	13	(1.9)	—
Foreign currency translation		(0.2)	0.2
Measurement period adjustment		—	(0.7)
Proceeds from sale during the year		—	(0.3)
Balance, end of year		**173.1**	**138.0**

The carrying amount of goodwill was allocated to these CGUs as follows:

(US$ millions)	Dec 31, 2021	Dec 31, 2020
Games and Puzzles	48.3	48.5
SwimWays	40.1	42.1
Rubik's	22.6	—
GUND	20.3	20.3
Digital Games[1]	19.7	11.5
Orbeez	8.0	8.0
Toy	7.5	—
Other	6.6	7.6
Goodwill	**173.1**	**138.0**

[1] In the fourth quarter of 2021, the "Toca Boca" CGU was renamed "Digital Games".

The company tests goodwill for impairment in accordance with the Company's policy. In assessing goodwill for impairment at December 31, 2021 and 2020, the Company compared the aggregate recoverable amount of the assets included in CGUs to their respective carrying amounts. The recoverable amount of the CGUs for goodwill have been determined on the same basis and assumptions as the indefinite lived intangible assets (see Note 15) with the exception of the goodwill associated with the disposal group noted in note 13.

For the year ended December 31, 2021, there were $1.9 million (2020 - $nil) of impairments recognized with respect to goodwill in respect of assets held for sale (see note 13) and one other CGU, within Other expenses, net in the Consolidated statements of earnings and comprehensive income.

17. Trade payables and accrued liabilities

(US$ millions)	Dec 31, 2021	Dec 31, 2020
Trade payables	274.7	161.4
Accrued liabilities	201.7	153.0
Trade payables and accrued liabilities	**476.4**	**314.4**

Accrued liabilities are comprised of payroll related liabilities, accrued royalties, commodity tax and other balances. As at December 31, 2021, a restructuring liability of $1.4 million is included in accrued liabilities (December 31, 2020 - $1.1 million).

18. Deferred revenue

Deferred revenue is comprised of advances on contracts relating to Entertainment and Licensing revenue and subscription revenue relating to Digital Games revenue, which arise as a result of consideration received in advance of the Company fulfilling its performance obligations. As at December 31, 2021, the Company had deferred revenue of $10.9 million (December 31, 2020 - $25.3 million).

For the year ended December 31, 2021, the Company recognized revenue of $22.9 million (2020 - $5.6 million) relating to amounts previously deferred.

19. Loans and borrowings

Unsecured Debt

Bank Facilities

(i) On September 28, 2021, the Company entered into an agreement to amend and restate its existing $510.0 million secured five-year revolving credit facility (the "Facility"). Under the terms of the amended and restated agreement, the Facility is now unsecured, 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 $1.7 million, which include Facility amendment fees and related legal fees, are recognized in Other assets and will be amortized over the term of the amended and restated agreement.

As at December 31, 2021, there were $0.4 million (December 31, 2020 - $0.4 million) in letters of credit utilized under the Facility and no amounts drawn (December 31, 2020 - $nil) under this Facility.

This facility is subject to the maintenance of certain financial covenants. The Company was in compliance with all financial covenants as at December 31, 2021 and December 31, 2020.

Bank Overdraft Facility

(ii) The Company has an uncommitted Overdraft Facility Agreement (the "European Facility") for €15.0 million (US$17.0 million). The European Facility will be used to fund working capital requirements in Europe. As at December 31, 2021, the outstanding balance was $nil (December 31, 2020 - $nil).

Secured Debt

Bank Facilities

(iii) The Company has a Revolving Credit Facility to finance television and film production. The limit of the credit facility (the "Production Facility") is CAD$10.0 million (US$7.9 million). As at December 31, 2021, the outstanding balance of the Production Facility was $nil (December 31, 2020 - $nil).

20. Provisions and contingent liabilities

(US$ millions)	Dec 31, 2021	Dec 31, 2020
Defectives(i)	9.9	13.0
Supplier liabilities(ii)	5.9	5.6
Contingent consideration, acquisitions(iii)	23.3	15.8
Provisions and contingent liabilities	**39.1**	**34.4**
Current	25.1	29.2
Non-current	14.0	5.2
Provisions and contingent liabilities	**39.1**	**34.4**

20. Provisions and contingent liabilities *(continued)*

	Defectives[(i)]	Supplier liabilities[(ii)]	Contingent consideration, acquisitions[(iii)]	Total
December 31, 2019	**13.8**	**4.9**	**16.5**	**35.2**
Provisions recognized	12.8	5.7	3.7	**22.2**
Accretion recognized	—	—	1.0	**1.0**
Payments	(13.6)	(5.0)	(5.4)	**(24.0)**
December 31, 2020	**13.0**	**5.6**	**15.8**	**34.4**
Provisions recognized	7.9	1.9	10.6	**20.4**
Accretion recognized	—	—	1.6	**1.6**
Payments	(11.0)	(1.6)	(7.4)	**(20.0)**
Revaluation of provisions	—	—	2.7	**2.7**
December 31, 2021	**9.9**	**5.9**	**23.3**	**39.1**

Provisions

(i) 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 income.

(ii) Supplier liabilities 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 inventory. While payments are not legally required, the Company will regularly 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 finished goods inventory. The provision for supplier obligations is recorded in cost of sales in the Consolidated statements of earnings and comprehensive income.

(iii) Certain business combinations include agreement terms associated with royalty payables or deferred incentive compensation and is based on the achievement of certain financial performance criteria and/or continued employment. The accretion of the royalty is recorded in Finance costs in the Consolidated statements of earnings and comprehensive income. Accrued deferred incentive compensation of $6.8 million (2020 - $nil) is recorded in Other expenses, net in the Consolidated statements of earnings and comprehensive income. Subsequent reviews of financial performance may result in the recording of additional considerations or reductions of the existing provision. For the year ended December 31, 2021, $2.7 million was recorded relation to additional contingent consideration for previous acquisitions (2020 - $3.7 million) in Other expenses, net in the Consolidated statements of earnings and comprehensive income.

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, in light of 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.

21. Share capital

(a) Authorized as at December 31, 2021 and December 31, 2020

- 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 to receive the proceeds of liquidation, dissolution or winding up of the Company.

	Year Ended Dec 31 2021		Year Ended Dec 31 2020	
	Shares (millions)	**Amount (US$ millions)**	**Shares (millions)**	**Amount (US$ millions)**
Multiple voting shares:				
Outstanding, beginning and end of year	**70.6**	**360.5**	**70.6**	**360.5**
Subordinate voting shares:				
Outstanding, beginning of year	31.4	364.3	31.6	354.0
Issuance of subordinate voting shares	0.4	12.1	0.2	11.4
Forfeiture/cancellation of subordinate voting shares	—	—	(0.4)	(1.1)
Outstanding, end of year	**31.8**	**376.4**	**31.4**	**364.3**
Shares issued and outstanding, end of year	**102.4**	**736.9**	**102.0**	**724.8**

As at December 31, 2021, the Company does not hold any of its outstanding shares (2020 - $nil).

(b) Share-based plans

The total expense recognized for employee services received during the year for equity-settled transactions is shown in the following table:

	Year Ended Dec 31	
(US$ millions)	**2021**	**2020**
Equity-settled RSUs and PSUs	14.6	9.9
Equity-settled Participation Arrangement transactions	0.2	1.5
Share purchase options	0.5	0.8
Share based compensation expense	**15.3**	**12.2**

Share based compensation expense of $15.3 million (2020 - $12.2 million) is recorded in administrative expenses in the Consolidated statements of earnings and comprehensive income for the year ended December 31, 2021. A corresponding amount was recorded in contributed surplus.

21. Share capital *(continued)*

Long-Term Incentive Plan

The Company has an equity based compensation plan providing for the issuance of securities from treasury under which the grants will be made by the Company. Under the Long-Term Incentive Plan ("LTIP"), the Board 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, 2021, the total number of subordinate voting shares reserved for issuance under the LTIP is 9,669,599 (2020 - 9,669,599).

The Company settled vested LTIP grants during the year ended December 31, 2021 through the issuance of shares. The settlements resulted in a transfer of $8.6 million (2020 - $3.2 million) from contributed surplus to share capital.

Restricted Stock Units ("RSUs")

Below is a summary of the activity related to RSUs outstanding as at December 31, 2021 and December 31, 2020.

(number of units)	Dec 31, 2021	Dec 31, 2020
Outstanding, beginning of year	826,116	260,662
Granted	388,693	716,845
Exercised	(252,763)	(103,044)
Forfeited	(19,115)	(48,347)
Outstanding, end of year	**942,931**	**826,116**

Performance Share Units ("PSUs")

Below is a summary of the activity related to PSUs outstanding as at December 31, 2021 and December 31, 2020.

(number of units)	Dec 31, 2021	Dec 31, 2020
Outstanding, beginning of year	918,929	453,246
Granted	285,463	702,053
Exercised	(62,815)	(157,810)
Forfeited	(49,715)	(78,560)
Outstanding, end of year	**1,091,862**	**918,929**

Share based compensation expense of $14.6 million (2020 - $9.9 million) relating to RSUs and PSUs is recorded in administrative expenses in the Consolidated statements of earnings and comprehensive income for the year ended December 31, 2021 with corresponding entries recorded in contributed surplus.

Deferred Share Units ("DSUs")

Below is a summary of the activity related to DSUs outstanding as at December 31, 2021 and December 31, 2020.

(number of units)	Dec 31, 2021	Dec 31, 2020
Outstanding, beginning of year	121,771	78,311
Granted	35,522	43,460
Outstanding, end of year	**157,293**	**121,771**

Share based compensation expense of $1.2 million (2020 - $0.7 million) and a mark to market expense of $2.0 million (2020 - gain of $0.4 million) relating to DSUs is recorded in administrative expenses in the Consolidated statements of earnings and comprehensive income for the year ended December 31, 2021. A corresponding amount was recorded in accrued liabilities.

21. Share capital *(continued)*

Share Purchase Options ("Options")

The Company has one share option plan for key employees, which forms part of their LTIP. Under this plan, 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.

		Dec 31, 2021		Dec 31, 2020
	Number of share options	Weighted average exercise price (CAD)	Number of share options	Weighted average exercise price (CAD)
Outstanding, beginning of year	545,322	34.42	836,596	34.60
Exercised	(46,924)	25.87	—	—
Forfeited and/or expired	(665)	37.96	(291,274)	34.95
Outstanding, end of year	**497,733**	**35.22**	**545,322**	**34.42**
Exercisable options	**425,749**	**33.96**	**390,507**	**31.30**

		Dec 31, 2021		Dec 31, 2020
Exercise price	**Number outstanding**	**Weighted average remaining contractual life (years)**	**Number outstanding**	**Weighted average remaining contractual life (years)**
$22.94	179,069	4.2	216,651	5.2
$37.64	125,516	5.2	134,858	5.9
$37.96	96,129	6.9	96,794	7.9
$49.80	5,817	1.3	5,817	2.3
$52.20	91,202	5.9	91,202	6.9
Total	**497,733**	**5.3**	**545,322**	**6.1**

Share based compensation expense of $0.5 million (2020 - $0.8 million) relating to Options is recorded in administrative expenses in the Consolidated statements of earnings and comprehensive income for the year ended December 31, 2021.

Participation arrangements

The Company had equity participation arrangements ("Participation Arrangements") with six senior employees and four former employees pursuant to which all were entitled to receive a cash payment and shares on the Initial Public Offering of the Company. The terms of the Participation Arrangements differ between participants with vested participants being entitled to some or all of their shares between six months and six years following the Initial Public Offering.

The Company satisfied the participants' entitlements by making a one-time cash payment to participants and by issuing an aggregate of 4,790,178 subordinate voting shares immediately prior to the closing of the Initial Public Offering. The compensation expense for the Participation Arrangements is calculated based on the fair value of each participation arrangement, as determined by the value of the Company at the closing of the Initial Public Offering, less the value of the cash settlement. The Company recognizes compensation expense over the vesting period of the Participation Arrangements, which is between six months and six years.

On February 18, 2020, the Company announced changes to senior leadership. As a result of these changes, 301,160 subordinate voting shares were forfeited and 133,550 subordinate voting shares with a fair value of $1.1 million were canceled. As at December 31, 2021, there are no subordinate voting shares outstanding relating to the Participation Arrangements (December 31, 2020 - 151,993 subordinate voting shares with a weighted average grant date fair value of $2.1 million).

Share based compensation expense of $0.2 million (2020 - $1.5 million) relating to Participation Arrangements is recorded in administrative expenses in the Consolidated statements of earnings and comprehensive income for the year ended December 31, 2021.

22. Earnings per share

	Year Ended Dec 31			
	2021		2020	
(Number of shares in millions)	**Weighted average number of shares**	**Per share amount (US$)**	**Weighted average number of shares**	**Per share amount (US$)**
Basic	102.3	1.94	102.0	0.45
Diluted	105.3	1.89	104.2	0.44

The Participation Arrangements issued to employees upon the Initial Public Offering are anti-dilutive as subordinate voting shares resulted in the issuance of fewer multiple voting shares to the principal shareholders. Accordingly, they are not included in the computation of diluted earnings per share.

23. Net changes in non-cash working capital

	Year Ended Dec 31	
(US$ millions)	**2021**	**2020**
Decrease (increase) in:		
Trade receivables	(48.7)	97.5
Other receivables	8.3	(23.5)
Inventories	(31.7)	82.3
Prepaid expenses and other assets	6.4	12.7
Assets reclassified as held for sale	(5.7)	—
	(71.4)	**169.0**
(Decrease) increase in:		
Trade payables and accrued liabilities	147.4	(29.7)
Deferred revenue	(14.5)	17.8
Provisions and contingent liabilities	(9.9)	0.1
Other	(1.7)	(4.2)
	121.3	**(16.0)**
Total net changes in non-cash working capital	**49.9**	**153.0**

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, which have been made on terms equivalent to those that prevail in arm's length transactions.

For the year ended December 31, 2021, related party transactions were included in administrative expenses in the Consolidated statements of earnings and comprehensive income of the Company in the amount of $1.3 million (2020 - $1.6 million). As at December 31, 2021, amounts payable to the director's law firm were $0.2 million (2020 - $0.8 million).

Compensation of key management personnel

The compensation of directors and other key management personnel during the years were as follows:

(US$ millions)	**2021**	**2020**
Salaries, wages and bonuses	6.7	3.2
Share-based compensation	3.3	0.6
Employee benefits	0.1	0.1
Total compensation of key management personnel	**10.1**	**3.9**

25. Leases

Amounts recognized in the Consolidated statements of financial position

Leased office buildings represented approximately 87% of the right-of-use assets with the remainder comprised of leases of distribution centres, 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 are as "Equipment". The weighted average lease term is 11 years (2020 - 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
January 1, 2020	75.4	2.9	78.3
Additions	0.7	0.4	1.1
Disposals	(0.1)	—	(0.1)
Depreciation and amortization	(12.0)	(1.3)	(13.3)
Foreign currency translation	1.0	—	1.0
December 31, 2020	**65.0**	**2.0**	**67.0**
Additions	0.5	0.5	1.0
Assets recognized upon acquisition (Note 27)	0.6	—	0.6
Modifications	10.9	—	10.9
Depreciation and amortization	(12.1)	(1.1)	(13.2)
Foreign currency translation	(1.0)	(0.1)	(1.1)
December 31, 2021	**63.9**	**1.3**	**65.2**

(US$ millions)	Lease liabilities
January 1, 2020	82.7
Additions	1.1
Disposals	(0.1)
Accretion	4.6
Lease payments	(15.2)
Foreign currency translation	1.3
December 31, 2020	**74.4**
Additions	1.0
Liabilities recognized upon acquisition (Note 27)	0.7
Modifications	10.9
Accretion	4.4
Lease payments	(17.6)
Foreign currency translation	(0.8)
December 31, 2021	**73.0**

(US$ millions)	Dec 31, 2021	Dec 31, 2020
Lease liabilities, current	13.3	15.4
Lease liabilities, non-current	59.7	59.0
Total lease liabilities	**73.0**	**74.4**

Extension and termination options are included in a number of property and equipment leases across the Company. These terms are used to maximize operational flexibility in terms of managing contracts. Extension and termination options are exercisable only by the Company and not by the respective lessor.

25. Leases *(continued)*

Amounts recognized in the Consolidated statements of earnings and comprehensive income

(US$ millions)	2021	2020
Depreciation expense on right-of-use assets	13.2	13.3
Accretion expense on lease liabilities	4.4	4.6
Expense relating to leases of short term and low value assets	1.1	1.2
Expense relating to variable lease payments not included in measurement of lease liability	5.9	3.8
Total	**24.6**	**22.9**

The total cash outflows for leases for the year end December 31, 2021 was $24.6 million (2020 - $20.2 million).

26. Commitments for expenditures

Licensing and similar agreements in effect at December 31, 2021 that contain provisions for future minimum payments, include the following:

As at December 31, 2021	Less than 1 year to greater than 5 years			
(US$ millions)	< 1 Year	1-5 Years	> 5 Years	Total
Lease liabilities - undiscounted	15.0	38.7	45.4	99.1
Guaranteed payments due to licensors	15.1	14.0	2.0	31.1
Total commitments	**30.1**	**52.7**	**47.4**	**130.2**

27. Business acquisitions

Acquisition of Originator Inc.

On June 14, 2021, the Company acquired 100% of the shares of Originator Inc., which qualifies as a business under IFRS 3, *Business Combinations* ("IFRS 3"). Originator Inc. is a developer and publisher of education focused mobile apps for kids and families and was acquired to complement *Sago Mini's* edutainment digital games offering. The acquisition has been reported in the Digital Games CGU and its revenue is included within Digital Games revenue from the date of acquisition.

The total purchase consideration was comprised of $15.0 million of cash consideration. The total purchase consideration has been allocated to identifiable intangible assets based on their estimated fair values of $9.1 million (related to brands, customer relationships and app development), tangible assets of $0.6 million and assumed liabilities of $2.9 million with the remainder allocated to goodwill. The purchase price allocation was finalized in the Company's third quarter of 2021.

The purchase agreement also includes deferred consideration of $4.0 million which is contingent on meeting certain performance metrics and has been allocated a fair value of $nil in the total purchase consideration.

The Company incurred $0.4 million in transaction related costs which were included in administrative expenses in the Consolidated statements of earnings and comprehensive income for the year ended December 31, 2021, respectively.

27. Business acquisitions *(continued)*

Assets acquired and liabilities recognized at the date of acquisition

(US$ millions)	Fair value as at June 14, 2021
Assets acquired	
Cash	0.2
Trade receivables	0.4
Intangible assets	9.1
	9.7
Liabilities assumed	
Trade payables and accrued liabilities	0.4
Deferred income tax liabilities	2.5
	2.9
Fair value of identifiable net assets acquired	**6.8**

Goodwill arising on acquisition

Cash consideration	15.0
Fair value of identifiable net assets acquired	6.8
Goodwill arising from transaction	**8.2**

Net cash outflow on acquisition

Cash consideration	15.0
Less: cash balance acquired	0.2
Net cash outflow on acquisition	**14.8**

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. Goodwill recognized is not expected to be deductible for income tax purposes.

The purchase agreement includes total deferred consideration of $10.0 million which is contingent on the continued employment of key principals as well as certain performance metrics, over a five-year period. These payments are considered an incentive-related remuneration expense and are accrued over the five-year period. Deferred remuneration expense of $2.5 million is included in Other expenses, net in the Consolidated statements of earnings and comprehensive income for the year ended December 31, 2021, and in provisions and contingent liabilities in the Consolidated statements of financial position.

Impact of acquisition on the results of the Company
Included in the Company's financial results for the year ended December 31, 2021 is $2.2 million in revenue attributable to Originator Inc.

Acquisition of certain assets from a product invention and development company

On April 16, 2021, the Company acquired assets and assumed liabilities of a product invention and development company which constitutes a business under IFRS 3. Included in the acquisition is an assembled workforce to complement the Company's toy innovation and development capabilities. The acquisition has been reported in the Toy CGU from the date of acquisition.

The total purchase consideration was comprised of $7.5 million of cash consideration and has been allocated as $0.7 million of tangible assets and $0.7 million of assumed liabilities with the remainder allocated to goodwill.

The Company had pre-existing licensing arrangements for the acquired intellectual property. No gain/loss from the settlement of the pre-existing relationship was generated from this transaction.

The Company incurred $0.2 million in transaction related costs which were included in administrative expenses in the Consolidated statements of earnings and comprehensive income for the year ended December 31, 2021.

27. Business acquisitions *(continued)*

Assets acquired and liabilities recognized at the date of acquisition

(US$ millions)	Fair value as at April 16, 2021
Assets acquired	
Property, plant and equipment	0.1
Right-of-use assets	0.6
	0.7
Liabilities assumed	
Lease liabilities	0.7
	0.7
Fair value of identifiable net assets acquired	**—**

Goodwill arising on acquisition

Cash consideration	7.5
Fair value of identifiable net assets acquired	—
Goodwill arising from transaction	**7.5**

Net cash outflow on acquisition

Cash consideration	7.5
Net cash outflow on acquisition	**7.5**

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, $7.5 million of goodwill is expected to be deductible for income tax purposes and is being amortized for tax purposes over 15 years.

The purchase agreement includes deferred consideration of $14.5 million which is contingent on continued employment of key principals over a five-year period. These payments are considered an incentive-remuneration expense and are accrued over the five-year period. Deferred remuneration expense of $4.3 million is included in Other expenses, net in the Consolidated statements of earnings and comprehensive income for the year ended December 31, 2021, and in provisions and contingent liabilities in the Consolidated statements of financial position.

Acquisition of Rubik's Brand Limited

On January 4, 2021, the Company completed the acquisition of Rubik's Brand Limited by acquiring 100% of the shares of its holding company, Rubiks Malta Holding Company Limited ("Rubik's"). Rubik's is a licensor and distributor of various editions of the Rubik's product lines and qualifies as a business under IFRS 3. The Company secured the global intellectual property for the Rubik's portfolio and the ability to sell, market and license for further penetration directly to wholesale customers or continue to sell indirectly through distributors into markets as well as expansion into new territories. The brand has been reported in the Activities, Games & Puzzles and Plush product category and included in the Rubik's CGU beginning from the date of acquisition.

The total purchase consideration of $55.2 million was comprised of $51.4 million of cash consideration plus $3.8 million related to the estimated fair value of future royalties. The total purchase consideration has been allocated to the identifiable intangible assets based on their estimated fair values of $38.1 million (related to brands and customer relationships), tangible assets of $6.5 million and assumed liabilities of $12.0 million with the remainder allocated to goodwill.

The Company incurred transaction related costs of $1.1 million. $0.9 million was recorded in administrative expenses in the Consolidated statements of earnings and comprehensive income for the year ended December 31, 2020 and $0.2 million was recorded in administrative expenses in the Consolidated statements of earnings and comprehensive income for the year ended December 31, 2021.

27. Business acquisitions *(continued)*

Assets acquired and liabilities recognized at the date of acquisition

(US$ millions)	Fair value as at January 4, 2021
Assets acquired	
Cash	1.1
Trade receivables	4.0
Inventories	0.7
Prepaid expenses	0.5
Property, plant and equipment	0.2
Intangible assets	38.1
	44.6
Liabilities assumed	
Trade payables and accrued liabilities	4.4
Deferred income tax liabilities	7.2
Income tax payable	0.4
	12.0
Fair value of identifiable net assets acquired	**32.6**

Goodwill arising on acquisition

Cash consideration	52.6
Purchase price adjustment	(1.2)
Present value of future royalties	3.8
Total purchase consideration	55.2
Fair value of identifiable net assets acquired	32.6
Goodwill arising from transaction	**22.6**

Net cash outflow on acquisition

Cash consideration	52.6
Less: cash balance acquired	1.1
Total net cash outflow	**51.5**
Less: advance paid in 2020	3.0
Net cash outflow on acquisition	**48.5**

Trade receivables acquired of $4.1 million have a fair value of $4.0 million.

Goodwill arose on the acquisition of Rubik's as the consideration paid effectively included amounts for the benefit of expected synergies, 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. Goodwill recognized is not expected to be deductible for income tax purposes.

The total purchase consideration includes $3.8 million in deferred payments for future royalties. The future royalties are payable to the vendor upon the achievement of key performance indicators over a six-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 $5.7 million. Based on a subsequent review of financial performance of the existing contingent consideration provision at year end, an additional $0.7 million was recorded for the year ended December 31, 2021 for the total contingent consideration of $4.5 million.

Impact of acquisition on the results of the Company

Included in the Company's financial results for the year ended December 31, 2021 is $25.2 million respectively in revenue attributable to Rubik's.

28. Financial instruments and risk management

Capital management

Management includes the following items in its definition of capital:

(US$ millions)	Dec 31, 2021	Dec 31, 2020
Share capital	736.9	724.8
Contributed surplus	40.8	36.6
Retained earnings	216.0	17.4
Capital	**993.7**	**778.8**

The Company makes adjustments to 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, while maximizing the return to stakeholders through the optimization of the debt and equity balances.

The Company manages its capital structure, and may make adjustments in light of changes in economic conditions. In order 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. There were no changes in the Company's approach to capital management during the year ended December 31, 2021.

The Company is subject to capital requirements under the credit facility agreement, as described in Note 19. As at December 31, 2021, the Company was in compliance with all financial covenants.

Financial risk management objectives

Management's objective is to protect the Company and its subsidiaries on a consolidated basis against material economic exposures and the variability of results from various financial risks that include foreign currency risk, interest rate risk, credit risk and liquidity risk.

Market 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 dollar denominated financial statements of the Company's subsidiaries may vary on translation into the US dollar presentation currency ("translation exposures"). These exposures could impact the Company's earnings and cash flows.

The Company uses derivative financial instruments such as foreign exchange forward contracts with various financial institutions to manage foreign currency risk.

As at December 31, 2021, the Company is committed under outstanding foreign exchange contracts representing a total net purchase commitment of $11.5 million (December 31, 2020 - $11.3 million). These foreign exchange contracts have maturity dates varying from January 2022 to April 2023. For the year ended December 31, 2021, realized gain on the Company's matured hedges were $0.8 million (2020 - realized losses of $2.6 million) and is included in the Consolidated statements of earnings and comprehensive income.

28. Financial instruments and risk management *(continued)*

As at December 31, 2021 (in millions)	Notional value: foreign currency	Notional value: US$	Unrealized gain (loss): US$
Foreign exchange contracts			
Buy US$	40.4 EUR	(48.5)	2.5
Buy US$	20.1 GBP	(28.0)	0.8
Buy US$	515.0 MXN	(24.5)	(0.2)
Sell US$	(109.5) CAD	87.3	(0.8)
Sell US$	(242.0) JPY	2.1	—
Total		**(11.6)**	**2.3**

As at December 31, 2020 (in millions)	Notional value: foreign currency	Notional value: US$	Unrealized (loss) gain: US$
Foreign exchange contracts			
Buy US$	42.5 EUR	(49.4)	(2.9)
Buy US$	25.0 GBP	(31.9)	(2.3)
Buy US$	360.6 MXN	(15.9)	(2.0)
Sell US$	(114.2) CAD	85.9	3.7
Total		**(11.3)**	**(3.5)**

Foreign currency risk - sensitivity analysis

The Company is mainly exposed to the Canadian dollar, the Great Britain pound sterling, the Mexican peso and the Euro. The following table details the Company's sensitivity to a 5.0% change in currency units against the US$. The sensitivity analysis includes all outstanding foreign currency denominated monetary assets and liabilities and adjusts their translation as at the end of the reporting period for a 5.0% change in foreign currency rates. A positive number below indicates an increase in a foreign exchange gain where the currency unit strengthens 5.0% against US$.

(US$ millions)	Dec 31, 2021	Dec 31, 2020
Canadian dollar	(7.6)	(9.9)
Great Britain pound sterling	0.4	0.5
Mexican peso	1.4	1.7
Euro	(0.2)	2.2

Interest rate risk - management

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 Company is exposed to interest rate risk as its loan facilities bears interest at a variable rate.

Interest rate risk - sensitivity analysis

The Company is exposed to interest rate risk mainly relating to interest income on its cash and cash equivalents balances and interest expense on loans and borrowings. A sensitivity rate of 50 basis points represents management's assessment of the reasonably possible change in interest rates to which the Company is exposed.

For the year ended December 31, 2021, with all other variables held constant, a 50 basis point decrease in interest rates would decrease interest income by $1.0 million for the year (2020 - $nil). A 50 basis point increase in interest rates would increase interest income by $2.2 million (2020 - increase interest income by $1.2 million). These amounts are determined by considering the impact of the interest rates on the Company's loans and borrowings and cash and cash equivalents balances as at December 31, 2021.

28. Financial instruments and risk management *(continued)*

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 each year.

As at December 31, 2021, approximately 52.0% (2020 - 44.8%) of the Company's trade receivables are due from three major retail customers which represent approximately 52.6% of gross product sales for the year ended December 31, 2021 (2020 - 50.3%).

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.

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, 2021	**< 1 year**	**1-5 years**	**> 5 years**	**Total**
Trade payables and accrued liabilities	476.4	—	—	476.4
	476.4	**—**	**—**	**476.4**

As at December 31, 2020	**< 1 year**	**1-5 years**	**> 5 years**	**Total**
Trade payables and accrued liabilities	314.4	—	—	314.4
	314.4	**—**	**—**	**314.4**

Financing facilities

(US$ millions)	**Dec 31, 2021**	**Dec 31, 2020**
Bank loan facilities		
Amount undrawn	534.9	536.2
Bank loan facilities	**534.9**	**536.2**

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 with the exception of foreign exchange forward contracts, Investment in a limited partnership and Minority interest investments which are recorded at fair value.

28. Financial instruments and risk management *(continued)*

(US$ millions)	Dec 31, 2021	Dec 31, 2020
Financial assets		
Cash and cash equivalents	562.7	320.6
Trade receivables	327.9	277.2
Other receivables	66.7	59.2
Deposit related to acquisition of Rubik's	—	3.0
Investment in a limited partnership	3.9	3.0
Minority interest investments	2.4	—
Investment tax credits - non-current portion	2.7	2.2
Financial assets	**966.3**	**665.2**
Financial liabilities		
Trade payables and accrued liabilities	476.4	314.4
Financial liabilities	**476.4**	**314.4**

With the exception of foreign exchange forward contracts, Investment in a limited partnership and Minority interest 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, 2021 resulted in an unrealized gain of $3.4 million, which is recorded in other receivables (2020 - $3.7 million) and an unrealized loss of $1.0 million recorded in accrued liabilities (2020 - $7.2 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 the investment in a limited partnership as at December 31, 2021 is recorded in other assets at $3.9 million (2020 - $3.0 million) with a net unrealized gain for the year ended December 31, 2021 recognized in Other expenses, net in the Consolidated statements of earnings and comprehensive income of $0.9 million (2020 - $nil), respectively. This fair value is categorized within Level 3 of the fair value hierarchy. The fair value of the investment in a limited partnership is estimated using various valuations techniques through the partnership based on the type of investment held by the fund. 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.

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

(US$ millions)	Dec 31, 2021	Dec 31, 2020
Hoot Reading	1.8	—
Nørdlight	0.6	—
Minority interest investments	2.4	—

There were no gains or losses recognized for the year ended December 31, 2021 recognized in Other expenses, net in the Consolidated statements of earnings and comprehensive income for these minority interest investments. 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.

29. Segment information

Spin Master is a global children's entertainment company. Spin Master's portfolio includes children's products, brands and entertainment properties which are grouped into four major product categories as follows:

(i) Preschool and Dolls & Interactive
(ii) Activities, Games & Puzzles and Plush
(iii) Wheels & Action
(iv) Outdoor

In the fourth quarter of 2021, the "Preschool and Girls" product category was renamed "Preschool and Dolls & Interactive" and the "Boys" product category was renamed "Wheels & Action".

Information reported to the Chief Operating Decision Maker ("CODM") for the purposes of resource allocation and assessment of segment performance focuses on geographical areas rather than product category. The executives of the Company have chosen to organize the Company around the 3 operating segments as follows: (i) North America, (ii) Europe, and (iii) Rest of World. Factors considered in determining the operating segments include the nature of the Company's business activities, the management structure directly accountable to the CODM, availability of discrete financial information and strategic priorities within the organizational structure.

The North American segment is comprised of the United States and Canada. The European segment is comprised of the United Kingdom, France, Italy, the Netherlands, Germany, Austria, Switzerland, Belgium, Luxembourg, Slovakia, Hungary, Romania, Czech Republic, Poland, Turkey, Russia and Greece. The Rest of World segment is primarily 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.

Segment revenue and results

The Company's revenue and results from operations by reportable segment are as follows:

	Year Ended Dec 31,	
(US$ millions)	**2021**	**2020**
Revenue by segment		
North America	1,197.3	983.4
Europe	530.7	451.0
Rest of World	234.4	189.3
Gross product sales	**1,962.4**	**1,623.7**
Sales allowances	(230.6)	(208.1)
Toy revenue	**1,731.8**	**1,415.6**
Entertainment and Licensing revenue	135.8	78.2
Digital Games revenue	174.8	76.8
Revenue	**2,042.4**	**1,570.6**
Segment income before tax expense (recovery)		
North America	195.9	(12.1)
Europe	46.1	17.2
Rest of World	32.5	—
Total segment income before tax expense (recovery)	**274.5**	**5.1**
Corporate and other	(12.5)	4.3
Income before income tax expense (recovery)	**262.0**	**9.4**

Revenues for North America include revenues attributable to Canada of $162.8 million (2020 - $127.3 million) for the year ended December 31, 2021.

Revenue reported by segment above represents revenue generated from external customers. There were no inter-segment sales in the current year (2020 - $nil).

29. Segment information *(continued)*

The accounting policies of the reportable segments are the same as the Company's accounting policies described in Note 2. This measure is reported to the CODM for the purposes of resource allocation and assessment of segment performance.

Segment assets

(US$ millions)	Dec 31, 2021	Dec 31, 2020
North America	1,162.6	971.4
Europe	307.0	217.6
Rest of World	118.5	111.3
Total segment assets	**1,588.1**	**1,300.3**
Corporate and other	148.6	41.8
Total assets	**1,736.7**	**1,342.1**

Non-current assets by reportable segment are detailed as follows:

(US$ millions)	Dec 31, 2021	Dec 31, 2020
Non-current assets		
North America	388.9	429.3
Europe	83.2	33.2
Rest of World	18.6	19.9
Total segment non-current assets	**490.7**	**482.4**
Corporate and other	126.3	73.3
Total non-current assets	**617.0**	**555.7**

Non-current assets for North America include assets attributable to Canada of $134.5 million as at December 31, 2021 (December 31, 2020 - $139.3 million).

Segment liabilities

(US$ millions)	Dec 31, 2021	Dec 31, 2020
North America	492.8	410.7
Europe	110.3	84.9
Rest of World	48.9	39.4
Total segment liabilities	**652.0**	**535.0**
Corporate and other	32.3	(35.8)
Total liabilities	**684.3**	**499.2**

29. Segment information *(continued)*

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than deferred tax assets, other long-term assets and computer software. Goodwill is allocated to cash generating units. Assets used jointly by reportable segments are allocated on the basis of the revenues earned by individual reportable segments; and
- all liabilities are allocated to reportable segments other than royalties payable (included within trade payables and accrued liabilities) and deferred tax liabilities. Liabilities for which reportable segments are jointly liable are allocated in proportion to segment assets.

Capital expenditures by reportable segment

	Year Ended Dec 31,	
(US$ millions)	**2021**	**2020**
North America	61.6	66.8
Europe	7.0	5.3
Rest of World	10.9	6.6
Total capital expenditures	**79.5**	**78.7**

Depreciation and amortization by reportable segment

	Year Ended Dec 31,	
(US$ millions)	**2021**	**2020**
North America	92.0	82.3
Europe	10.9	11.4
Rest of World	4.7	4.7
Total segment depreciation and amortization	**107.6**	**98.4**
Corporate and other	4.3	4.6
Total depreciation and amortization	**111.9**	**103.0**

The Company recorded impairments of $3.5 million (2020 - $0.4 million) in North America and $1.0 million (2020 - $0.5 million) in Europe.

Revenue from major product categories

The Company's revenues based on its major product categories are as follows:

	Year Ended Dec 31,	
(US$ millions)	**2021**	**2020**
Preschool and Dolls & Interactive	809.6	609.5
Activities, Games & Puzzles and Plush	587.8	534.8
Wheels & Action	445.6	388.3
Outdoor	119.4	91.1
Gross product sales	**1,962.4**	**1,623.7**
Sales allowances	(230.6)	(208.1)
Toy revenue	**1,731.8**	**1,415.6**
Entertainment and Licensing revenue	135.8	78.2
Digital Games revenue	174.8	76.8
Revenue	**2,042.4**	**1,570.6**

29. Segment information *(continued)*

Major customers

Sales to the Company's three largest customers accounted for 52.6% (2020 - 50.3%) of gross product sales for the year ended December 31, 2021. Other than the top three customers, which have remained the same year over year, no other single customer contributed 10% or more to gross product sales for the year ended December 31, 2021 (2020 - $nil).

	Year Ended Dec 31,	
(US$ millions)	**2021**	**2020**
Gross product sales		
Customer 1	423.9	363.1
Customer 2	346.6	273.1
Customer 3	261.2	180.2
Total	**1,031.7**	**816.4**

30. Prior year comparatives

Certain prior year comparatives have been reclassified to conform with current year presentation.

Corporate Directory

Board of Directors

Ronnen Harary
Chair & Co-Founder

Anton Rabie
Director & Co-Founder

Ed Clark C.M.
Deputy Chair

Charles Winograd
Lead Director

Jeffrey I. Cohen
Director

Reggie Fils-Aimé
Director

Kevin Glass
Director

Dina Howell
Director

Christina Miller
Director

Max Rangel
Director, Global President &
Chief Executive Officer

Todd Tappin
Director

Ben Varadi
Director, Executive Vice President &
Chief Creative Officer

Senior Management

Max Rangel
Global President &
Chief Executive Officer

Mark L. Segal
Executive Vice President &
Chief Financial Officer

Chris Beardall
President, Toys

Jennifer Dodge
President, Entertainment

Fredrick Loving
President, Digital Games

Paul Blom
Executive Vice President,
Global Operations & Technology

Tara Deakin
Executive Vice President &
Chief People Officer

Christopher Harrs
Executive Vice President & General
Counsel, Corporate Secretary

Laura Henderson
Executive Vice President, Marketing

Ben Varadi
Director, Executive Vice President &
Chief Creative 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

Legal Counsel

Torkin Manes LLP
1500 – 151 Yonge Street
Toronto, ON M5C 2W7

Annual Meeting of Shareholders

May 5, 2022

Investor Contact Information

Email: **investor.relations@spinmaster.com**

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