

**SUMMER INFANT, INC. (the “Company”)**  
**CORPORATE GOVERNANCE GUIDELINES**

**1. Director Qualifications**

*Independence and Other Qualifications.* A majority of the members of the Board of Directors of the Company (the “Board”) must meet the criteria for independence required by the NASDAQ Stock Market. The Nominating/Governance Committee is responsible for reviewing with the Board the requisite skills and characteristics for new Board members. This assessment may include, among other things, the criteria outlined in the Nominating/Governance Committee’s charter. Nominees for directors will be made or recommended by the Nominating/Governance Committee in accordance with the policies and principles in its charter and as determined by the Board.

*Invitation to Serve.* The invitation to join the Board should be extended by the Board itself, by the Chairperson of the Nominating/Governance Committee, and by the Chairperson of the Board.

*Board Size.* The Board will assess from time to time the number of members on the Board. The Board will consider an increase in the membership of the Board to accommodate the availability of an outstanding candidate or to meet other needs.

*Change of Positions.* The Board will consider whether individual directors who change the responsibility they held when they were elected to the Board should continue to serve on the Board. The Board does not believe, however, that in every instance a director who retires or changes from the position held when the director joined the Board should necessarily leave the Board. There should, however, be an opportunity for the Board, through the Nominating/Governance Committee, to review the continued appropriateness of Board membership under the circumstances.

*Service on Other Boards.* The Board does not believe that its members should be prohibited from serving on the boards of other companies so long as those commitments do not create material actual or potential conflicts of interest and do not interfere with the director’s ability to fulfill his or her duties as a member of the Board. The Nominating/Governance Committee will take into account the nature and time involved in the director’s service on other boards in assessing director nominees. Directors should advise the Chairperson of the Board and the Chairperson of the Nominating/Governance Committee in advance of accepting an invitation to serve on another public company board.

*Term Limits.* The Board does not believe it should establish term limits. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, term limits involve the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. The Board or Nominating/Governance Committee will review each director’s continuation on the Board each year to allow each director the opportunity to confirm his or her desire to continue as a member of the Board and the Board or Nominating/Governance Committee to consider the appropriateness of the director’s continued service.

*Retirement of Directors.* The Board does not believe it should establish a mandatory retirement age. The Board and the Nominating/Governance Committee will review, in connection with the process of selecting nominees for election at annual meetings of stockholders, each director's continuation on the Board upon a director reaching the age of 70.

*Resignation Policy.* To address majority voting in uncontested director elections under the Company's bylaws, the Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. As a result, director nominees shall be required to tender irrevocable resignations that will be effective only upon (i) the failure of the director nominee to receive the required vote at a stockholder meeting at which they face re-election and (ii) Board acceptance of such resignation. If an incumbent director fails to receive the required vote for re-election in an uncontested election, the Nominating/Governance Committee will make a recommendation to the Board as to whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the resignation, taking into account the recommendation of the Nominating/Governance Committee, within 90 days from the date of the certification of director election results. Thereafter, the Board will promptly publicly disclose its decision whether to accept or reject the resignation (and the reasons for rejecting the resignation, if applicable). The Nominating/Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation. The Board expects the director whose resignation is under consideration to voluntarily recuse himself or herself from participation in any proceedings or decisions regarding his or her resignation.

## **2. Director Responsibilities**

*Responsibility and Indemnification.* The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging this obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors will also be entitled to be covered by reasonable directors' and officers' liability insurance purchased by the Company on their behalf; to the benefits of indemnification to the fullest extent permitted by law and by the Company's certificate of incorporation, bylaws, and any indemnification agreements; and to exculpation as provided by state law and the Company's certificate of incorporation.

*Time Commitment.* Directors are expected to attend Board meetings and meetings of Board committees on which they serve, to spend the time needed to discharge their Board duties in a reasonable manner, and to meet as frequently as necessary to discharge properly their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting.

*Separation of Duties.* The Board's general policy is that the positions of Chairperson of the Board and Chief Executive Officer should be held by separate persons as an aid in the Board's oversight of management. The Board shall, on at least an annual basis, select the Chairperson of the Board from among the members of the Board who are determined by the Board to be independent in accordance with these Guidelines. The Chairperson shall be responsible for

coordinating the activities of the Board, ensuring the review of both short and long term areas of interest to stockholders. The Chairperson will be responsible for:

- Calling, setting the agenda for, and presiding over, meetings of the Board at which the Chairperson is present;
- Coordinating the work of Board committees and ensuring proper committee structure;
- Overseeing the distribution of materials to the members of the Board;
- Calling and setting agendas for executive sessions of the independent directors of the Board, and briefing management on issues arising in executive sessions;
- Facilitating discussion among independent directors on key issues and concerns outside of Board meetings and serving as a non-exclusive conduit to management for views and concerns of the independent directors;
- Representing the Company with external stakeholders and others in the discretion of the Board;
- Overseeing the process of hiring, firing, evaluating and compensating the CEO;
- Coordinating performance evaluations of the CEO and the Board;
- Assisting the Board and management in assuring compliance with and implementation of the Company's Corporate Governance Guidelines and serving as a member of the Nominating/Governance Committee, unless otherwise determined by the Board; and
- Performing such other duties as the Board may from time to time delegate to assist the Board in the performance of its duties.

Notwithstanding the foregoing, the Board may determine at any time that, in light of new or special circumstances, it is in the best interest of the corporation for the roles of the Chairperson of the Board and Chief Executive Officer to be combined. If the Chairperson of the Board is not independent, the Board will appoint an independent Lead Director with such duties as the Board may determine, including calling and leading executive sessions of the independent directors of the Board, briefing management on issues arising in executive sessions, and facilitating discussion among independent directors on key issues and concerns outside of Board meetings and serving as a non-exclusive conduit to management for views and concerns of the independent directors. The Chairperson may be removed as Chairperson at any time by a majority vote of the members of the Board. The Chairperson will be provided adequate support and resources, as determined by the Board, to discharge his or her duties.

*Agendas.* The Chairperson should establish the agenda for each Board meeting. Each Board member may suggest the inclusion of items on the agenda. Each Board member also may raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal risks and issues that the Company will face in the future during at least one Board meeting each year.

*Executive Sessions.* The independent directors will meet in regularly scheduled executive sessions, at which only the independent directors are present, generally in connection with

regularly scheduled Board meetings. The Chairperson, or if the Chairperson is not independent, the Lead Director, shall preside at each of these meetings, or in absence of the Chairperson or the Lead Director, an independent director designated by the Chairperson or Lead Director, as applicable, or a majority of the independent directors.

*Attendance at Annual Meeting, of Stockholders.* The Company believes that it is important for and encourages the members of the Board attend annual meetings of stockholders. To facilitate this, and to the extent reasonably practicable, the Company endeavors to schedule a regular meeting of the Board on the same date as the annual meeting of stockholders.

*Spokespersons.* The Board believes that the management speaks for the Company. The Chairperson, and from time to time other individual Board members, may meet or otherwise communicate with various constituencies that are involved with the Company. It is expected, however, that Board members would do this with the knowledge of the management and, absent unusual circumstances or as contemplated by the committee charters or these Guidelines, only at the request of management or as requested by the Board.

### **3. Board Committees**

*Establishment of Committees.* The Board at all times will have an Audit Committee, a Compensation Committee, and a Nominating/Governance Committee. All of the members of these committees will be independent directors under the criteria established by the NASDAQ Stock Market, subject to the limited exceptions provided for therein, and members of the Audit Committee also must meet the standards set forth under the Securities Exchange Act of 1934. Committee members will be appointed by the Board taking into consideration the desires of individual directors. It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not believe that rotation should be mandated as a policy.

*Committee Charters.* Each committee will have its own formal written charter. The charter for each committee will set forth the purposes, goals, and responsibilities of the committee as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations, and committee reporting to the Board.

*Committee Meetings.* The Chairperson of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chairperson of each committee, in consultation with the members of the committee and management, will develop the committee's agenda. At the beginning of each fiscal year, each committee will establish a schedule of agenda subjects to be discussed during the year, to the degree these can be foreseen.

*Committee Advisors.* The Board and each standing committee have the power to hire and compensate independent legal, financial, and other advisors as they may deem necessary, without consulting with or obtaining the approval of any officer of the Company in advance.

*Delegation.* The Board, from time to time, may establish or maintain additional committees as necessary or appropriate.

### **4. Director Access to Officers and Employees**

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent not inappropriate, copy the CEO on any written communications between a director and an officer or employee of the Company.

The Board, as appropriate in its judgment, may invite senior officers of the Company to attend Board meetings. If the CEO wishes to have Company personnel attend meetings on a regular or periodic basis, this suggestion should be brought to the Board for approval.

## **5. Director Compensation**

The form and amount of director compensation will be determined by the Compensation Committee in accordance with the policies and principles set forth in its charter, and the Compensation Committee will conduct an annual review of director compensation. The Compensation Committee will consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

## **6. Director Orientation and Continuing Education**

Each new director should participate in an orientation program, which should be conducted promptly following the meeting at which a new director is elected. This orientation may include presentations by senior management to familiarize each new director with the Company's strategic plans; its significant financial, accounting, and risk management issues; its compliance programs; its Code of Ethics; its principal officers; and its independent auditor. In addition, the orientation program should include visits to the Company's headquarters and, to the extent practical, certain of the Company's significant facilities. All other directors are also invited to attend the orientation program.

## **7. Compensation and Management Succession**

The Compensation Committee will determine, or recommend to the Board for determination, the compensation for the CEO and other executive officers of the Company.

The Nominating/Governance Committee should make an annual report to the Board on succession planning. As appropriate, the entire Board will work with the Nominating/Governance Committee to nominate and evaluate potential successors to the CEO. The CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

## **8. Annual Performance Evaluation**

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating/Governance Committee will receive comments from all directors and report annually to the Board with an assessment of the Board's performance. This assessment will be discussed with the full Board each year and will focus on the Board's contribution to the Company and on areas in which the Board or management believes that the Board could improve.

## **9. Stockholder Communication to the Board**

Stockholders may contact an individual director, the Board as a group, or a specified Board committee or group, including the independent directors as a group, by the following means:

Postage Mail to:       Corporate Secretary  
                                  Attention: Board of Directors  
                                  Summer Infant, Inc.  
                                  1275 Park East Drive  
                                  Woonsocket, Rhode Island 02895

Communication also may be referred to other departments within the Company. The Company generally will not forward to directors a communication that it determines to be primarily commercial in nature or related to an improper or irrelevant topic, or that requests general information about the Company.

## **10. Review of Corporate Governance Guidelines**

The Board expects to review these guidelines at least every two years, as appropriate.