



## **ELECTRONIC ARTS INC. BOARD OF DIRECTORS NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

as Amended November 7, 2019

### **PURPOSE**

The Nominating and Governance Committee of the Board of Directors' (the "Committee") is charged with providing assistance to the Board in the areas of Board of Directors (the "Board") membership selection, committee selection, evaluation of the overall effectiveness of the Board, and review and consideration of developments in corporate governance practices. The Committee's objective is to assure that the composition, practices and operation of the Board contribute to value creation and to the confidence of EA stockholders.

### **COMPOSITION OF THE COMMITTEE**

The Committee will consist of not less than two independent directors. To be considered "independent," the member, and the compensation received by such member, must satisfy the requirements of any applicable laws and regulations relative to nominating committee independence and those of the NASDAQ Marketplace Rules, as determined by the Board. Each appointed Committee member will be subject to annual reconfirmation and may be removed by the Board at any time.

### **RESPONSIBILITIES AND DUTIES**

In carrying out its purpose, the Committee will have the following responsibilities and duties:

#### ***Nominating and Board Composition***

- Establish the Board's criteria for selecting new nominees and directors and participate in the assessment process for new directors by identifying, interviewing and recruiting candidates for the Board.
- Apply the criteria outlined in EA's Corporate Governance Guidelines to make recommendations to the Board regarding all nominees for election, re-election or appointment to the Board.
- Review from time to time the composition of the Board, including its size and the qualifications, skills and characteristics appropriate for Board members and the Board as a whole, including such factors

as independence, diversity of race, gender and professional skills and experiences and other qualities necessary to comprise an effective Board.

- Review and recommend to the Board director independence determinations made with respect to continuing and prospective directors.
- Review from time to time Committee members' qualifications, appointments and removal and Committee structure and operations.
- Review and recommend to the Board Committee memberships and Committee chairpersons.
- Review and recommend to the Board candidates for Lead Director.
- In the event that a director nominee receives more votes cast "against" than "for" such director's election in an uncontested election, determine and recommend to the Board whether to accept such director's resignation.
- Review any deemed director resignation made in accordance with EA's Corporate Governance Guidelines, and recommend to the Board whether the deemed resignation should be accepted.

### ***Corporate Governance***

- Regularly review issues and developments related to corporate governance issues and develop and recommend governance standards to the Board.
- Monitor compliance with EA's Bylaws and Corporate Governance Guidelines.
- Make recommendations to the Board regarding the structure of each of the Committees of the Board.
- On an at least an annual basis, oversee the processes for the Board and each standing committee's self-evaluation and report the results of such self-evaluations to the Board.
- Review and make recommendations to the Board regarding proposals for consideration at EA's annual stockholders' meeting, including stockholder proposals.
- Develop and periodically review and recommend to the Board appropriate revisions to EA's corporate governance framework, including EA's Bylaws and Corporate Governance Guidelines.
- Perform any other activities consistent with this Charter, EA's Bylaws, EA's Corporate Governance Guidelines and governing law as the Committee or the Board deems necessary or appropriate.
- Have full access to EA's executives and personnel as necessary to carry out its responsibilities.
- Review the Committee Charter from time to time and recommend any changes to the Board.
- Report to the Board on the major items covered at each Committee meeting.

### ***Other Responsibilities and Authority***

- Oversee the annual review of the Chief Executive Officer's performance.
- Review and report to the Board on a periodic basis with respect to matters of corporate responsibility including with respect to diversity and inclusion policies and practices, environmental sustainability, and political activities.
- Notwithstanding the foregoing, any action of the Committee may be subject to Board review and may be revised, modified or rescinded by the Board.

### **OUTSIDE ADVISORS**

The Committee may obtain advice and assistance from outside legal or other advisors as it deems appropriate. It may retain these advisors without seeking approval of the Board. EA will provide appropriate funding, as determined by the Committee, for payment of the compensation of any advisors engaged by the Committee, and for ordinary administrative expenses necessary or appropriate in carrying out its duties.

### **COMMITTEE MEETINGS**

The Committee will meet as often as necessary to carry out its responsibilities and in any event at least semi-annually. Meetings may be called by any Committee member and/or by the management of EA. A majority of the total number of members of the Committee will constitute a quorum at all Committee meetings and a quorum will be empowered to act on behalf of the Committee. The Committee will meet periodically in executive session without Company management present. Minutes of each meeting will be duly filed in EA records.