

Ronnen Harary, Anton Rabie and Ben Varadi acquire multiple voting shares of Spin Master Corp.

/NOT FOR DISSEMINATION IN THE UNITED STATES/

TORONTO, July 30, 2015 /CNW/ - Ronnen Harary, Anton Rabie, and Ben Varadi (collectively, the "**Founders**") announced today that, pursuant to a reorganization transaction completed in connection with the initial public offering (the "**Offering**") of Spin Master Corp. (the "**Company**"), each of the Founders became the beneficial owner of multiple voting shares of the Company (the "**Multiple Voting Shares**") upon exchange of the Founders' prior holdings in the Company and its predecessors.

Ronnen Harary indirectly owns 33,266,739 Multiple Voting Shares (representing approximately 41.75% of the issued and outstanding Multiple Voting Shares), Anton Rabie indirectly owns 33,266,739 Multiple Voting Shares (representing approximately 41.75% of the issued and outstanding Multiple Voting Shares) and Ben Varadi indirectly owns 13,147,334 Multiple Voting Shares (representing approximately 16.5% of the issued and outstanding Multiple Voting Shares). Pursuant to the terms of an agreement among the Founders, entities controlled by the Founders, and the Company (the "**Principal Shareholders Agreement**"), the Founders may be joint actors of one another. Collectively, pursuant to the Principal Shareholders Agreement, the Founders control 100% of the issued and outstanding Multiple Voting Shares.

Pursuant to the terms of the Multiple Voting Shares, they are each convertible into subordinate voting shares of the Company (the "**Subordinate Voting Shares**"), on a one-for-one basis, and will convert automatically upon the occurrence of certain events. Upon completion of the Offering, the Multiple Voting Shares beneficially owned by Ronnen Harary, Anton Rabie and Ben Varadi represented approximately 34.4%, 34.4% and 13.6% of the issued and outstanding Subordinate Voting Shares, on a partially-diluted basis, assuming that the Multiple Voting Shares owned by the Founders were converted into Subordinate Voting Shares in accordance with their terms. Collectively, pursuant to the Principal Shareholders Agreement, the Founders control approximately 82.4% of the issued and outstanding Subordinate Voting Shares, on a partially-diluted basis, assuming that the Multiple Voting Shares owned by the Founders were converted into Subordinate Voting Shares in accordance with their terms.

The Multiple Voting Shares were acquired by the Founders for purposes of exchanging their pre-Offering holdings into Multiple Voting Shares. Subject to applicable law and other agreements to which the Founders are party, the Founders may purchase or sell securities of the Company from time to time.

The Subordinate Voting Shares are currently listed for trading on the Toronto Stock Exchange, while the Multiple Voting Shares are not listed on a marketplace.

For further information and to obtain a copy of the early warning report to be filed under applicable Canadian securities laws in connection with the foregoing matters, please see the Company's profile on SEDAR at www.sedar.com.

SOURCE Spin Master Ltd.

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