



**ELECTRONIC ARTS INC.  
BOARD OF DIRECTORS**

**COMPENSATION COMMITTEE CHARTER**

**As Amended and Restated August 2, 2018**

**PURPOSE**

The purpose of the Compensation Committee of the Electronic Arts Inc. ("EA") Board of Directors (the "Committee") is to assist the Board of Directors (the "Board") in discharging its responsibilities with respect to the compensation and benefits of EA's employees, executive officers and directors. For purposes of this charter the term "executive officers" shall mean the individuals designated as executive officers pursuant to Section 16 of the Securities Exchange Act of 1934.

**MEMBERSHIP**

The Committee will consist of not less than three independent directors appointed by the Board, one of whom will be appointed Chair. Each member of the Committee must be a "non-employee director" within the meaning of Rule 16b-3 issued by the Securities and Exchange Commission and an "independent director" within the meaning of the NASDAQ Marketplace Rules. Each appointed Committee member will be subject to annual reconfirmation and may be removed by the Board at any time.

**MEETINGS**

The Committee will meet as often as necessary to carry out its responsibilities. 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 can act on behalf of the Committee.

Minutes of each meeting will be duly filed in EA records. Reports of meetings of the Committee will be made to the Board at its next regularly scheduled meeting, accompanied by any recommendations to the Board approved by the Committee.

**RESPONSIBILITIES AND AUTHORITY**

The principal responsibilities of the Compensation Committee are as follows:

**1. Executive Officer Compensation**

- Review, at least annually, the elements and amount of total compensation for all executive officers. Approve all changes in compensation for executive officers, other than the Chief Executive Officer ("CEO"). Recommend any proposed changes in compensation for the CEO for approval by the Board. The CEO shall not be present during any Committee review or deliberation of CEO compensation.
- Review, approve, and oversee incentive-based compensation plans offered by EA to its executive officers.

- Review and approve any compensation arrangements for newly-hired executive officers and employees promoted into executive officer roles.
- Periodically review regional and industry-wide compensation practices and trends to assess the adequacy and competitiveness of EA's compensation for its executive officers among comparable companies.
- Approve all employment, severance, or change-in-control agreements, special or supplemental benefits, cash incentive programs, or provisions including the same, applicable to executive officers.
- Approve all perquisites, including but not limited to any personal use of Company owned or leased aircraft, special cash payments and other special compensation and benefit arrangements for EA's executive officers.

## **2. Board of Director Compensation**

- Review and recommend to the Board compensation for non-employee members of the Board, including but not limited to: retainer, committee fees, committee chair fees, equity compensation, benefits and perquisites.

## **3. Related Person Transactions**

- Review and approve the compensation of any employee (other than an executive officer or director) who qualifies as a "Related Person" pursuant to EA's Related Person Transactions Policy.

## **4. Equity Compensation Plans**

- Oversee and administer EA's equity incentive plans in accordance with the terms of the plans including the grant of stock options, restricted stock, restricted stock units, and other discretionary awards under EA's equity incentive plans to eligible individuals.
- Recommend to the Board adoption of stock option or other equity incentive plans or amendments for submission to the stockholders.
- Approve non-material amendments to stock option or other equity incentive plans. "Non-material" amendments mean those for which stockholder approval is not required and which do not involve material cash or other consideration.
- Oversee and administer EA's Employee Stock Purchase Plan ("ESPP") in accordance with the terms of the ESPP.

## **5. Other Benefit Plan Oversight**

- Oversee and periodically review the operation of all retirement, health and welfare benefit plans offered by EA.

## **6. Proxy Disclosure/Stockholder Matters**

- Review and discuss with management EA's Compensation Discussion and Analysis ("CD&A") prior to its public release and prepare an annual report to shareholders which will include the Committee's recommendation to the Board as to whether the CD&A should be included in the Company's annual proxy statement.

- Review, at least annually, the assessment and mitigation of risks associated with EA's compensation plans and practices.
- Oversee the stock ownership guidelines applicable to EA's executive officers.
- Review, at least annually, the results of any advisory stockholder votes on executive compensation and consider amendments to EA's compensation plans, policies or programs as a result of such votes.

## **7. Additional Resources**

- The Committee shall obtain such data or other resources as it deems necessary to perform its duties or assist in carrying out its responsibilities hereunder, including, but not limited to, direct responsibility for the appointment, compensation and oversight of the work of any independent compensation consultants, legal counsel and other advisers, which shall be retained by the Committee, report directly to the Committee and may be terminated in the discretion of the Committee.
- The Committee shall engage independent compensation consultants, legal counsel and other advisers only after it has conducted an independence assessment in accordance with applicable laws, regulations and exchange listing standards.
- All fees, costs or other reasonable expenditures for external resources, including independent compensation consultants, legal counsel or other advisers that the Committee deems necessary in the performance of its duties, shall be paid by EA.

## **8. Other Responsibilities and Authority**

- Perform any other activities consistent with this Charter, EA's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.
- Review and assess the adequacy of the Committee Charter at least annually and recommend any changes to the Board.
- Delegate its authority and duties to subcommittees, individual committee members, or management, as it deems appropriate in accordance with applicable laws, rules and regulations.

Notwithstanding the foregoing, any action of the Committee, other than the grant of stock options, restricted stock, restricted stock units, or other discretionary awards under EA's stock option or other equity incentive plans, may be subject to Board review and may be revised, modified or rescinded by the Board.