



**Electronic Arts Inc.  
Fiscal Year 2020  
Proxy Statement and Annual Report**



**Notice of 2020 Annual Meeting  
and Proxy Statement**

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**Electronic Arts Inc. Notice of 2020 Annual Meeting of Stockholders**

DATE: August 6, 2020  
TIME: 2:00 p.m. (Pacific)  
PLACE: ELECTRONIC ARTS' HEADQUARTERS  
Building 250\*  
209 Redwood Shores Parkway  
Redwood City, CA 94065

*\* Please note: Building 250 is located on the headquarters' campus at 250 Shoreline Drive. We intend to hold our annual meeting in person. However, the health and safety of our stockholders are important to us and as part of our precautions regarding the COVID-19 pandemic, we are planning for the possibility that the meeting may be held solely as a virtual meeting. If we take this step, we will announce the decision to do so in advance, and details on how to participate will be posted on our Investor Relations website at <http://ir.ea.com> and filed with the SEC as additional proxy materials. If you are planning to attend our meeting, please check our website in the days leading up to the meeting date.*

**MATTERS TO BE VOTED UPON:**

<u>Agenda Item</u>	<u>Board of Directors Recommendation</u>
1. The election of nine members of the Board of Directors to hold office for a one-year term.	FOR ALL
2. Advisory vote to approve named executive officer compensation.	FOR
3. Ratification of the appointment of KPMG LLP as our independent public registered accounting firm for the fiscal year ending March 31, 2021.	FOR
4. To consider and vote upon a stockholder proposal, if properly presented at the Annual Meeting, on whether to allow stockholders to act by written consent.	AGAINST
5. Any other matters that may properly come before the meeting.	

Any action on the items of business described above may be considered at the 2020 Annual Meeting of Stockholders (the "Annual Meeting") at the time and on the date specified above or at any time and date to which the Annual Meeting may be properly adjourned or postponed.

Stockholders of record as of the close of business on June 12, 2020 are entitled to notice of the Annual Meeting and to attend and vote at the Annual Meeting. A live audio webcast of the Annual Meeting will also be made available at <http://ir.ea.com>.

Your vote is important. You do not need to attend the Annual Meeting to vote if you have submitted your proxy in advance of the meeting. Whether or not you plan to attend the Annual Meeting, we encourage you to read this Proxy Statement and submit your proxy or voting instructions as soon as possible, so that your shares may be represented at the Annual Meeting. You may vote on the Internet, by attending the Annual Meeting, by telephone, or, if you requested to receive printed proxy materials, by mailing a proxy card or voting instruction card. For specific instructions on how to vote your shares, please refer to the instructions on the Notice of Internet Availability of Proxy Materials ("Notice") you received in the mail, the section titled "Commonly Asked Questions and Answers" beginning on page 57 of this Proxy Statement or, if you requested to receive printed proxy materials, your enclosed proxy card. Please note that this Proxy Statement, as well as our Annual Report on Form 10-K (the "Annual Report") for fiscal year ended March 31, 2020, is available at <http://ir.ea.com>.

By Order of the Board of Directors,

Jacob J. Schatz  
Executive Vice President, General Counsel  
and Corporate Secretary

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*In this Proxy Statement, we may make forward-looking statements regarding future events or the future financial performance of the Company. We use words such as “anticipate,” “believe,” “expect,” “intend,” “estimate,” “plan,” “predict,” “seek,” “goal,” “will,” “may,” “likely,” “should,” “could” (and the negative of any of these terms), “future” and similar expressions to identify forward-looking statements. In addition, any statements that refer to projections of our future financial performance, trends in our business, projections of markets relevant to our business, our response to the COVID-19 pandemic or the impact of the pandemic to our business, uncertain events and assumptions and other characterizations of future events or circumstances are forward-looking statements. These forward-looking statements are not guarantees of future performance and reflect management’s current expectations. Our actual results could differ materially from those discussed in the forward-looking statements. Please refer to the Annual Report for a discussion of important factors that could cause actual events or actual results to differ materially from those discussed in this Proxy Statement. These forward-looking statements speak only as of the date of this Proxy Statement; we assume no obligation to revise or update any forward-looking statement for any reason, except as required by law.*

## 2020 PROXY STATEMENT SUMMARY AND HIGHLIGHTS

This summary highlights information contained in this Proxy Statement, and it is qualified in its entirety by the remainder of this Proxy Statement which was distributed and/or made available via the Internet to stockholders on or about June 19, 2020 along with the Electronic Arts Inc. Notice of 2020 Annual Meeting of Stockholders, Annual Report and form of proxy. **You are encouraged to read the entire Proxy Statement carefully before voting.** In this Proxy Statement, the terms “EA,” “we,” “our” and “the Company” refer to Electronic Arts Inc.

### FISCAL 2020 SUMMARY OF EA’S BUSINESS

During fiscal 2020, we delivered award winning games and services to our players and saw deep player engagement. With our continued focus on execution, we generated strong financial results. During fiscal 2020, we released eight new games, including *Star Wars Jedi: Fallen Order™*, which won several awards, including the award for best adventure game at the 2020 D.I.C.E. awards, and *Madden NFL 20*, which was the most successful game in the 30-year history of the franchise, setting multiple records for player engagement. Our broad and deep portfolio, combined with dynamic live services for FIFA, Madden NFL, *Apex Legends™*, and *The Sims™ 4*, among others, drove net revenue and earnings per share above our fiscal 2020 guidance. We generated net revenue of \$5.537 billion, diluted earnings per share of \$10.30 (including the impact of \$5.97 of one-time tax benefits), drove higher gross margins, increased our cash provided by operations, and invested in products and services for the future. In addition, during fiscal 2020 we repurchased 12.3 million shares, returning nearly \$1.2 billion to stockholders.

We delivered these achievements against the background of the global challenge of the COVID-19 pandemic, which impacted our operations during the last quarter of fiscal 2020. Beginning with the impact to our Asian operations, and subsequently impacting substantially all of our global business operations, our primary focus was, and continues to be, the health and safety of our employees. We mobilized quickly to support our global workforce by enabling employees to work from home, enhancing our information technology systems to support our distributed workforce, mitigating the disruption to operations brought about by stay-at-home orders and by continuing to deliver on our objectives. During this extraordinary time, our talented and dedicated teams worked to deliver new experiences for our players, including our “Stay & Play” program, designed to bring our global gaming community together virtually during a time when physical distancing has become the norm. We are proud of the efforts that we have achieved in the rapidly evolving situation of the pandemic in maintaining business continuity, mitigating risks, and delivering for our players.

### ***Fiscal 2020 GAAP Financial Results and Operating Highlights***

- We generated \$5.537 billion of net revenue and \$10.30 diluted earnings per share (including the impact of \$5.97 of one-time tax benefits).
- Our digital net revenue increased to \$4.314 billion and represented 78% of our total net revenue.
- We delivered net income of \$3.039 billion and operating cash flow of \$1.797 billion.
- Operating profit margins were 26%.
- We generated net bookings for the fiscal year of \$5.211 billion.
- We repurchased 12.3 million shares during fiscal 2020 for \$1.2 billion.
- We launched eight major games during fiscal 2020, including *FIFA 20*, *Madden NFL 20*, *NHL 20*, *Plants vs. Zombies: Battle for Neighborville™*, *Need for Speed™ Heat* and *Star Wars Jedi: Fallen Order™*.
- *Star Wars Jedi: Fallen Order™* has more than 10 million unique players to date.
- *FIFA 20* has more than 25 million unique players to date.
- In every quarter of fiscal 2020, monthly average players in *The Sims™ 4* were higher than the comparable period in the prior year.

The financial performance, operational achievements and other fiscal year events summarized above provide context for the compensation decisions made by the Compensation Committee and Board of Directors in fiscal 2020. The Company's executive compensation program is designed to reward our named executive officers for the achievement of Company-wide financial and operational objectives and the creation of long-term stockholder value.

## EXECUTIVE COMPENSATION HIGHLIGHTS

### **Compensation Principles — Promoting Pay-for-Performance**

The design of our compensation program is guided by a compensation philosophy based on three core principles intended to attract and retain high-performing executives and promote a pay-for-performance approach to executive compensation:

- **Principle 1 — Cash Compensation:** A significant portion of each NEO's cash compensation should be at risk, based on the annual financial and operational performance of the Company, in addition to the NEO's individual performance;
- **Principle 2 — Equity Compensation:** A significant portion of each NEO's target total direct compensation should be provided in the form of long-term equity to enhance alignment between the interests of our NEOs and our stockholders and to promote long-term retention of a strong leadership team in an industry and geographic area that is highly competitive for executive talent; and
- **Principle 3 — Target Total Direct Compensation:** The target total direct compensation package for each NEO should be consistent with market practices for executive talent and reflect each NEO's individual experience, responsibilities and performance.

Our executive compensation program is designed to align the interests of our executives with the interests of our stockholders.

What We Do	What We Don't Do
<input checked="" type="checkbox"/> Incorporate both performance-based restricted stock units ("PRSUs") and time-based restricted stock units ("RSUs")	<input type="checkbox"/> Have a "single-trigger" change in control plan
<input checked="" type="checkbox"/> Require our executives to satisfy stock holding requirements	<input type="checkbox"/> Provide excise tax gross-ups upon a change in control
<input checked="" type="checkbox"/> Prohibit all employees and directors from engaging in hedging transactions in EA stock and prohibit executive officers and directors from pledging EA common stock	<input type="checkbox"/> Have executive employment contracts (other than as required by local jurisdictions)
<input checked="" type="checkbox"/> Conduct annual "say-on-pay" advisory votes	<input type="checkbox"/> Reprice options without stockholder approval
<input checked="" type="checkbox"/> Recover (clawback) equity compensation for misconduct in the event of a financial restatement	<input type="checkbox"/> Provide excessive perquisites
<input checked="" type="checkbox"/> Align performance-based equity vesting with stockholder interests	
<input checked="" type="checkbox"/> Engage an independent compensation consultant to provide input into the Compensation Committee's decisions	
<input checked="" type="checkbox"/> Evaluate our compensation peer group at least annually to ensure ongoing relevance of each member	

## BOARD NOMINEES

The following table provides summary information about our director nominees, each of whom is a current director of the Company.

Name	Principal Occupation	Director Since	Independent	Committee Memberships
Mr. Leonard S. Coleman	Former President of The National League of Professional Baseball Clubs	2001	X	NG, C
Mr. Jay C. Hoag	Founding General Partner, TCV	2011	X	C (chair)
Mr. Jeffrey T. Huber	Vice Chairman, GRAIL, Inc.	2009	X	A
Mr. Lawrence F. Probst III (Chairman)	Former Chairman, United States Olympic Committee	1991	X	
Ms. Talbott Roche	President and Chief Executive Officer, Blackhawk Network Holdings, Inc.	2016	X	A
Mr. Richard A. Simonson	Managing Partner, Specie Mesa L.L.C.; Former Chief Financial Officer, Sabre Corporation	2006	X	A (chair)
Mr. Luis A. Ubiñas (Lead Director*)	Former President, Ford Foundation	2010	X	NG (chair)
Ms. Heidi J. Ueberroth	President, Globicon	2017	X	C
Mr. Andrew Wilson	Chief Executive Officer, Electronic Arts Inc.	2013		

\* Elected by independent directors

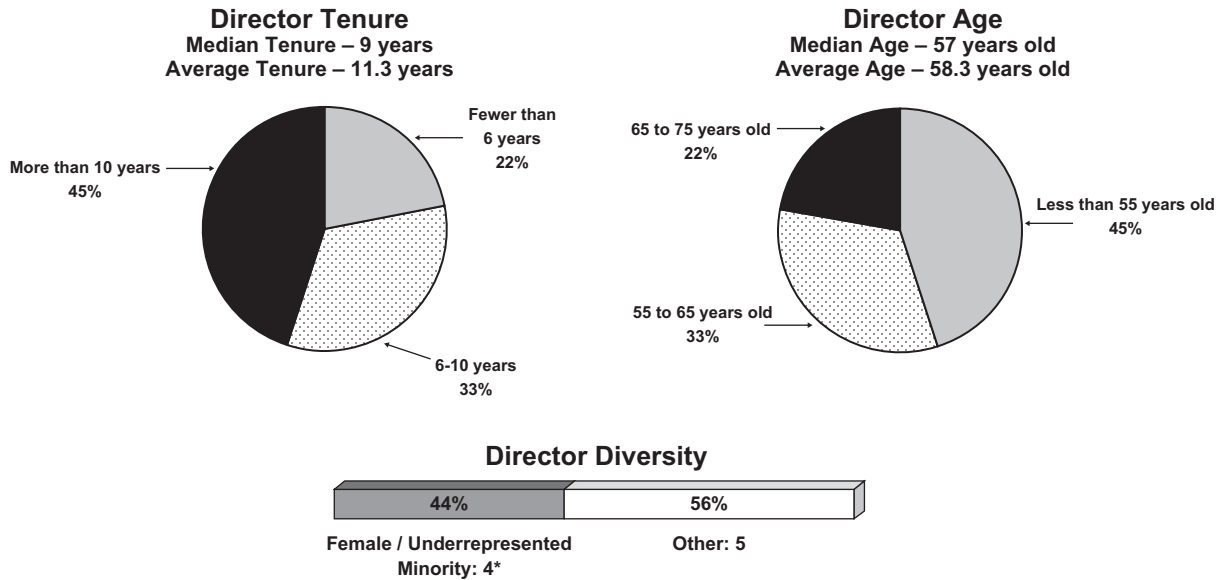
NG: Nominating and Governance Committee

C: Compensation Committee

A: Audit Committee

## BOARD DIVERSITY AND REFRESHMENT

The Board of Directors routinely assesses its composition and believes that stockholder value can be driven by a board that balances the knowledge and understanding of the Company’s business that results from long-term service with the fresh perspective and ideas driven by the addition of new members. In addition, the Board of Directors believes that complementary and diverse perspectives, whether based on business experience, diversity of gender, ethnicity, culture or other factors, contribute to the Board of Directors’ effectiveness as a whole. The Board of Directors has regularly added new members — 22% of our director nominees have served for fewer than five years — and the two most recent additions to the Board of Directors, Ms. Talbott Roche and Ms. Heidi Ueberroth, represent an increase in the Board of Directors’ gender diversity.



\* Mr. Coleman, Ms. Roche, Mr. Ubiñas, Ms. Ueberroth

## CORPORATE GOVERNANCE HIGHLIGHTS AND REPORT

<b>Board Independence</b>	
Independent director nominees	8 of 9
Independent Lead Director	Luis A. Ubiñas
Independent Board committees	All
Conflict of Interest Policy	Yes
<b>Director Elections</b>	
Frequency of Board elections	Annual
Voting standard for uncontested elections	Majority of votes cast
Stockholder proxy access	Yes
<b>Board Operations</b>	
Number of incumbent directors that attended at least 86% of all applicable meetings	9 of 9
Board evaluations	Annual
Committee evaluations	Annual
Director stock ownership requirement	Yes, 5x annual retainer
Chairman/CEO role	Split
Code of Conduct applies to all Board members	Yes
<b>Stockholder Rights</b>	
Voting rights for all shares	One share, one vote
Voting rights restrictions (e.g., non-voting shares, golden shares)	None
Poison pill	No
Supermajority voting provisions	None
Right to call special meetings	Yes, 25% threshold
In-person annual stockholders' meeting with live broadcast	Yes, absent unusual circumstances
Access to directors and officers during annual stockholders' meeting	Yes

### STOCKHOLDER OUTREACH AND SPECIAL MEETING RIGHT

In August 2019, in response to investor feedback and in consideration of the voting results at the 2019 annual meeting, we amended our Certificate of Incorporation and Bylaws to provide stockholders holding 25% or more of our shares with the right to call a special meeting of stockholders. As discussed below, the Nominating and Governance Committee and Board of Directors believe this right is consistent with the views of a substantial majority of our stockholders and is in EA's best interests.

- **Stockholder outreach:** In connection with the 2019 annual meeting, we reached out to holders of approximately 41% of our common stock, primarily to solicit feedback regarding the adoption of a special meeting right. Our stockholders overwhelmingly supported the right for stockholders to call a special meeting generally but had divergent views regarding the threshold of outstanding stock required to exercise the special meeting right. Many of our largest stockholders expressed a preference for the 25% threshold, while some preferred a 15% or lower threshold and others expressed their support for a special meeting right but no preference with respect to any threshold 25% or lower.

- **Voting results:** The Nominating and Governance Committee and Board of Directors believe that the voting results at our 2019 annual meeting support the feedback we received from our investor outreach. An overwhelming majority of our stockholders — 97.70% of the votes cast and 72.86% of EA's outstanding shares — voted in favor of the Board-supported proposal to adopt a special meeting right with a 25% threshold. In contrast, the stockholder proposal that contained a 15% threshold received substantially lower support — 57.49% of votes cast and 45.64% of EA's outstanding shares.

The Nominating and Governance Committee and Board of Directors continue to believe that a 25% special meeting threshold is in the best interests of EA and its stockholders. In coming to that conclusion, the Nominating and Governance Committee and Board of Directors considered the results of EA's stockholder outreach efforts detailed above and that a significantly higher percentage of EA's stockholders voted for the Board-supported special meeting right proposal rather than the stockholder proposal at the 2019 annual meeting. They also considered that a minority of EA's outstanding shares entitled to vote on the proposal voted in favor of the 15% threshold. The adoption of a special meeting right, or any changes to EA's special meeting right, requires amending EA's Certificate of Incorporation, which, under the General Corporation Law of the State of Delaware, requires the affirmative vote of a majority of EA's outstanding shares entitled to vote on the proposal. Thus, the 15% threshold did not receive support from the requisite number of shares required to enact the right in our Certificate of Incorporation. Lastly, the Nominating and Governance Committee and Board of Directors believe that a 25% threshold sets an appropriate level that ensures a stockholder right in the event of an important, time-sensitive issue and adds to EA's strong corporate governance practices and procedures, as summarized on page 6 of this Proxy Statement, while still adequately protecting the long-term interests of EA and its stockholders.

## CORPORATE RESPONSIBILITY

**People Practices.** Attracting, developing and retaining the best creative and technical talent in the industry is critical to EA's short and long-term success. We cultivate and maintain a healthy culture by:

- Providing timely feedback through meaningful one-on-one conversations between employees and their managers. These conversations are focused through our Managing for Results framework, which sets a cadence for establishing annual goals, regularly measuring progress against those goals, receiving actionable feedback and discussing career development.
- Investing in programs to develop EA's future generation of leaders. We provide training to current and future leaders to encourage growth in support of their teams and EA. We also provide job specific development training and materials to engage and grow our employees' capabilities, including the creation of a catalog of learning tools for Frostbite, our proprietary game engine, that can be accessed by over 2,500 game developers.
- Frequently soliciting feedback on our employees' job satisfaction, including with respect to EA's culture, career opportunities, compensation and benefits and management through our engagement surveys, the results of which are reviewed by executive management and shared with our employees.
- Providing a comprehensive benefits and awards package that supports the needs and lifestyles of our employees, including competitive compensation (including bonus and equity opportunities that give employees an opportunity to share in EA's financial success), retirement benefits, paid time off, leaves of absence in connection with significant life events, on-site fitness and daycare services, and more.

**Diversity and Inclusion.** We believe in creating games and experiences for our global player community that reflect a diverse world. As we aim to inspire the world to play, a diverse and inclusive workforce enables us to deliver the games and experiences that inspire and delight our diverse player community. We are investing in internal and external initiatives that empower our employees, celebrate diversity and foster inclusion within EA and our communities, including employee resource groups and inclusion training courses.

**Equal Pay for Equal Work.** EA believes in equal pay for equal work, and we have made efforts across our global organization to promote equal pay practices. We are committed to continuing to assess pay equity and aim for equal pay for equal work across our global organization.

**Sustainability.** We aim to integrate environmental responsibility and sustainability into our operational and product strategies. We reduce our carbon footprint by the manner through which we bring our games and services to players and by making environmentally-conscious choices in our offices worldwide.

Our players are continuing to engage with our games and services digitally instead of purchasing disc-based products through retailers. Delivering digital games to our players does not require the manufacturing, packaging, and distribution of physical discs, which reduces our carbon footprint and the waste generated by our operations. We recognize that reliably delivering digital products and operating our increasingly digital business has increased our reliance on data centers, and the associated energy consumption. As a result, we aim to manage a significant portion of our data center usage through partners that have made a commitment to increasing the amount of renewable energy in their electricity supply.



# BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Each of the following directors has been nominated for re-election at the Annual Meeting. As set forth below, we believe each of these directors brings a valuable and unique perspective to the Board of Directors and has the necessary experience, skills and attributes to serve on the Board of Directors and contribute to its overall effectiveness, and the Board of Directors has concluded that each is qualified to serve as a director based on the experiences, qualifications and attributes set forth below.

## **Leonard S. Coleman**

*Director since 2001*

Mr. Coleman, age 71, served as Senior Advisor to Major League Baseball from 1999 until 2005 and, from 2001 to 2002, was the Chairman of ARENACO, a subsidiary of Yankees/Nets. Mr. Coleman was President of The National League of Professional Baseball Clubs from 1994 to 1999. Mr. Coleman also serves on the board of directors of Hess Corporation and Omnicom Group Inc. and has served as a director of Aramark and Avis Budget Group, Inc. during the past five years.

Mr. Coleman brings a wealth of corporate governance, public sector and international experience to the Board of Directors from his years of service on the boards of directors for numerous large, public companies and his involvement in diverse public-service organizations, as well as his extensive knowledge of the sports industry. Mr. Coleman also provides valuable insight and strategic direction into our inclusion and diversity practices and programs.

## **Jay C. Hoag**

*Director since 2011*

Mr. Hoag, age 62, co-founded TCV, a leading provider of growth capital to technology companies, in 1995 and serves as its Founding General Partner. Mr. Hoag also serves on the board of directors of Netflix, Inc., Peloton Interactive, Inc., TripAdvisor, Inc. and Zillow Group, Inc. and several private companies. Mr. Hoag also serves on the Boards of Trustees of Northwestern University and Vanderbilt University, and on the Investment Advisory Board of the University of Michigan. Mr. Hoag has served as a director of TechTarget, Inc. during the past five years. Mr. Hoag holds a B.A. from Northwestern University and an M.B.A. from the University of Michigan.

As a venture capital investor, Mr. Hoag brings strategic insight and financial experience to the Board of Directors. He has evaluated, invested in and served as a board member and compensation committee member at numerous companies, both public and private, and is familiar with a full range of corporate and board functions. His many years of experience in helping companies shape and implement strategy provide the Board of Directors with useful perspectives on matters such as risk management, compensation program structure and design, corporate governance, talent selection and management.

## **Jeffrey T. Huber**

*Director since 2009*

Mr. Huber, age 52, is the Vice Chairman of GRAIL, Inc., a life sciences company. Previously, Mr. Huber served as Senior Vice President of Alphabet Inc. (formerly Google Inc.), where he worked from 2003 to 2016. From 2001 to 2003, Mr. Huber served as Vice President of Architecture and Systems Development at eBay Inc. Mr. Huber has served on the board of directors of Illumina, Inc. during the past five years. Mr. Huber holds a B.S. degree in Computer Engineering from the University of Illinois and a master's degree from Harvard University. Mr. Huber serves as a visiting scholar at Stanford University.

Mr. Huber has extensive operational and management experience at companies that apply rapidly-changing technology. Mr. Huber's experience at Alphabet and eBay, in particular, provide background and experience, including risk management experience, with respect to consumer online companies that deploy large-scale technological infrastructure.

**Lawrence F. Probst III**

*Director since 1991, Chairman since 1994*

Mr. Probst, age 70, has been our Chairman of the Board of Directors since July 1994. He was employed by EA from 1984 to 2008, as well as from March 2013 until December 2014, serving as our Chief Executive Officer from 1991 until 2007 and as our interim Chief Executive Officer from March 2013 until September 2013. Mr. Probst served as the Chairman of the board of directors of the U.S. Olympic Committee from 2008 to 2018 and was a member of the International Olympic Committee from 2013 to 2018. Mr. Probst has served as a director of Blackhawk Network Holdings, Inc. during the past five years. Mr. Probst holds a B.S. degree from the University of Delaware.

Mr. Probst served as the Company's Chief Executive Officer for more than 15 years and has served as the Chairman of the Board of Directors for over 25 years. Mr. Probst contributes to the Board of Directors his deep understanding of the Company's operational and strategic business goals through his direct experience with Company as well as valuable perspective on industry-specific opportunities and challenges.

**Talbott Roche**

*Director since June 2016*

Ms. Roche, age 53, has served as Chief Executive Officer and a member of the board of directors of Blackhawk Network Holdings, Inc., a privately-held company that operates in the prepaid, gift card and payments industries, since February 2016, and as President since November 2010. Ms. Roche has held several positions at Blackhawk Network Holdings since joining in 2001, including Senior Vice President, Marketing, Product and Business Development and Assistant Vice President. Prior to joining Blackhawk Network Holdings, Ms. Roche served as a Branding Consultant and Director of New Business Development for Landor Associates, a marketing consulting firm, and held executive positions at News Corporation, a media and marketing services company. Ms. Roche served as a member of the board of directors of publicly-traded Blackhawk Network Holdings, Inc. during the past five years and has also previously served as a member of the board of directors of the Network Branded Prepaid Card Association, a trade association. Ms. Roche holds a B.A. in economics from Stanford University.

Ms. Roche brings to the Board of Directors extensive operational and management experience as well as significant corporate governance and risk management experience as the Chief Executive Officer of a global organization, including during Blackhawk Network Holdings' time as a public company. In addition, Ms. Roche's understanding and experience with digital commerce, marketing and consumer trends provide the Board of Directors with valuable perspective.

**Richard A. Simonson**

*Director since 2006*

Mr. Simonson, age 61, has served as Managing Partner of Specie Mesa L.L.C., an investment and advisory firm since July 2018. From July 2018 to June 2019, Mr. Simonson served as Senior Advisor to the CEO of Sabre Corporation, and from March 2013 until July 2018, Mr. Simonson was Sabre Corporation's Executive Vice President and Chief Financial Officer. Previously, Mr. Simonson served as President, Business Operations and Chief Financial Officer of Rearden Commerce from April 2011 through May 2012. From 2001 to 2010, Mr. Simonson held a number of executive positions at Nokia Corporation, including Executive Vice President, Head of Mobile Phones and Sourcing, Chief Financial Officer, and Vice President and Head of Customer Finance. Mr. Simonson also serves as Chairman of the Executive Board of the SMU Lyle School of Engineering. Mr. Simonson has served as a director of Silver Spring Networks, Inc. during the past five years. Mr. Simonson holds a B.S. degree from the Colorado School of Mines and an M.B.A. from Wharton School of Business at the University of Pennsylvania.

Mr. Simonson brings to the Board of Directors extensive financial expertise, corporate governance and risk management experience as a former public company Chief Financial Officer. He also has extensive experience with the strategic and operational challenges of leading global companies as well as partnering with, and overseeing, relationships with independent public registered accounting firms.

**Luis A. Ubiñas**

*Director since 2010, Lead Director since 2015*

Mr. Ubiñas, age 57, served as President of the Ford Foundation from 2008 to 2013. Prior to joining the Ford Foundation, Mr. Ubiñas spent 18 years with McKinsey & Company, where he held various positions, including Senior Partner of the firm's west coast media practice working with technology, telecommunications and media companies. Mr. Ubiñas also serves on the board of directors of Boston Private Financial Holdings, Inc., Tanger Factory Outlet Centers Inc. and on the boards of several non-profit organizations. Mr. Ubiñas has served as a director of CommerceHub, Inc. during the past five years. He holds a B.A. degree from Harvard College and an M.B.A. from Harvard Business School, is a fellow of the American Academy of Arts and Sciences and is a member of the Council on Foreign Relations.

Mr. Ubiñas has extensive experience in business management, operations and community engagement programs from his work as an investor and advisor to companies across sectors and from his years of overseeing more than \$12 billion in assets and over \$500 million in annual giving at the Ford Foundation. In addition, through his prior experience as a Senior Partner at McKinsey & Company, he has worked with technology, telecommunications and media companies in understanding the challenges and opportunities presented by digital distribution platforms and applications. Mr. Ubiñas has worked extensively with companies managing the transition from physical to digital distribution and business models. Mr. Ubiñas also provides valuable insight and strategic direction into our inclusion and diversity practices and programs.

**Heidi J. Ueberroth**

*Director since 2017*

Ms. Ueberroth, age 54, is the President of Globicon, a private investment and advisory firm focused on the media, sports, entertainment and hospitality industries. Prior to Globicon, Ms. Ueberroth served in several positions at the National Basketball Association between 1994 and 2013, including as President of NBA International from 2009 to 2013 and as President of Global Marketing Partnerships and International Business Operations from 2006 to 2009. Ms. Ueberroth is the Co-Chair of the board of directors of the privately-held Pebble Beach Company and also serves on the board of directors of the privately-held Four Seasons Hotels and Resorts as well as on the boards of several non-profit organizations. Ms. Ueberroth has served as a director of Santander Consumer USA Holdings Inc. during the past five years. Ms. Ueberroth holds a B.A. degree from Vanderbilt University and serves on its Arts and Science College Board of Advisors and is a member of the Council on Foreign Relations.

Ms. Ueberroth brings to the Board of Directors extensive global experience in the sports, media and entertainment industries, including with respect to developing and marketing products and services in Asian markets. In addition, Ms. Ueberroth's past and present board service bring the experience of overseeing strategic and operational challenges of a global company.

**Andrew Wilson**

*Director since 2013*

Mr. Wilson, age 45, has served as EA's Chief Executive Officer and as a director of EA since September 2013. Prior to his appointment as our Chief Executive Officer, Mr. Wilson held several positions within the Company since joining EA in May 2000, including Executive Vice President, EA SPORTS from August 2011 to September 2013 and Senior Vice President, EA SPORTS from March 2010 to August 2011. Mr. Wilson also serves as a director of Intel Corporation, is chairman of the board of the privately-held World Surf League and is a member of the Board of Trustees of the Paley Center for Media.

Mr. Wilson has served as the Company's Chief Executive Officer since September 2013 and has been employed by EA in several roles since 2000. In addition to Mr. Wilson's extensive experience and knowledge of the Company and the industry, we believe it is crucial to have the perspective of the Company's Chief Executive Officer represented on the Board of Directors to provide direct insight into the Company's day-to-day operation and strategic vision.

## **DIRECTOR INDEPENDENCE**

Our Board of Directors has determined that each of our non-employee directors qualifies as an “independent director” as that term is used in the NASDAQ Stock Market Rules and that each member of our standing committees is independent in accordance with those standards. Mr. Wilson, our CEO, does not qualify as independent. The NASDAQ Stock Market Rules have both objective tests and a subjective test for determining independence. The Board of Directors has not established categorical standards or guidelines to make these subjective determinations but considers all relevant facts and circumstances.

In addition to the board-level standards for director independence, the directors who serve on the Nominating and Governance, Audit and Compensation Committees each satisfy requirements established by the Securities and Exchange Commission (“SEC”) and the NASDAQ Stock Market to qualify as “independent” for the purposes of membership on those committees.

## **BOARD OF DIRECTORS, BOARD MEETINGS AND COMMITTEES**

In fiscal 2020, the Board of Directors met 9 times. At regularly scheduled meetings, the independent members of the Board of Directors meet in executive session separately without management present.

### ***Board of Directors Leadership Structure***

Mr. Wilson serves as our CEO, and Mr. Probst serves as our Chairman. In addition, Mr. Ubiñas, our Lead Director, was elected by the independent directors and is responsible for chairing executive sessions of the Board of Directors and other meetings of the Board of Directors in the absence of the Chairman, serving as a liaison between the Chairman and the other independent directors, and overseeing the Board of Directors’ stockholder communication policies and procedures (including, under appropriate circumstances, meeting with stockholders). Mr. Ubiñas also may call meetings of the independent directors. Mr. Ubiñas has served as our Lead Director since 2015. At our 2019 annual meeting, Mr. Ubiñas was chosen by the independent directors to serve as Lead Director for an additional two-year term that ends with our 2021 annual meeting, subject to Mr. Ubiñas’ re-election to the Board of Directors.

The Board of Directors believes that this leadership structure with Mr. Wilson serving as CEO, Mr. Probst serving as Chairman and Mr. Ubiñas serving as Lead Director is the appropriate leadership structure for the Company. Mr. Probst, an independent director, was an employee of the Company for 25 years, more than 15 of which were in service as CEO and Executive Chairman. As a result of his many years of service to the Company, Mr. Probst has invaluable knowledge regarding the Company and the interactive entertainment industry and is uniquely positioned to lead the Board of Directors in its review of management’s strategic plans. Given Mr. Probst’s past service with the Company, the Board of Directors believes that a strong and empowered Lead Director provides an essential mechanism for independent viewpoints, and as the Chairman of the Nominating and Governance Committee, Mr. Ubiñas is well suited for this role because, among other things, he is not affiliated with the Company under any applicable rules or guidelines.

### ***Board Committees***

The Board of Directors currently has a standing Audit Committee, Compensation Committee and Nominating and Governance Committee. Each of these standing committees operates under a written charter adopted by the Board of Directors. These charters are available in the Investor Relations section of our website at <http://ir.ea.com>.

All members of these committees are independent directors. During fiscal 2020, all nine directors attended or participated in 86% or more of the aggregate of (1) the number of applicable meetings of the Board or Directors and (2) the number of applicable meetings held by each committee on which such director was a member. The members of our standing committees are set forth below:

Audit Committee:	Richard A. Simonson (Chair), Jeffrey T. Huber and Talbott Roche
Nominating and Governance Committee:	Luis A. Ubiñas (Chair) and Leonard S. Coleman
Compensation Committee:	Jay C. Hoag (Chair), Leonard S. Coleman and Heidi J. Ueberroth

### ***Audit Committee***

The Audit Committee assists the Board of Directors in its oversight of the Company's financial reporting and is directly responsible for the appointment, compensation and oversight of our independent auditors. The Audit Committee also is responsible for establishing and maintaining complaint procedures with respect to internal and external concerns regarding accounting or auditing matters, oversight of tax and treasury policies and practices and oversight of the Company's internal audit function. The Audit Committee has the authority to obtain advice and assistance from outside advisors without seeking approval from the Board of Directors, and the Company will provide appropriate funding for payment of compensation to advisors engaged by the Audit Committee. The Audit Committee currently is comprised of three directors, each of whom in the opinion of the Board of Directors meets the independence requirements and the financial literacy standards of the NASDAQ Stock Market Rules, as well as the independence requirements of the SEC. While the Board of Directors retains ultimate risk management oversight with respect to privacy and cybersecurity issues, the Audit Committee is provided quarterly updates from EA's information security team and reviews the steps taken by management to monitor and control these risks. The Board of Directors has determined that Mr. Simonson meets the criteria for an "audit committee financial expert" as set forth in applicable SEC rules. The Audit Committee met 8 times in fiscal 2020. For further information about the Audit Committee, please see the "Report of the Audit Committee of the Board of Directors" below.

### ***Nominating and Governance Committee***

The Nominating and Governance Committee is responsible for recommending to the Board of Directors nominees for director and committee memberships. The Nominating and Governance Committee also is responsible for reviewing developments in corporate governance, recommending formal governance standards to the Board of Directors, applying the criteria outlined in our Corporate Governance Guidelines to recommend nominees for director and for reviewing from time to time the appropriate skills, characteristics and experience required of the Board of Directors as a whole, as well as its individual members, including such factors as business experience and diversity. In addition, the Nominating and Governance Committee is responsible for overseeing the CEO's annual performance review. The Nominating and Governance Committee manages the process for emergency planning in the event the CEO is unable to fulfill the responsibilities of the role and also periodically evaluates internal and external CEO candidates for succession planning purposes. The Nominating and Governance Committee also reviews with management matters of corporate responsibility, including inclusion and diversity policies and practices, environmental sustainability and political activities. The Nominating and Governance Committee currently is comprised of two directors, each of whom in the opinion of the Board of Directors meets the independence requirements of the NASDAQ Stock Market Rules. The Nominating and Governance Committee met 4 times in fiscal 2020.

### ***Compensation Committee***

The Compensation Committee is responsible for setting the overall compensation strategy for the Company, recommending the compensation of the CEO to the Board of Directors, determining the compensation of our other executive officers and overseeing the Company's bonus and equity incentive plans and other benefit plans. For further information about the role of our executive officers



in recommending the amount or form of executive compensation, please see “The Process for Determining our NEOs’ Compensation” in the “Compensation Discussion and Analysis” section of this Proxy Statement. In addition, the Compensation Committee is responsible for reviewing and recommending to the Board of Directors compensation for non-employee directors and compensation for employees that would qualify as a “Related Person Transaction” under our Related Person Transaction Policy. The Compensation Committee currently is comprised of three directors, each of whom in the opinion of the Board of Directors meets the independence requirements of the NASDAQ Stock Market Rules and the SEC rules. The Compensation Committee may delegate any of its authority and duties to subcommittees, individual committee members or management, as it deems appropriate in accordance with applicable laws, rules and regulations. During fiscal 2020, the Compensation Committee met 5 times and also acted by written consent. The Compensation Committee has the authority to engage the services of outside advisors, after first conducting an independence assessment in accordance with applicable laws, regulations and exchange listing standards. During fiscal 2020, the Compensation Committee engaged and directly retained Compensia, Inc. (“Compensia”) and Frederick W. Cook & Co (“FWC”), each a national compensation consulting firm, to assist the Compensation Committee. Compensia assisted the Compensation Committee’s analysis and review of the compensation of our executive officers and other aspects of our total compensation strategy, and FWC assisted with the Compensation Committee’s review of our non-employee director compensation. Neither Compensia nor FWC performed other services for the Company and its management team during fiscal 2020. The Compensation Committee has reviewed the independence of Compensia and FWC and has determined that neither Compensia’s nor FWC’s engagement raise any conflicts of interest.

## **ANNUAL BOARD AND COMMITTEE SELF-EVALUATIONS**

Our Board of Directors and each of our committees conducts an annual evaluation, which includes a qualitative assessment by each director of the performance of the Board of Directors, as a whole, and the committee or committees on which each director sits. The evaluation is intended to determine whether the Board of Directors and each committee are functioning effectively, and to provide them with an opportunity to reflect upon and improve processes and effectiveness. The evaluations are led by Mr. Ubiñas, our Lead Director and Chairman of the Nominating and Governance Committee. A summary of the results is presented to the Nominating and Governance Committee and the Board of Directors on an aggregated basis, noting any themes or common issues.

## **COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

During fiscal 2020, no member of the Compensation Committee was an employee or current or former officer of EA, nor did any member of the Compensation Committee have a relationship requiring disclosure by EA under Item 404 of Regulation S-K. No EA officer serves or has served since the beginning of fiscal 2020 as a member of the board of directors or the compensation committee of a company at which a member of EA’s Board of Directors and Compensation Committee is an employee or officer.

## **CONSIDERATION OF DIRECTOR NOMINEES**

In evaluating nominees for director to recommend to the Board of Directors, the Nominating and Governance Committee will take into account many factors within the context of the characteristics and the needs of the Board of Directors as a whole and EA’s business and strategy at that time. While the specific needs of the Board of Directors may change from time to time, all nominees for director are considered on the basis of the following minimum qualifications:

- The highest level of personal and professional ethics and integrity, including a commitment to EA’s purpose and beliefs;
- Practical wisdom and mature judgment;

- Broad training and significant leadership experience in business, entertainment, technology, finance, corporate governance, public interest or other disciplines relevant to EA's long-term success;
- The ability to gain an in-depth understanding of EA's business; and
- A willingness to represent the best interests of all EA stockholders and objectively appraise management performance.

While there is no formal policy with regard to diversity, when considering candidates as potential members of the Board of Directors, the Nominating and Governance Committee considers the skills, background and experience of each candidate to evaluate his or her ability to contribute diverse perspectives to the Board of Directors. The goal of the Nominating and Governance Committee is to select candidates that have complementary and diverse perspectives, whether based on business experience, diversity of gender, ethnicity, culture, or other factors, which together contribute to the Board of Directors' effectiveness as a whole. The primary consideration is to identify candidates who will best fulfill the Board of Directors' and the Company's needs at the time of the search. Therefore, the Nominating and Governance Committee does not believe it is appropriate to either nominate or exclude from nomination an individual based on gender, ethnicity, race, age, or similar factors.

The Nominating and Governance Committee will evaluate candidates proposed by our stockholders under similar criteria, except that it also may consider as one of the factors in its evaluation the amount of EA voting stock held by the stockholder and the length of time the stockholder has held such stock.

## **GLOBAL CODE OF CONDUCT AND CORPORATE GOVERNANCE GUIDELINES**

We have adopted a Global Code of Conduct that applies to our directors, and all employees, including our principal executive officer, principal financial officer, principal accounting officer, and other senior financial officers, as well as Corporate Governance Guidelines. These documents, along with our organizational documents and committee charters, form the framework of our corporate governance. Our Global Code of Conduct, Corporate Governance Guidelines and committee charters are available in the Investor Relations section of our website at <http://ir.ea.com>. We post amendments to or waivers from our Global Code of Conduct in the Investor Relations section of our website.

## **OVERSIGHT OF RISK ISSUES**

### ***Board of Directors***

Our Board of Directors oversees our risk management. The Board of Directors exercises this oversight responsibility directly and through its committees. The oversight responsibility of the Board of Directors and its committees is informed by reports from our management team that are designed to provide visibility into our key risks and our risk mitigation strategies. Material business and strategic risks are reviewed by the full Board of Directors. While the Board of Directors has ultimate risk oversight with respect to risks related to privacy and cybersecurity and receives periodic updates on these risks and mitigation strategies, the Audit Committee also receives quarterly updates from EA's information security team that review the steps taken by management to monitor and control these risks. In addition, the Board of Directors has oversight with respect to risks related to the COVID-19 pandemic. While its committees are addressing COVID-19 risks specific to their delegated duties, the Board of Directors has reviewed, overseen and continues to monitor the identification of COVID-19 risks and mitigation strategies related to the Company's return-to-work procedures, business strategy, business continuity, and the impact on the Company's financial planning.

### ***Committees***

Risks related to financial reporting, internal controls and procedures, investments, tax and treasury matters and compliance issues are reviewed regularly by the Audit Committee, which oversees the

financial reporting, global audit and legal compliance functions. The Audit Committee has overseen risks from the COVID-19 pandemic to the Company's internal controls over financial reporting, disclosure controls and procedures and independent audit, as well as the way in which business risks related to COVID-19 are communicated in the Company's SEC filings. The Audit Committee also oversees our enterprise risk management program, which identifies and prioritizes material risks for the Company, including, if material, risks related to corporate responsibility matters, and the mitigation steps needed to address them. The Nominating and Governance Committee reviews risks related to director and CEO succession and monitors the effectiveness of our corporate governance policies. The Compensation Committee oversees risks related to our people practices, including employee engagement, retention and pay equity. It also reviews compensation-related risks with members of management that are responsible for structuring the Company's compensation programs, including compensation-related risks resulting from the short-term and long-term uncertainties to the Company's financial planning as a result of the COVID-19 pandemic. Each of the committees regularly report to the full Board of Directors on matters relating to the specific areas of risk that each committee oversees.

### ***Compensation Risk Assessment***

As part of their risk oversight efforts, the Compensation Committee evaluates our compensation programs to determine whether the design and operation of our policies and practices could encourage executives or employees to take excessive or inappropriate risks that would be reasonably likely to have a material adverse effect on the Company and have concluded that they do not.

In making that determination, the Compensation Committee considered the design, size and scope of our cash and equity incentive programs and program features that mitigate against potential risks, such as payout caps, equity award clawbacks, the quality and mix of performance-based and "at risk" compensation, and, with regard to our equity incentive programs, the stock ownership requirements applicable to our executives. The Compensation Committee reviewed the results of their evaluation with management and Compensia. The Compensation Committee has concluded that our compensation policies and practices strike an appropriate balance of risk and reward in relation to our overall business strategy, and do not create risks that are reasonably likely to have a material adverse effect on the Company.

The "Compensation Discussion and Analysis" section below generally describes the compensation policies and practices applicable to our named executive officers.

### **INSIDER TRADING, ANTI-HEDGING AND ANTI-PLEDGING POLICIES**

We maintain an insider trading policy designed to promote compliance by our employees and directors with both federal and state insider trading laws. In addition, our insider trading policy prohibits our directors, executive officers, employees and family members of any director, executive officer or employee or others living in their respective households, from engaging in any hedging transaction with the Company's securities, buying the Company's securities on margin, or otherwise trading in any derivative of the Company's securities (including put and/or call options, swaps, forwards or futures contracts, short sales or collars). Our directors and Section 16 officers also are prohibited from pledging our stock as collateral for any loan.

### **RELATED PERSON TRANSACTIONS POLICY**

Our Board of Directors has adopted a written Related Person Transactions Policy that describes the procedures used to process, evaluate, and, if necessary, disclose transactions between the Company and its directors, officers, director nominees, greater than 5% beneficial owners, or an immediate family member of any of the foregoing. We review any transaction or series of transactions which exceeds \$120,000 in a single fiscal year and in which any related person has a direct or indirect interest, as well as any transaction for which EA's Global Code of Conduct or Conflict of Interest Policy would require approval of the Board of Directors.



Once a transaction has been identified, the Audit Committee (if the transaction involves an executive officer) or the Nominating and Governance Committee (if the transaction involves a director) will review the transaction at the next scheduled meeting of such committee. Transactions involving our CEO also will be reviewed by our independent Chairman or independent Lead Director if the Chairman is not independent. If it is not practicable or desirable to wait until the next scheduled meeting, the chairperson of the applicable committee considers the matter and reports back to the relevant committee at the next scheduled meeting. In determining whether to approve or ratify a transaction, the Audit Committee or Nominating and Governance Committee (or the relevant chairperson of such committee) considers all of the relevant facts and circumstances available and transactions are approved only if they are in, or not inconsistent with, the best interests of EA and its stockholders. No member of the Audit Committee or Nominating and Governance Committee may participate in any review, consideration or approval of any transaction if the member or their immediate family member is the related person.

#### **DIRECTOR ATTENDANCE AT ANNUAL MEETING**

Our directors are expected to make every effort to attend the Annual Meeting. All of the nine directors who were elected at the 2019 annual meeting attended the meeting.

#### **STOCKHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS**

EA stockholders may communicate with the Board of Directors as a whole, with a committee of the Board of Directors, or with an individual director by sending a letter to EA's Corporate Secretary at Electronic Arts Inc., 209 Redwood Shores Parkway, Redwood City, CA 94065, or by sending an email to [StockholderCommunications@ea.com](mailto:StockholderCommunications@ea.com). Our Corporate Secretary will forward to the Board of Directors all communications that are appropriate for the Board of Directors' consideration. For further information regarding the submission of stockholder communications, please visit the Investor Relations section of our website at <http://ir.ea.com>.

#### **OTHER BUSINESS**

The Board of Directors does not know of any other matter that will be presented for consideration at the Annual Meeting except as specified in the notice of the Annual Meeting. If any other matter does properly come before the Annual Meeting, or at any adjournment or postponement of the Annual Meeting, it is intended that the proxies will be voted in respect thereof in accordance with the judgment of the persons voting the proxies.

## REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

*The following Report of the Audit Committee shall not be deemed to be “soliciting material” or to be “filed” with the SEC nor shall this information be incorporated by reference into any future filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Securities Exchange Act of 1934, as amended (the “Exchange Act”), except to the extent that EA specifically incorporates it by reference into a filing.*

The Audit Committee of the Board of Directors operates under a written charter, which was most recently amended in May 2018. The Audit Committee is currently comprised of three non-employee directors, each of whom in the opinion of the Board of Directors meets the current independence requirements and financial literacy standards of the NASDAQ Stock Market Rules, as well as the independence requirements of the SEC. During fiscal 2020, the Audit Committee consisted of Richard A. Simonson, Jeffrey T. Huber and Talbott Roche. The Board of Directors has determined that Mr. Simonson meets the criteria for an “audit committee financial expert” as set forth in applicable SEC rules.

The Company’s management is primarily responsible for the preparation, presentation and integrity of the Company’s financial statements. EA’s independent registered public accounting firm, KPMG LLP (the “independent auditors”), is responsible for performing an independent audit of the Company’s (1) financial statements and expressing an opinion as to the conformity of the financial statements with U.S. generally accepted accounting principles, and (2) internal control over financial reporting in accordance with the auditing standards of the Public Company Accounting Oversight Board (the “PCAOB”) and issuing an opinion thereon.

The Audit Committee assists the Board of Directors in its oversight responsibility with respect to the integrity of EA’s accounting policies, internal control function and financial reporting processes. The Audit Committee reviews EA’s quarterly and annual financial statements prior to public earnings releases and submission to the SEC; oversees EA’s internal audit function; consults with the independent auditors and EA’s internal audit function regarding internal controls and the integrity of the Company’s financial statements; oversees tax and treasury matters; oversees EA’s enterprise risk management program; assesses the independence of the independent auditors; and is directly responsible for the appointment, retention, compensation and oversight of the independent auditors. In this context, the Audit Committee has met and held discussions with members of management, EA’s internal audit function and the independent auditors. Company management has represented to the Audit Committee that the Company’s consolidated financial statements for the most recently completed fiscal year were prepared in accordance with accounting principles generally accepted in the United States, and the Audit Committee has reviewed and discussed the consolidated financial statements with Company management and the independent auditors. Company management also has represented to the Audit Committee that the Company’s internal control over financial reporting was effective as of the end of the Company’s most recently completed fiscal year, and the Audit Committee has reviewed and discussed the Company’s internal control over financial reporting with management and the independent auditors. The Audit Committee also discussed with the independent auditors matters required to be discussed by the applicable requirements of the PCAOB, including the quality and acceptability of the Company’s financial reporting and internal control processes. The Audit Committee also has discussed with the Company’s independent auditors the scope and plans for their annual audit and reviewed the results of that audit with management and the independent auditors.

In addition, the Audit Committee received and reviewed the written disclosures and the letter from the independent auditors required by the applicable requirements of the PCAOB regarding their communications with the Audit Committee concerning independence and has discussed with the independent auditors the auditors’ independence from the Company and its management. The Audit Committee also has considered whether the provision of any non-audit services (as described on page 52 of this Proxy Statement under the heading “Proposal Three: Ratification of the Appointment of KPMG LLP, Independent Registered Public Accounting Firm” — “Fees of Independent Auditors”) and the employment of former KPMG LLP employees by the Company are compatible with maintaining the independence of KPMG LLP.

The members of the Audit Committee are not engaged in the practice of auditing or accounting. In performing its functions, the Audit Committee necessarily relies on the work and assurances of the Company's management and the independent auditors.

In reliance on the reviews and discussions referred to in this report and in light of its role and responsibilities, the Audit Committee recommended to the Board of Directors that the Company's audited financial statements for fiscal 2020 be included for filing with the SEC in the Company's Annual Report. The Audit Committee also has approved the selection of KPMG LLP as the Company's independent auditors for fiscal 2021.

**AUDIT COMMITTEE**

**Richard A. Simonson (Chairman)**

**Jeffrey T. Huber**

**Talbott Roche**

# DIRECTOR COMPENSATION AND STOCK OWNERSHIP GUIDELINES

Our Compensation Committee is responsible for reviewing and recommending to our Board of Directors the compensation paid to our non-employee directors. Non-employee directors are paid a mix of cash and equity compensation consisting of (1) an annual board retainer, (2) committee fees, and committee chair, chairman and lead director fees, as applicable, and (3) an annual equity award, as described below.

The Compensation Committee currently reviews our director compensation every two years, most recently in February 2020 in consultation with FWC. For information on the independence of FWC, see the section of this Proxy Statement under the subheading “Compensation Committee” beginning on page 13. As part of this review, FWC conducted a competitive analysis of our non-employee director compensation against our compensation peer group (as defined in the “Compensation Discussion and Analysis” below). Based on the Compensation Committee’s review, no changes to the compensation paid to our non-employee directors were recommended to our Board of Directors for 2020. The Compensation Committee expects to conduct its next review of our director compensation in 2022.

## ***Cash Compensation***

Our non-employee directors receive an annual cash retainer for service on the Board of Directors, plus fees for service on the Audit, Compensation and/or Nominating and Governance Committee, as applicable. In addition to those fees, the Chairman of the Board, Lead Director and Chairs of the Audit, Compensation and Nominating and Governance Committees receive additional fees for their service in such roles. The table below reflects the annualized components of cash compensation for non-employee directors that were in place during fiscal 2020. For more information regarding the specific compensation received by each non-employee director during fiscal 2020, see the “Fiscal 2020 Director Compensation Table” table below.

<b><u>Annual Board Retainer</u></b>	<b><u>Amount (\$)</u></b>
Annual Board Retainer . . . . .	60,000
<b><u>Committee Fees</u></b>	<b><u>Amount (\$)</u></b>
Service on the Audit Committee . . . . .	15,000
Service on the Compensation Committee . . . . .	12,500
Service on the Nominating and Governance Committee . . . . .	10,000
<b><u>Chairman of the Board, Lead Director and Committee Chair Fees</u></b>	<b><u>Amount (\$)</u></b>
Chairman of the Board of Directors . . . . .	50,000
Lead Director . . . . .	25,000
Chair of the Audit Committee . . . . .	15,000
Chair of the Compensation Committee . . . . .	12,500
Chair of the Nominating and Governance Committee . . . . .	10,000

In addition, individual directors are eligible to earn up to \$1,000 per day, with the approval of the Board of Directors, for special assignments, which may include providing oversight to management in areas such as sales, marketing, public relations, technology and finance (provided, however, no independent director is eligible for a special assignment if the assignment or payment for the assignment would prevent the director from being considered independent under applicable NASDAQ Stock Market or SEC rules). No non-employee directors earned any compensation for special assignments during fiscal 2020.

## Equity Compensation

In fiscal 2020, non-employee directors also received an annual equity award of restricted stock units (“RSUs”) with a grant date fair value of approximately \$260,000. These RSUs were granted upon re-election to the Board of Directors at our 2019 annual meeting and vest in full on the first anniversary of the grant date (or, if earlier, the date of the next annual meeting of stockholders following the grant date), subject to the non-employee director’s continuous service as a member of the Board of Directors through such date. The receipt of shares underlying vested RSUs may be deferred until the fifth or tenth anniversary of the original vesting date or the date the director terminates service with the Company.

Under the terms of our equity incentive plan, non-employee directors may elect to receive all or part of their cash compensation (as described above) in the form of shares of our common stock. As an incentive for our non-employee directors to increase their stock ownership in EA, non-employee directors making such an election receive vested shares of common stock valued at 110% of the cash compensation they otherwise would have received. These shares are awarded via the grant and immediate exercise of a stock option having an exercise price equal to the fair market value of our common stock on the date of grant, which is the first trading day of each quarter of the Board year. Mr. Hoag, Mr. Huber, Ms. Roche, Mr. Simonson, Mr. Ubiñas, and Ms. Ueberroth received all or part of their cash compensation in the form of our common stock during fiscal 2020.

## Other Benefits

Non-employee directors who are not employed with any other company are offered an opportunity to purchase certain EA health, dental and vision insurance while serving as a director. Participating directors pay 100% of their own insurance premiums.

## Stock Ownership Guidelines

Each non-employee director is required, within five years of becoming a director, to own a number of shares of EA common stock having a value of at least five years’ annual retainer for service on our Board of Directors.

Non-employee directors are permitted to include the value of vested, but deferred, RSUs toward their ownership requirement. As of the end of fiscal 2020, each of our directors had fulfilled his or her ownership requirements. Mr. Hoag is eligible to satisfy his ownership requirements through holdings of EA common stock by TCV, where he serves as the Founding General Partner. Mr. Huber is eligible to satisfy his ownership requirements through holdings of EA common stock through certain trusts over which Mr. Huber maintains investment control and pecuniary interest.

## FISCAL 2020 DIRECTOR COMPENSATION TABLE

The following table shows compensation information for each of our non-employee directors during fiscal 2020. Mr. Wilson, our CEO, does not receive any compensation for his service as a member of our Board of Directors. For information regarding the compensation paid to Mr. Wilson during fiscal 2020, refer to the “Fiscal 2020 Summary Compensation Table” below, and the related explanatory tables.

Name	Fees Earned or Paid in Cash (\$) <sup>(1)</sup>	Stock Awards (\$) <sup>(2)</sup>	Option Awards (\$) <sup>(3)</sup>	Total (\$)
Leonard S. Coleman	82,500	259,978	—	342,478
Jay C. Hoag	85,000	259,978	8,474	353,452
Jeffrey T. Huber	75,000	259,978	7,475	342,453
Lawrence F. Probst III	110,000	259,978	—	369,978
Talbott Roche	75,000	259,978	7,485	342,463
Richard A. Simonson	90,000	259,978	8,911	358,889
Luis A. Ubiñas	105,000	259,978	10,452	375,430
Heidi Ueberroth	72,586	259,978	1,709	334,273

(1) As discussed above, non-employee directors may elect to receive all or a portion of their cash fees in the form of EA common stock. See footnote 3 for additional information regarding the number of shares received in lieu of cash compensation by those non-employee directors who made such an election.

- (2) Represents the aggregate grant date fair value of the annual equity award of RSUs granted to the non-employee directors and is calculated based on a closing price of \$95.23 per share for our common stock on the date of grant, August 8, 2019. Grant date fair value is determined for financial statement reporting purposes in accordance with FASB ASC Topic 718. For additional information regarding the valuation methodology for RSUs, see Note 15, "Stock-Based Compensation and Employee Benefit Plans," to the Consolidated Financial Statements in our Annual Report. Each of our non-employee directors held 2,730 unvested RSUs as of March 28, 2020 (the last day of fiscal 2020).
- (3) Non-employee directors may elect to receive all or part of their cash compensation in the form of EA common stock, and directors making such an election receive common stock valued at 110% of the cash compensation they would have otherwise received. These shares are awarded via the grant and immediate exercise of a stock option having an exercise price equal to the fair market value of our common stock on the date of grant. The values represent the premium received for shares in lieu of compensation. As of March 28, 2020 (the last day of fiscal 2020), the aggregate number of outstanding and unexercised shares of our common stock subject to stock options beneficially owned by our non-employee directors was as follows: Mr. Hoag, 11,872; Mr. Huber, 11,872; Mr. Probst, 76,861; Mr. Simonson, 11,872; and Mr. Ubiñas, 4,872.

The following table presents information regarding the shares received upon immediate exercise of the option(s) granted to each director who elected to receive all or part of his or her cash compensation in the form of EA common stock during fiscal 2020:

<u>Name</u>	<u>Grant Date</u>	<u>Exercise Price (\$)</u>	<u>Shares Subject to Immediately Exercised Stock Option Grants</u>	<u>Grant Date Fair Value (\$)</u>
Jay C. Hoag	5/1/2019	94.86	246	23,336
	8/1/2019	94.60	247	23,366
	11/1/2019	95.30	245	23,349
	2/3/2020	105.04	223	23,424
				<u>93,475</u>
Jeffrey T. Huber	5/1/2019	94.86	217	20,585
	8/1/2019	94.60	218	20,623
	11/1/2019	95.30	217	20,680
	2/3/2020	105.04	196	20,588
				<u>82,476</u>
Talbot Roche	5/1/2019	94.86	217	20,585
	8/1/2019	94.60	218	20,623
	11/1/2019	95.30	216	20,585
	2/3/2020	105.04	197	20,693
				<u>82,486</u>
Richard A. Simonson	5/1/2019	94.86	260	24,664
	8/1/2019	94.60	262	24,785
	11/1/2019	95.30	260	24,778
	2/3/2020	105.04	235	24,684
				<u>98,911</u>
Luis A. Ubiñas	5/1/2019	94.86	304	28,837
	8/1/2019	94.60	306	28,948
	11/1/2019	95.30	302	28,781
	2/3/2020	105.04	275	28,886
				<u>115,452</u>
Heidi Ueberroth	5/1/2019	94.86	210	19,921

# COMPENSATION DISCUSSION AND ANALYSIS

## OVERVIEW

Our Compensation Discussion and Analysis describes and discusses the fiscal 2020 compensation paid to our named executive officers (“NEOs”), and is organized into six sections:

- Executive Summary
- Compensation Practices, Principles and Say-on-Pay Vote
- The Process for Determining Our NEOs’ Compensation
- Our Elements of Pay
- Our NEOs’ Fiscal 2020 Compensation
- Other Compensation Information

**For fiscal 2020, EA’s NEOs were:**

- **Andrew Wilson**, Chief Executive Officer;
- **Blake Jorgensen**, Chief Operating Officer and Chief Financial Officer;
- **Laura Miele**, Chief Studios Officer;
- **Kenneth Moss**, Chief Technology Officer; and
- **Chris Bruzzo**, Chief Marketing Officer.

## EXECUTIVE SUMMARY

### *Fiscal 2020 Summary of EA’s Business*

During fiscal 2020, we delivered award winning games and services to our players and saw deep player engagement. With our continued focus on execution, we generated strong financial results. During fiscal 2020, we released eight new games, including *Star Wars Jedi: Fallen Order™*, which won several awards, including the award for best adventure game at the 2020 D.I.C.E. awards, and *Madden NFL 20*, which was the most successful game in the 30-year history of the franchise, setting multiple records for player engagement. Our broad and deep portfolio, combined with dynamic live services for FIFA, Madden NFL, *Apex Legends™*, and *The Sims™ 4*, among others, drove net revenue and earnings per share above our fiscal 2020 guidance. We generated net revenue of \$5.537 billion, diluted earnings per share of \$10.30 (including the impact of \$5.97 of one-time tax benefits), drove higher gross margins, increased our cash provided by operations, and invested in products and services for the future. In addition, during fiscal 2020 we repurchased 12.3 million shares, returning nearly \$1.2 billion to stockholders.

We delivered these achievements against the background of the global challenge of the COVID-19 pandemic, which impacted our operations during the last quarter of fiscal 2020. Beginning with the impact to our Asian operations, and subsequently impacting substantially all of our global business operations, our primary focus was, and continues to be, the health and safety of our employees. We mobilized quickly to support our global workforce by enabling employees to work from home, enhancing our information technology systems to support our distributed workforce, mitigating the disruption to operations brought about by stay-at-home orders and by continuing to deliver on our objectives. During this extraordinary time, our talented and dedicated teams worked to deliver new experiences for our players, including our “Stay & Play” program, designed to bring our global gaming community together virtually during a time when physical distancing has become the norm. We are proud of the efforts that we have achieved in the rapidly evolving situation of the pandemic in maintaining business continuity, mitigating risks, and delivering for our players.



### **Fiscal 2020 GAAP Financial Results and Operating Highlights**

- We generated \$5.537 billion of net revenue and \$10.30 diluted earnings per share (including the impact of \$5.97 of one-time tax benefits).
- Our digital net revenue increased to \$4.314 billion and represented 78% of our total net revenue.
- We delivered net income of \$3.039 billion and operating cash flow of \$1.797 billion.
- Operating profit margins were 26%.
- We generated net bookings for the fiscal year of \$5.211 billion.
- We repurchased 12.3 million shares during fiscal 2020 for \$1.2 billion.
- We launched eight major games during fiscal 2020, including *FIFA 20*, *Madden NFL 20*, *NHL 20*, *Plants vs. Zombies: Battle for Neighborville™*, *Need for Speed™ Heat* and *Star Wars Jedi: Fallen Order™*.
- *Star Wars Jedi: Fallen Order™* has more than 10 million unique players to date.
- *FIFA 20* has more than 25 million unique players to date.
- In every quarter of fiscal 2020, monthly average players in *The Sims™ 4* were higher than the comparable period in the prior year.

The financial performance, operational achievements and other fiscal year events summarized above provide context for the compensation decisions made by the Compensation Committee and Board of Directors in fiscal 2020. The Company's executive compensation program is designed to reward our named executive officers for the achievement of Company-wide financial and operational objectives and the creation of long-term stockholder value.

### **COMPENSATION PRACTICES, PRINCIPLES AND SAY-ON-PAY VOTE**

#### **Compensation Design**

Our executive compensation program is designed to align the interests of our executives with the interests of our stockholders.

What We Do	What We Don't Do
<input checked="" type="checkbox"/> Incorporate both PRSUs and RSUs	<input type="checkbox"/> Have a "single-trigger" change in control plan
<input checked="" type="checkbox"/> Require our executives to satisfy stock holding requirements	<input type="checkbox"/> Provide excise tax gross-ups upon a change in control
<input checked="" type="checkbox"/> Prohibit all employees and directors from engaging in hedging transactions in EA stock and prohibit executive officers and directors from pledging EA common stock	<input type="checkbox"/> Have executive employment contracts (other than as required by local jurisdictions)
<input checked="" type="checkbox"/> Conduct annual "say-on-pay" advisory votes	<input type="checkbox"/> Reprice options without stockholder approval
<input checked="" type="checkbox"/> Recover (clawback) equity compensation for misconduct in the event of a financial restatement	<input type="checkbox"/> Provide excessive perquisites
<input checked="" type="checkbox"/> Align performance-based equity vesting with stockholder interests	
<input checked="" type="checkbox"/> Engage an independent compensation consultant to provide input into the Compensation Committee's decisions	
<input checked="" type="checkbox"/> Evaluate our compensation peer group at least annually to ensure ongoing relevance of each member	



### **Compensation Principles — Promoting Pay-for-Performance**

The design of our compensation program is guided by a compensation philosophy based on three core principles intended to attract and retain high-performing executives and promote a pay-for-performance approach to executive compensation:

- **Principle 1 — Cash Compensation:** A significant portion of each NEO's cash compensation should be at risk, based on the annual financial and operational performance of the Company, in addition to the NEO's individual performance;
- **Principle 2 — Equity Compensation:** A significant portion of each NEO's target total direct compensation should be provided in the form of long-term equity to enhance alignment between the interests of our NEOs and our stockholders and to promote long-term retention of a strong leadership team in an industry and geographic area that is highly competitive for executive talent; and
- **Principle 3 — Target Total Direct Compensation:** The target total direct compensation package for each NEO should be consistent with market practices for executive talent and reflect each NEO's individual experience, responsibilities and performance.

### **Fiscal 2019 Say-On-Pay Vote**

We received a favorable 94% of the votes cast for our annual say-on-pay advisory proposal at our 2019 annual meeting. EA's management, the Compensation Committee and the Board of Directors are committed to maintaining a pay-for-performance alignment in our executive compensation program and value the opinions of our stockholders regarding our program. The Board of Directors and Compensation Committee believe the voting results at the 2019 annual meeting reflect stockholder support for our executive compensation program and philosophy, and the Board of Directors and Compensation Committee intend to continue their practice of designing our executive compensation program to promote pay-for-performance.

## **THE PROCESS FOR DETERMINING OUR NEOS' COMPENSATION**

### **Role of the Board of Directors, Compensation Committee and Management**

Our Board of Directors approves the target total direct compensation and makes compensation decisions for our CEO, in consultation with the Compensation Committee and the Compensation Committee's independent compensation consultant, Compensia. The Compensation Committee approves the target total direct compensation and makes compensation decisions for all other NEOs after input, at the Compensation Committee's request, from our CEO, our Chief People Officer, and Compensia. For information on the independence of Compensia, see the section of this Proxy Statement under the subheading "Compensation Committee" beginning on page 13.

Compensation decisions made by the Board of Directors and the Compensation Committee are based on several factors, including the Company's financial performance, individual performance, market trends, internal compensation alignment, incentive and retention considerations, and other factors unique to each individual, such as the level of responsibilities, scope and complexity of the role, and the executive officer's experience and tenure. The impact of the Company's financial performance and individual considerations in our fiscal 2020 compensation decisions are described in detail in the section of this Compensation Discussion and Analysis entitled "Our NEOs' Fiscal 2020 Compensation" below. The Compensation Committee and the Board of Directors also reference certain market-based considerations, such as peer group data, benchmarking and percentile rankings when making compensation decisions.

### **Selection and Use of Peer Group**

To assess market compensation practices, each year the Compensation Committee selects a group of companies ("peer group") comparable to us with respect to several quantitative factors, which may include revenue, market capitalization, total stockholder return ("TSR"), net income margin and number

of employees, as well as qualitative factors including competition for talent, to better understand the competitive market for executive talent and use as a reference for compensation decisions.

As discussed in our fiscal 2019 proxy statement, the Compensation Committee selected the following peer group to use as a reference for fiscal 2020 compensation decisions. This peer group was consistent with the prior year's peer group. In selecting this group, the Compensation Committee engaged in a quantitative and qualitative assessment of companies, to identify companies: (1) that are similarly situated, based on the quantitative factors described above; (2) in the gaming and entertainment sector, as well as companies in adjacent industries; (3) with which we compete for executive talent; and (4) based on other factors, including the number of current peer companies that identify EA as a peer and the percentage of shared peers. Where some companies may not be similar in size to us based on quantitative factors, they still may be included in our peer group based on the qualitative factors described above. Based on public filings through June 1, 2020, the Company was at the 30<sup>th</sup> percentile with respect to annual revenues and at the 53<sup>rd</sup> percentile with respect to market capitalization.

#### **FISCAL 2020 PEER GROUP**

Video Game	Technology/Internet	Entertainment	Toys/Games
Activision Blizzard Take-Two Interactive Software Zynga	Adobe Autodesk Booking Holdings eBay Expedia IAC/Interactive Corp. Intuit NVIDIA Salesforce.com Symantec <sup>(1)</sup> VMware	AMC Networks CBS <sup>(2)</sup> Discovery Communications Netflix	Hasbro

(1) As in existence prior to the sale of its enterprise security business to Broadcom Inc. in November 2019.

(2) As in existence prior to its merger with Viacom, which was completed in December 2019.

In November 2019, for purposes of benchmarking fiscal 2021 compensation, the Compensation Committee assessed our peer group to determine whether any changes were necessary. Based on an evaluation of the factors discussed above, the Compensation Committee determined that the current composition continued to reflect appropriate peers and no changes were necessary.

#### ***Compensation Benchmarking and the Role of Consultant***

In February 2020, Compensia conducted a comprehensive analysis of our executive compensation program using publicly available compensation information on our peer group, as set forth above. Symantec and CBS were included in this analysis because executive compensation data was available for these companies, each as in existence prior to the fundamental changes noted above. However, in February 2020, the Compensation Committee determined that these companies no longer met the peer group criteria described above and would be removed from our peer group once relevant predecessor executive compensation data was no longer available. Compensia's analysis included a comparison of the base salary, target total cash compensation, long-term incentives and target total direct compensation of each of our senior vice president level positions and above against similar positions in our peer group. Where sufficient market data for our peer group was not available, Compensia used compensation survey data from a broader group of similarly-sized technology companies. Compensia provided the Compensation Committee with its findings in February 2020 to be used as a reference for making bonus decisions for fiscal 2020 and base salary, bonus target and equity decisions for fiscal 2021.

**Use of Percentiles**

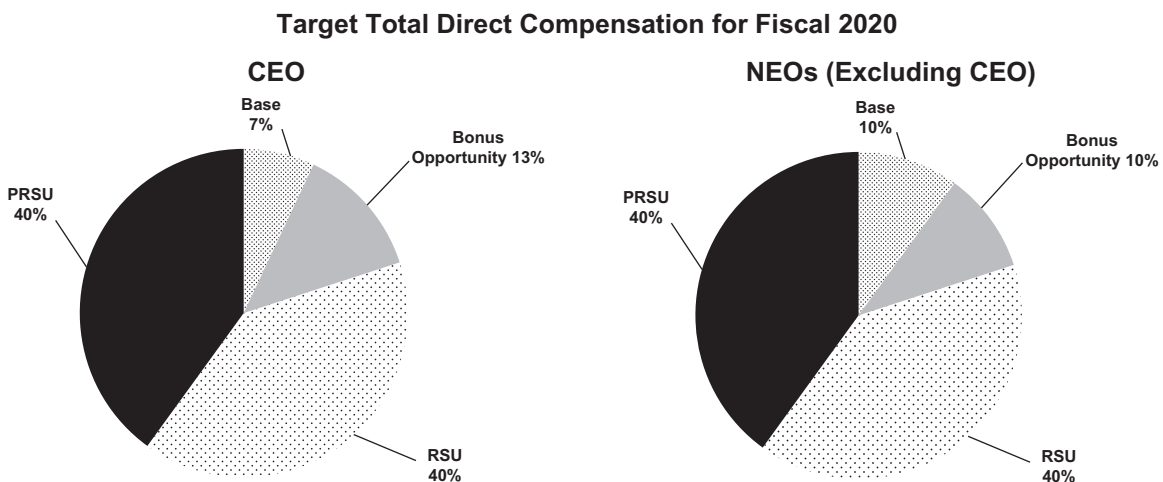
When setting the fiscal 2020 base salaries and bonus targets for our executive officers during its annual review, the Compensation Committee and the Board of Directors referenced the 50<sup>th</sup> to 75<sup>th</sup> percentiles of the market range of comparable companies, and for target guidelines for annual equity awards, the Compensation Committee and the Board of Directors referenced the 75<sup>th</sup> percentile. We believe these percentiles are appropriate to recruit and retain a strong leadership team in an industry and geographic area that is highly competitive for executive talent. Our guidelines for annual equity awards reference a higher percentile because of the important retention and incentive value of the awards. While we consider each component, the actual base salary, bonus, and equity compensation awarded to a NEO may be above these targets and is determined based on our financial performance, individual performance, market trends, internal compensation alignment, incentive and retention considerations and other factors unique to each individual.

As part of the annual review of executive compensation, the Compensation Committee and the Board of Directors also considered the aggregate value of the target total direct compensation components (i.e., base salary, bonus and annual equity awards), and referenced the 50<sup>th</sup> to 75<sup>th</sup> percentiles of the market for target total direct compensation. When necessary for new hires, retention and incentive considerations, succession planning, or other factors, the Compensation Committee and the Board of Directors may approve compensation for select key executives that could result in target total direct compensation above the referenced range.

**OUR ELEMENTS OF PAY**

We believe that our compensation programs reflect our three compensation principles described above under the heading “Compensation Principles — Promoting Pay-for-Performance” and are designed to reward achievement of Company-wide financial objectives, individual operational and strategic objectives and the creation of long-term value for our stockholders, while also recognizing the dynamic and highly competitive nature of our business and the market for top executive talent. For fiscal 2020, approximately 93% of our CEO’s target total direct compensation opportunity and 90% of the average of our NEOs’ (excluding our CEO) target total direct compensation opportunity was “at-risk” in the form of an annual performance cash bonus opportunity, and long-term annual equity awards comprised of PRSUs and RSUs, excluding the special PRSU awards granted in November 2019 to Ms. Miele and Messrs. Jorgensen and Moss (as described below under “Our NEOs’ Fiscal 2020 Compensation — Special Performance-Based Restricted Stock Unit Awards Granted in November 2019”) because we do not consider them to be part of their annual target total direct compensation.

Our compensation structure puts at risk a significant portion of our NEOs’ target total direct compensation, as set forth below:



## **Base Salary**

Base salary is the fixed cash component that is market competitive for the role to attract and retain high-performing executives. On an annual basis, the Compensation Committee (and the Board of Directors, in the case of our CEO) reviews and approves any base salary adjustments considering factors such as individual performance, a competitive market analysis for similar positions prepared by Compensia, level of responsibilities, complexity of role, and internal compensation alignment. For information on base salaries paid to our NEOs in fiscal 2020, please see the information below under the heading entitled “Our NEOs’ Fiscal 2020 Compensation — Fiscal 2020 Annual Base Salary.”

## **Performance Cash Bonus Awards**

Our annual cash bonus program is designed to motivate our executives to achieve challenging short-term performance goals that are important to the Company’s long-term growth. Our NEOs participate in the Executive Bonus Plan, which governs bonuses paid to our Section 16 officers and operates in conjunction with the EA Bonus Plan, our Company-wide bonus plan for eligible employees. Each year, the Compensation Committee (and the Board of Directors, in the case of our CEO) sets the NEOs’ bonus targets as a percentage of base salary based on factors such as individual performance, the market for similar positions, level of responsibilities, complexity of role, pay practices at our peer group for comparable positions and internal compensation alignment. This determination is made during the first quarter of the fiscal year, typically in May.

The final payout of annual performance cash bonus awards to the NEOs is determined as follows:

Base Salary	X	Bonus Target Percentage (% of Base Salary)	X	Company Bonus Funding Percentage	X	Individual Performance Modifier	=	NEO Bonus Payout
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For fiscal 2020, the annual performance cash bonuses represented approximately 67% of our CEO’s annual target total cash compensation and 52% of the average of our NEOs’ (excluding our CEO) annual target total cash compensation.

**Executive Bonus Plan:** During the first quarter of each fiscal year, the Compensation Committee selects the Executive Bonus Plan participants, performance period, performance measures, and the formula used to determine the maximum bonus funding under the plan for each participating NEO. In fiscal 2020, all NEOs were selected to participate in the Executive Bonus Plan.

The Compensation Committee selected non-GAAP net income as the performance measure to determine the maximum bonus funding for each NEO, because profitability (as measured by net income) is a key business focus in any year. The performance period was established as fiscal 2020, and the formula to determine the maximum bonus funding for each NEO was the lower of: (1) 600% of each respective NEO’s annual base salary, not to exceed \$5,000,000, and (2) 0.5% of our fiscal 2020 non-GAAP net income for each NEO other than our CEO, for whom the maximum was 1.0% of our fiscal 2020 non-GAAP net income. For fiscal 2020, the Company’s non-GAAP net income was \$1,418 million, which resulted in maximum bonus award funding of 600% of each respective NEO’s annual base salary, not to exceed \$5,000,000. The Board of Directors in Mr. Wilson’s case, and the Compensation Committee in the case of all other NEOs, then exercised their discretion to reduce actual bonus awards for each NEO based on the Company’s overall financial performance, the terms of the Executive Bonus Plan and EA Bonus Plan, target bonus percentages and individual performance against strategic and operational objectives, as discussed below under “Our NEOs’ Fiscal 2020 Compensation — Fiscal 2020 Performance Cash Bonus Awards.”

When making compensation decisions for our executives, we use non-GAAP financial measures to evaluate the Company’s financial performance and the performance of our management team against non-GAAP targets. Appendix A to this Proxy Statement provides a reconciliation between our non-GAAP financial measures and our audited financial statements. For more information regarding

our use of non-GAAP financial measures for our compensation programs, please refer to the information provided under the heading “Use of Non-GAAP Financial Measures” below.

## Equity Compensation

### Annual Equity Awards

#### PRSUs

The Compensation Committee grants PRSUs to senior vice president level employees and above as part of their annual equity awards. To encourage our executives to focus on long-term stock price performance and to foster retention, the PRSUs generally vest over a three-year performance period; however, the Compensation Committee may consider a different performance measurement period when appropriate for new hires, retention, succession planning or other factors. The number of PRSUs that can be earned is adjusted based upon changes in our TSR relative to the TSR of the companies in the NASDAQ-100 Index (the “Relative NASDAQ-100 TSR Percentile”) measured over the vesting measurement periods, which generally are 12-month, 24-month cumulative and 36-month cumulative periods (each such period, a “Vesting Measurement Period”) that correspond to our fiscal year. For each Vesting Measurement Period, the number of PRSUs eligible to be earned will be determined as to one-third of the target PRSUs (each, a “Tranche”) and can range from 0% to 200% of the target PRSUs for such period, as described below. Earned PRSUs generally will vest and be converted into shares one month prior to the first, second and third anniversaries of the date of grant (which we call “Vesting Opportunities”). For fiscal 2020, 50% of the total target value of our NEOs’ annual equity awards was made in the form of PRSUs.

The illustration below depicts how the number of shares earned is calculated:

$$\boxed{\text{Target PRSUs}} \times \boxed{\begin{array}{c} \text{Relative} \\ \text{NASDAQ-100} \\ \text{TSR Percentile} \\ \text{Modifier} \end{array}} = \boxed{\text{Shares Earned}}$$

The Relative NASDAQ-100 TSR Percentile Modifier, which can range from 0% to 200%, is based on the change in our stock price during a Vesting Measurement Period (i.e., approximately the 12-month period, 24-month cumulative period and 36-month cumulative period following of the date of grant), using a 90-day trailing average stock price. If the Company’s Relative NASDAQ-100 TSR Percentile is at the 60<sup>th</sup> percentile at the end of a Vesting Measurement Period, 100% of target PRSUs will be earned. Thus, target vesting is tied to above-median performance compared to the NASDAQ-100 Index. The percentage of PRSUs earned will be adjusted upward by 3% or downward by 2% for each percentile above or below the 60<sup>th</sup> percentile, respectively. The number of PRSUs that can be earned is capped at 200% of the target PRSUs available for vesting at a Vesting Opportunity. If the Company’s TSR at the end of a Vesting Measurement Period is negative on an absolute basis, the number of PRSUs that can be earned is capped at 100% of the target PRSUs available to vest at the corresponding Vesting Opportunity, regardless of whether the Company’s Relative NASDAQ-100 TSR Percentile is ranked above the 60<sup>th</sup> percentile at the end of a Vesting Measurement Period.

The following table illustrates the percentage of target PRSUs that could be earned at a Vesting Opportunity, based on the Company’s Relative NASDAQ-100 TSR Percentile:

Relative NASDAQ-100 TSR Percentile	1 <sup>st</sup> to 10 <sup>th</sup>	25 <sup>th</sup>	40 <sup>th</sup>	<b>60<sup>th</sup></b>	75 <sup>th</sup>	90 <sup>th</sup>	94 <sup>th</sup> to 100 <sup>th</sup>
Relative NASDAQ-100 TSR Multiplier	0%	30%	60%	<b>100%</b>	145%	190%	200%

In addition, as an incentive to keep our executives focused on long-term TSR performance and to balance the overall payout opportunity, our PRSU program provides an opportunity for our executives to earn PRSUs at the second and third Vesting Opportunities that were not earned at the first and



second Vesting Opportunities, in an amount capped at 100% of the target number of PRSUs unearned from the previous Vesting Opportunities (“Remaining Award Units”). Shares subject to any Remaining Award Units are earned only if the Company’s Relative NASDAQ-100 TSR Percentile improves over the subsequent cumulative 24-month and/or 36-month Vesting Measurement Periods for the award. Under this scenario, all unearned PRSUs in excess of the target number of PRSUs eligible to be earned are forfeited.

The following table illustrates the percentage of PRSUs subject to outstanding awards that were earned at the end of fiscal 2020:

<b>PRSU Grant Date</b>	<b>June 2017</b>	<b>June 2018</b>	<b>June 2019</b>
<b>Performance Period</b>	Fiscal 18-20	Fiscal 19-21	Fiscal 20-22
<b>PRSU Award Tranche</b>	Tranche 3	Tranche 2	Tranche 1
<b>90-day average stock price(at start of Vesting Measurement Period)</b>	\$102.99	\$129.87	\$95.27
<b>Length of Vesting Measurement Period</b>	3 Years	2 Years	1 Year
<b>90-day average stock price(at end of Vesting Measurement Period)</b>	\$105.51		
<b>EA’s TSR</b>	2.4%	-18.8%	10.7%
<b>EA’s Relative NASDAQ-100 TSR Percentile</b>	27 <sup>th</sup>	12 <sup>th</sup>	59 <sup>th</sup>
<b>Percentage of Target PRSUs Vested in May 2020</b>	<b>34%</b>	<b>4%<sup>(1)</sup></b>	<b>98%</b>

- (1) The June 2018 PRSU award delivered shares in respect of Remaining Award Units that did not vest at the first Vesting Opportunity for such award. Specifically, 4% of the target number of Tranche 1 PRSUs were earned at the second Vesting Opportunity for such award. This is the first time that Remaining Award Units have delivered shares under our PRSU program.

For information on PRSUs awarded to our NEOs in June 2019, please see the information below under the heading entitled “Our NEOs’ Fiscal 2020 Compensation — Fiscal 2020 Annual Equity Awards Granted in June 2019.”

### **RSUs**

RSUs reward absolute long-term stock price appreciation and promote retention. Annual RSU awards cliff vest as to one-third of the award eleven months following the grant date, with the remainder of the award vesting in approximately equal increments every six months thereafter. Annual RSU awards that were granted to our NEOs prior to fiscal 2019 vest annually over 35 months from the grant date in approximately equal increments each May. The Compensation Committee may also grant RSUs with different vesting schedules when necessary for new hires, retention, succession planning, or other factors.

For fiscal 2020, 50% of the total target value of our NEOs’ annual equity awards were made in the form of RSUs. For information on RSUs awarded to our NEOs in fiscal 2020, please see the information below under the heading entitled “Our NEOs’ Fiscal 2020 Compensation — Fiscal 2020 Annual Equity Awards Granted in June 2019.”

### **Other Performance-Based Equity Awards**

As discussed above under “Compensation Principles — Promoting Pay-for-Performance,” we believe a significant portion of each NEO’s total compensation should be provided in the form of long-term equity to enhance alignment between the interests of our NEOs and our stockholders and to promote long-term retention of a strong leadership team in an industry and geographic area that are highly competitive for executive talent. From time to time, the Board of Directors and the Compensation

Committee may determine that it is necessary to grant performance-based awards outside of our annual equity program to incentivize and retain key executives, including our NEOs, who are critical to our continued strong growth and success.

As described in our fiscal 2018 proxy statement, in fiscal 2018, Mr. Wilson, Mr. Jorgensen and Mr. Moss were granted special equity awards comprised of performance-based incremental restricted stock units (“PIRSUs”) that were approved by the Compensation Committee and the Board of Directors (in the case of Mr. Wilson). The PIRSUs were designed to incentivize and retain these key executives by (1) establishing a four-year performance period beginning in fiscal 2018 and ending in fiscal 2021, which is a longer performance period than the period applicable to our annual equity awards, and (2) tying vesting of the PIRSUs to the achievement of aggressive growth targets in the Company’s non-GAAP net revenue and free cash flow (“FCF”), weighted equally, over the four-year performance period. Achievement of the performance targets at threshold, target or maximum levels will result in payouts of 50%, 100% or 200% of the portion of the target award allocated to each metric, respectively, with linear interpolation applying to attainment between these levels. If the applicable targets are not met, the portion of the award associated with that performance target does not pay out and will be forfeited. For the reasons described in the “Compensation Discussion and Analysis” section of our fiscal 2018 proxy statement, we have not disclosed our non-GAAP net revenue and FCF targets due to competitive concerns. The PIRSUs, or a portion thereof, will cliff vest on May 26, 2021, provided one or both of the performance targets are achieved at threshold levels and the NEO remains employed on the vesting date. For additional information about the PIRSUs, including information on the performance metrics, please refer to the “Compensation Discussion and Analysis” section of our fiscal 2018 proxy statement.

### ***Use of Non-GAAP Financial Measures***

The Company uses certain adjusted non-GAAP financial measures when establishing performance-based bonus targets and vesting criteria for certain equity awards, such as non-GAAP net revenue, non-GAAP gross profit, non-GAAP operating income, non-GAAP net income, non-GAAP diluted earnings per share, non-GAAP diluted shares, and free cash flow. We believe that these non-GAAP financial measures provide meaningful supplemental information about the Company’s operating results primarily because they exclude amounts that we do not consider part of ongoing operating results when planning and forecasting for future periods and when assessing the performance of the organization. These non-GAAP financial measures exclude the following items as applicable, in each reporting period: acquisition-related expenses, change in deferred net revenue (online-enabled games), platform fees, income tax rate adjustments, and stock-based compensation. In addition, for purposes of assessing non-GAAP earnings per share for our cash bonus program, we adjust to exclude bonus expense.

## **OUR NEOs’ FISCAL 2020 COMPENSATION**

### ***Fiscal 2020 Annual Base Salary***

Base salaries for our NEOs are reviewed annually by the Compensation Committee and the Board of Directors. To determine an executive’s base salary, the Compensation Committee and the Board of Directors (in Mr. Wilson’s case), with assistance from Compensia, consider factors such as individual performance, the market for similar positions, including the pay practices for comparable positions at the companies in our peer group, level of responsibilities, complexity of role, experience, and internal compensation alignment.

As part of its May 2019 annual compensation review, the Compensation Committee approved fiscal 2020 base salary increases, effective June 1, 2019, of 3% for each of Ms. Miele and Messrs. Moss and Bruzzo, bringing each such NEO’s annual base salary to \$695,250. These increases in base salary for fiscal 2020 were made in recognition of their performance and contributions and were in line with Company-wide base salary merit increases for strong performers. The Board of Directors and the Compensation Committee made no changes to the base salaries for Messrs. Wilson and Jorgensen.

### **Fiscal 2020 Performance Cash Bonus Awards**

Each fiscal year, the Compensation Committee, and the Board of Directors for Mr. Wilson, sets the amounts of the target annual performance cash bonus awards as a percentage of each executive's base salary ("target bonus") based on factors including individual performance, the market for similar positions, including the pay practices of our peer group for comparable positions, level of responsibilities, complexity of role, and internal compensation alignment.

The Board of Directors, in the case of Mr. Wilson, and the Compensation Committee, in the case of the other NEOs, determined that there would be no increases in the target bonus percentages for the NEOs for fiscal 2020.

	<b>Base Salary for Fiscal 2020 (\$)</b>	<b>Target Bonus Percentage for Fiscal 2020</b>
Mr. Wilson .....	1,200,000	200%
Mr. Jorgensen .....	850,000	125%
Ms. Miele .....	691,875	100%
Mr. Moss .....	691,875	100%
Mr. Bruzzo .....	691,875	100%

Performance cash bonus awards represented approximately 55% of the average of our NEOs' annual target total cash compensation, thus putting at risk a significant portion of our NEOs' cash compensation.

**Fiscal 2020 Company Bonus Funding Percentage:** In order to align our NEOs' bonus payouts to the performance of the Company, each NEO's annual performance cash bonus award is tied to the bonus funding percentage applied to our overall Company bonus pool. Funding of the Company-wide bonus pool is based 50% on Company financial performance, with equal weighting given to our non-GAAP net revenue and non-GAAP diluted earnings per share, and 50% on our business performance. In addition, the Compensation Committee may exercise discretion (upwards, subject to the maximum payouts, or downwards) to adjust the bonus pool funding percentage further.

In fiscal 2020, our non-GAAP net revenue of \$5.21 billion was approximately 102.2% of our \$5.10 billion target and reflected a 5.4% increase from our actual fiscal 2019 non-GAAP net revenue of \$4.94 billion. Our non-GAAP diluted earnings per share of \$4.81 for fiscal 2020 was approximately 109.3% of our \$4.40 target and reflected a 13.2% increase from our actual fiscal 2019 non-GAAP earnings per share of \$4.25. The Company's financial performance resulted in a bonus pool funding percentage of 128.0%, based on the equal weighting of non-GAAP net revenue and non-GAAP diluted earnings per share. After reviewing and considering the Company's business performance for fiscal 2020, as highlighted above under "Fiscal 2020 Summary of EA's Business" and "Fiscal 2020 GAAP Financial Results and Operating Highlights," the Compensation Committee determined to fund the business performance component of the Company bonus pool at the same percentage as the financial performance component. The Company bonus pool was funded at 128.0% of aggregate employee target bonuses.

Appendix A to this Proxy Statement provides a reconciliation between our non-GAAP financial measures and our audited financial statements.



**Fiscal 2020 Individual Performance Measures and Achievements:** The Board of Directors (in the case of Mr. Wilson) and the Compensation Committee, in consultation with Mr. Wilson and our Chief People Officer (in the case of all other NEOs), assessed the individual performance of our NEOs in determining the final performance cash bonus payouts for fiscal 2020, as set forth below:

### FISCAL 2020 PERFORMANCE CASH BONUSES

	Target Annual Bonus Award	Company Bonus Funding Percentage (128.0%)	Actual Fiscal 2020 Performance Cash Bonus
Mr. Wilson .....	\$2,400,000	\$3,072,000	\$4,000,000
Mr. Jorgensen .....	\$1,062,500	\$1,360,000	\$1,700,000
Ms. Miele .....	\$ 691,875	\$ 885,600	\$1,175,000
Mr. Moss .....	\$ 691,875	\$ 885,600	\$1,125,000
Mr. Bruzzo .....	\$ 691,875	\$ 885,600	\$1,125,000

**Performance Cash Bonus Award for the CEO:** In determining Mr. Wilson's actual performance cash bonus award, the Board of Directors considered the weighting and achievement of Mr. Wilson's fiscal 2020 objectives set forth below.

Fiscal 2020 CEO Objectives	Target	Actual <sup>(1)</sup>
<b>Non-GAAP Financial Objectives (60% weight):</b> (in millions, except earnings per share and percentages)		
Net Revenue .....	\$5,100	\$5,211
Gross Profit .....	\$3,940	\$4,019
Operating Expenses .....	\$2,370	\$2,353
Diluted Earnings Per Share (based on share count of 303 million shares <sup>(2)</sup> ) .....	\$ 4.40	\$ 4.68
Operating Cash Flow .....	\$1,620	\$1,797
<b>Strategic and Operative Objectives (40% weight):</b>		
Execution of fiscal 2020 objectives to create great games and services, including metrics related to title launches, growth in live services, service availability, player experience and subscriber growth .....		
Execution of fiscal 2020 objectives to foster effective player engagement through in-game services and competitive gaming initiatives, including metrics related to engagement, retention and viewership .....		
Organizational health, including metrics relating to succession planning, employee engagement, performance management, and increasing diversity of women and underrepresented minorities within EA's global workforce .....		

(1) Appendix A to this Proxy Statement provides a reconciliation between our non-GAAP financial measures and our audited financial statements.

(2) For purpose of measuring achievement of Mr. Wilson's diluted earnings per share objective, a share count of 303 million was used to be consistent with the fiscal 2020 financial plan approved by the Board of Directors.

Factors that the Board of Directors considered in determining Mr. Wilson's individual performance included: his leadership of the Company's fiscal 2020 game portfolio and ongoing development of new IP, including the launch of *Star Wars Jedi: Fallen Order*<sup>TM</sup>, and continued success in top franchises, with *Madden NFL 20* being the most successful game ever in the franchise to date, setting multiple records for player engagement; his leadership in growing and delivering live services to expand reach and deepen player engagement, including growing player bases for Battlefield and FIFA, with the release of *FIFA 20* and updates to *FIFA Ultimate Team*; reaching over 20 million unique players worldwide in *The Sims*<sup>TM</sup> 4 life-to-date; leading the successful turnaround of *Star Wars*<sup>TM</sup> *Battlefront*<sup>TM</sup> II with critics re-reviewing the game to high scores and exceptional player sentiment; and achieving record live services net bookings of \$2,779 million for the fiscal year. Mr. Wilson's focus on fostering diverse and inclusive talent within the Company, succession planning, and the implementation of his strategy and direction for the Company for fiscal 2020, also were considered.

## ***Fiscal 2020 Performance Cash Bonus Award Determination for the Other NEOs***

### **Mr. Jorgensen, Chief Operating Officer and Chief Financial Officer**

To determine Mr. Jorgensen's actual performance cash bonus award, the Compensation Committee took into account that the Company exceeded its non-GAAP net revenue target and its non-GAAP earnings per share target in fiscal 2020, as well as Mr. Jorgensen's individual performance, including: his role helping the Company achieve record cash flow provided by operations in fiscal 2020 of \$1,797 million, while continuing to efficiently manage the Company's operating expenses; his leadership growing sales across EA's broad portfolio and diverse business models, including live services, for which we achieved record net bookings of \$2,779 million for the fiscal year; his management of the Company's stock repurchase program, including the repurchase of 12.3 million shares, returning over \$1.2 billion to stockholders; and effectively managing communications with investors and stockholders.

### **Ms. Miele, Chief Studios Officer**

To determine Ms. Miele's actual performance cash bonus award, the Compensation Committee took into account that the Company exceeded its non-GAAP net revenue target and its non-GAAP earnings per share target in fiscal 2020, as well as Ms. Miele's individual performance, including: the successful launch of eight new games during fiscal 2020, including, *Star Wars Jedi: Fallen Order™*, which won several awards, including the award for best adventure game at the 2020 D.I.C.E. awards; *Madden NFL 20*, our most successful game ever in the franchise to date, setting multiple records for player engagement; growth in our FIFA franchise with the release of *FIFA 20*, with VOLTA Football bringing an all-new dimension to the game, and deepening player engagement with updates to *FIFA Ultimate Team*; the release of *Need for Speed™ Heat* and *Plants vs. Zombies: Battle for Neighborville™*; the successful turnaround of *Star Wars™ Battlefront™ II* with critics re-reviewing the game to high scores and exceptional player sentiment; the continued expansion and success of *Battlefield™ V*, *The Sims™ 4* and *Apex Legends™*, which won Best Multiplayer at the 2020 BAFTA Game Awards; improved player engagement with our products and the increase in digital revenue driven by live service engagement, including for FIFA, Madden NFL, *Apex Legends™*, and *The Sims™ 4*; and Ms. Miele's overall leadership of our worldwide studios.

### **Mr. Moss, Chief Technology Officer**

To determine Mr. Moss' actual performance cash bonus award, the Compensation Committee took into account that the Company exceeded its non-GAAP net revenue target and its non-GAAP earnings per share target in fiscal 2020, as well as Mr. Moss' individual performance, including: the successful scaling and enhancement of EA's digital platform, the technology supporting our growing digital business; his leadership of EA's proprietary game engine technology, Frostbite; his team's support of the Company's products and services, such as ensuring the platform performance, security, stability, availability and timely delivery of the Company's games, all of which was critical to the strong execution exhibited in fiscal 2020 with the launch of eight major games; and leading development of EA's new technological innovations.

### **Mr. Bruzzo, Chief Marketing Officer**

To determine Mr. Bruzzo's actual performance cash bonus award, the Compensation Committee took into account that the Company exceeded its non-GAAP net revenue target and its non-GAAP earnings per share target in fiscal 2020, as well as Mr. Bruzzo's individual performance, including: successful multichannel global marketing campaigns for EA's major titles, including *Star Wars Jedi: Fallen Order™* and *Madden NFL 20*; broadening the reach of EA's subscription services, which are now available on three major platforms; his leadership growing sales across EA's broad portfolio and diverse business models, including live services; the expansion and execution of EA PLAY in June 2019, the Company's annual games showcase event; deepening EA's player relationships with a focus on engagement and retention; and his overall leadership of our marketing, publishing and analytics organization.

In addition to the achievements described above for our CEO and other NEOs, the Compensation Committee considered the NEOs' leadership in response to the unprecedented challenges of the COVID-19 pandemic. During the last quarter of fiscal 2020, beginning with the impact to our Asian operations and subsequently impacting substantially all of our business, our NEOs executed strategies addressing employee health and safety, business continuity, risk mitigation, and information technology to respond to the rapidly evolving situation of the pandemic. Among other things, we mobilized quickly to support our global workforce by enabling employees to work from home, enhancing our information technology systems to support our distributed workforce, mitigating the disruption to operations brought about by stay-at-home orders, and by continuing to deliver on our objectives. During this extraordinary time, our talented and dedicated teams worked to deliver new experiences for our players, including our "Stay & Play" program, designed to bring our global gaming community together virtually during a time when physical distancing has become the norm.

### ***Fiscal 2020 Annual Equity Awards Granted in June 2019***

The NEOs' annual equity awards for fiscal 2020 were comprised of 50% PRSUs with vesting tied to the Company's TSR relative to those companies listed in the NASDAQ-100 Index, and 50% RSUs with a 35-month vesting schedule, each as described above under "Our Elements of Pay — Equity Compensation — Annual Equity Awards." The award mix serves to align the interests of our NEOs and our stockholders and to promote long-term retention of a strong leadership team in an industry and geographic area that is highly competitive for executive talent. Our executives are highly desirable candidates for competitors in the gaming industry, as well as broader technology companies, including those pursuing interactive entertainment.

In making the determinations for the size of each NEO's annual equity award, the Board of Directors, in the case of Mr. Wilson, and the Compensation Committee, in the case of all other NEOs, reviewed and considered various factors and information, including Company performance, each NEO's role, individual performance, the value of their unvested equity awards for retention considerations, the grant date fair-value of the award, competitive market practices, including benchmarking data for the position, and internal compensation alignment among our executive officers.

Approximately 80% of our NEOs' average aggregate annual target total direct compensation for fiscal 2020 was delivered in the form of long-term equity awards (excluding the special performance-based restricted stock unit awards granted to Ms. Miele and Messrs. Jorgensen and Moss in November 2019, as described below under "Special Performance-Based Restricted Stock Unit Awards Granted in November 2019" because we do not consider these awards to be part of their annual target total direct compensation).

The following table shows the target value of the annual equity awards granted to our NEOs in fiscal 2020:

	Target PRSUs <sup>(1)(2)</sup> (\$)	RSUs <sup>(1)(2)</sup> (\$)
Mr. Wilson .....	7,500,000	7,500,000
Mr. Jorgensen .....	3,750,000	3,750,000
Ms. Miele .....	2,750,000	2,750,000
Mr. Moss .....	2,750,000	2,750,000
Mr. Bruzzo .....	2,500,000	2,500,000

(1) Represents the target value of the awards approved by the Compensation Committee on May 15, 2019 and the Board of Directors on May 16, 2019, in the case of Mr. Wilson. On the date of grant, the values above were converted into a number of PRSUs or RSUs, as applicable, based on the closing price of our common stock on the grant date of \$92.44, rounded down to the nearest whole unit.

(2) Awards granted on June 17, 2019.

### **Special Performance-Based Restricted Stock Unit Awards Granted in November 2019**

In November 2019, the Compensation Committee approved the grant of special performance-based restricted stock unit awards (the “November 2019 PRSUs”) to Ms. Miele and Messrs. Jorgensen and Moss. The November 2019 PRSUs were granted to retain and incentivize these key executives, whom the Compensation Committee believes are critical to the Company’s ability to achieve its long-term strategic plan and to further align the incentives of our key executives with stockholder interests. The Compensation Committee considered the Company’s increased financial and operating performance and outlook and the competitive landscape for executive talent in the industry, including among broader technology companies with significantly greater resources pursuing interactive entertainment. No other member of the Company’s executive team, including our CEO, received such awards.

The terms of the November 2019 PRSUs are substantially the same as the PRSUs granted as part of the NEOs’ annual equity awards, as described above under “Our Elements of Pay — Equity Compensation — Annual Equity Awards — PRSUs,” with key differences described below:

- a four-year performance period beginning September 29, 2019 and ending on September 30, 2023;
- two vesting measurement periods, with the first period beginning on September 29, 2019 and ending on October 2, 2021; and the second period beginning on September 29, 2019 and ending on September 30, 2023; and
- two tranches with one-half of the target number of November 2019 PRSUs eligible to be earned at each vesting measurement period, with the payout ranging from 0% to 200% of the target November 2019 PRSUs for the applicable tranche, based on the Company’s Relative NASDAQ-100 TSR Percentile, as described above under “Our Elements of Pay — Equity Compensation — Annual Equity Awards — PRSUs.”

The Compensation Committee determined the size of the November 2019 PRSUs as a means to provide significant retention and incentive motivations to the participants. The following table shows the target value of the November 2019 PRSUs granted to Ms. Miele and Messrs. Jorgensen and Moss in fiscal 2020:

	<b>Target November 2019 PRSUs<sup>(1)(2)</sup> (\$)</b>
Mr. Jorgensen .....	7,500,000
Ms. Miele .....	7,000,000
Mr. Moss .....	5,500,000

(1) Represents the target value of the awards approved by the Compensation Committee on November 5, 2019. On the date of grant, the values above were converted into a number of November 2019 PRSUs based on the closing price of our common stock on the grant date of \$97.39, rounded down to the nearest whole unit.

(2) Awards were granted on November 18, 2019.

For each of Messrs. Jorgensen and Moss, the award reflected a target value of PRSUs equivalent to his prior annual equity award. For Ms. Miele, her award reflected an increase from the value of her prior annual equity award, as the Compensation Committee considered her increased responsibilities within her role as Chief Studios Officer.

### **OTHER COMPENSATION INFORMATION**

#### **Benefits and Retirement Plans**

We provide a wide array of significant employee benefit programs to all of our regular, full-time employees, including our NEOs, including medical, dental, prescription drug, vision care, disability insurance, life insurance, accidental death and dismemberment (“AD&D”) insurance, a flexible spending plan, business travel accident insurance, an educational reimbursement program, an adoption assistance program, an employee assistance program, an employee stock purchase plan, paid time off, and relocation assistance.

We offer retirement plans to our employees based upon their country of employment. In the United States, our employees, including our NEOs, are eligible to participate in a tax-qualified 401(k) plan, with a Company discretionary matching contribution of up to 6% of eligible compensation. The amount of the total matching contribution is determined based on the Company's fiscal year performance. We also maintain a nonqualified deferred compensation plan in which executive-level employees, including our NEOs and our directors, are eligible to participate. None of our NEOs participated in the deferred compensation plan during fiscal 2020.

### ***Perquisites and Other Personal Benefits***

While our NEOs generally receive the same benefits that are available to our other regular, full-time employees, they also receive certain additional benefits, including access to a Company-paid physical examination program, and greater maximum benefit levels for life insurance, AD&D, and long-term disability coverage. We consider these benefits to be standard components of a competitive executive compensation package. Our officers with a ranking of vice president and above and certain worldwide studio organization employees are also eligible to participate in the EA Executive and Studio Leadership Digital Game Benefit program. Company reimbursed air and ground transportation generally is limited to business travel.

### ***Change in Control Arrangements and Severance***

Our executives with a ranking of senior vice president and above are eligible to participate in the Electronic Arts Inc. Change in Control Plan (the "CiC Plan"), which is a "double-trigger" change in control plan that provides our executives with payments and benefits if they incur a qualifying termination of employment in connection with a change in control. For more information on the CiC Plan, please refer to the information included under the heading "Potential Payments Upon Termination or Change in Control" below.

We also maintain an ERISA-regulated severance plan (the "Severance Plan") that applies generally to our regular full-time U.S.-based employees. Under the Severance Plan, eligible employees (including our executive officers) whose employment is involuntarily terminated in connection with a reduction in force may receive a cash severance payment and premiums for continued health benefits, if such benefits are continued pursuant to COBRA. Any severance arrangements with our NEOs, whether paid pursuant to the Severance Plan or otherwise, require the prior approval of the Compensation Committee. In the event of a change in control of the Company, any cash severance payable under the Severance Plan may be reduced, in whole or in part, by any amount paid under the CiC Plan.

### ***Stock Ownership Holding Requirements***

We maintain stock ownership holding requirements for our Section 16 officers. Our Section 16 officers who hold the title of senior vice president must maintain stock ownership equal to at least 1x their base salary. The stock ownership multiple increases to 2x base salary for Section 16 officers who are executive vice presidents and 5x base salary for our CEO. We test the stock ownership holding requirement on an annual basis, and any Section 16 officer not in compliance with these guidelines must hold 50% of any net after-tax shares vesting from equity awards until the applicable requirement is met.

As of March 28, 2020, the last day of fiscal 2020, each of our executive officers had either met his or her then-applicable stock ownership holding requirement or had not yet reached the date on which he or she is required to meet his or her ownership requirement, which is generally 50 months from the date of hire or appointment.

### ***Insider Trading, Anti-Hedging and Anti-Pledging Policies***

Please see page 16 of this Proxy Statement under the heading "Insider Trading, Anti-Hedging and Anti-Pledging Policies." These policies are also applicable to our NEOs.



### ***Compensation Recovery (Clawbacks)***

Our equity award agreements provide that if an employee engages in fraud or other misconduct that contributes to an obligation to restate the Company's financial statements, the Compensation Committee may terminate the equity award and recapture any equity award proceeds received by the employee within the 12-month period following the public issuance or filing of the financial statements required to be restated.

### ***Risk Considerations***

The Compensation Committee considers, in establishing and reviewing our compensation programs, whether the programs encourage unnecessary or excessive risk taking and has concluded that they do not. See the section of this Proxy Statement entitled "Oversight of Risk Issues — Compensation Risk Assessment" above for an additional discussion of risk considerations.

### ***Impact of Tax Treatment***

Historically, Section 162(m) of the Internal Revenue Code precluded a public company from taking a tax deduction for annual compensation in excess of \$1 million paid to its chief executive officer and the three most highly paid executive officers other than the chief financial officer ("covered employees"); this limitation did not apply to compensation that satisfied tax code requirements for qualifying performance-based compensation. However, effective for taxable years beginning on or after January 1, 2018, the Tax Cuts and Jobs Act of 2017 ("Tax Act") repealed the performance-based compensation exception, revised the definition of covered employees to include any individual who served as the chief executive officer or chief financial officer at any time during the taxable year, and provides that once an individual is considered a covered employee for any taxable year beginning after December 31, 2016, he or she will be considered a covered employee for all future years, including following any termination of employment. As a result, compensation paid to covered employees in excess of \$1 million generally will be nondeductible, regardless of whether it is performance-based. Transition rules under the Tax Act allow payments made pursuant to written binding contracts in effect as of November 2, 2017 (if they are not materially modified after that date), to be deductible based on the pre-Tax Act rules. To the extent applicable to our existing contracts and awards, we intend to deduct such payments as appropriate, but there is no guarantee that such payments will be deductible.

We do not intend to change our pay-for-performance approach to awarding executive pay even though the Tax Act effectively eliminated the tax benefits of awarding qualifying performance-based compensation. At the same time, the Compensation Committee believes it is important to retain discretion and maximum flexibility in designing appropriate executive compensation programs and establishing competitive forms and levels of executive compensation that are in the best interests of the Company and our stockholders.

We do not provide any executive officer, including any NEO, with any excise tax "gross-up" or other reimbursement payment for any tax liability that he or she might owe as a result of the application of Sections 280G or 4999 of the Internal Revenue Code. Section 409A of the Internal Revenue Code imposes additional significant taxes and penalties on the individual if an executive officer, director or other service provider is entitled to "deferred compensation" that does not comply with the requirements of Section 409A of the Internal Revenue Code. We have structured deferred compensation in a manner intended to comply with or be exempt from Section 409A of the Code, and the regulations and other guidance promulgated thereunder.

## **COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION**

*The following Compensation Committee Report on Executive Compensation shall not be deemed to be “soliciting material” or to be “filed” with the SEC nor shall this information be incorporated by reference into any future filing under the Securities Act or the Exchange Act except to the extent that EA specifically incorporates it by reference into a filing.*

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis. Based on its review and discussions with management, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

### **COMPENSATION COMMITTEE MEMBERS**

**Jay C. Hoag (Chair)**

**Leonard S. Coleman**

**Heidi Ueberroth**

# EXECUTIVE COMPENSATION

## FISCAL 2020 SUMMARY COMPENSATION TABLE

The following table shows information concerning the compensation earned by or awarded to our Chief Executive Officer, our Chief Operating and Financial Officer, and our next three most highly compensated executive officers, in each case, for fiscal 2020, and, where applicable, fiscal 2019 and fiscal 2018. For purposes of the compensation tables that follow, we refer to these individuals collectively as the “Named Executive Officers” or “NEOs.”

Name and Principal Position for Fiscal 2020	Fiscal Year	Salary (\$)	Stock Awards (\$) <sup>(1)</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>(2)</sup>	All Other Compensation (\$) <sup>(3)</sup>	Total (\$)
Andrew Wilson Chief Executive Officer	2020	1,200,000	16,022,956	4,000,000	142,795	21,365,751
	2019	1,192,308	17,090,597	—	37,166	18,320,071
	2018	1,141,731	32,025,759	2,500,000	61,274	35,728,764
Blake Jorgensen Chief Operating and Financial Officer	2020	850,000	16,864,334	1,700,000	96,247	19,510,581
	2019	850,000	8,545,299	—	16,564	9,411,863
	2018	794,211	17,377,775	1,100,000	14,055	19,286,041
Laura Miele Chief Studios Officer	2020	691,745	14,137,880	1,175,000	79,900	16,084,525
	2019	675,000	6,266,288	—	11,544	6,952,832
Kenneth Moss Chief Technology Officer	2020	691,745	12,367,266	1,125,000	79,710	14,263,721
	2019	675,000	6,266,288	—	13,592	6,954,880
	2018	645,865	13,242,574	630,000	14,327	14,532,766
Chris Bruzzo Chief Marketing Officer	2020	691,745	5,340,920	1,125,000	71,597	7,229,262
	2019	675,000	5,696,866	—	15,326	6,387,192
	2018	620,865	4,539,994	530,000	22,433	5,713,292

(1) Represents the aggregate grant date fair value of RSUs, PRSUs, November 2019 PRSUs (with respect to fiscal 2020), and PIRSU (with respect to fiscal 2018). Grant date fair value is determined for financial statement reporting purposes in accordance with FASB ASC Topic 718 and the amounts shown may not reflect the actual value realized by the recipient. For RSUs and PIRSU, grant date fair value is calculated using the closing price of our common stock on the grant date, with the PIRSU being valued at target. For the PRSUs and November 2019 PRSUs, which are subject to market conditions related to total stockholder return, the grant date fair value reported is based upon the probable outcome of such conditions using a Monte-Carlo simulation model. For additional information regarding the valuation methodology for RSUs, PRSUs, November 2019 PRSUs, and PIRSU, see Note 15, “Stock-Based Compensation and Employee Benefit Plans,” to the Consolidated Financial Statements in our Annual Report. The PRSUs and November 2019 PRSUs granted to our NEOs in fiscal 2020 are referred to as “Market-Based Restricted Stock Units” in Note 15, “Stock-Based Compensation and Employee Benefit Plans,” to the Consolidated Financial Statements in our Annual Report.

The actual vesting of the PRSUs and the November 2019 PRSUs will be between 0% and 200% of the target number of PRSUs and November 2019 PRSUs granted. The value of the PRSUs on the date of grant assuming the highest level of performance conditions will be achieved is \$14,999,869 for Mr. Wilson, \$7,499,842 for Mr. Jorgensen, \$5,499,995 for Ms. Miele, \$5,499,995 for Mr. Moss, and \$4,999,895 for Mr. Bruzzo, which is based on maximum vesting of the PRSUs multiplied by the closing price of our common stock on the grant date. The value of the November 2019 PRSUs on the date of grant assuming the highest level of performance conditions will be achieved is \$14,999,813 for Mr. Jorgensen, \$13,999,813 for Ms. Miele, and \$10,999,811 for Mr. Moss, which is based on maximum vesting of the November 2019 PRSUs multiplied by the closing price of our common stock on the grant date. For additional information regarding the specific terms of the PRSUs and November 2019 PRSUs granted to our NEOs in fiscal 2020, see the “Fiscal 2020 Grants of Plan-Based Awards Table” below.

(2) Represents amounts awarded to each NEO under the Executive Bonus Plan for fiscal 2020. For additional information about the bonuses paid to our NEOs in fiscal 2020, see “Our NEOs’ Fiscal 2020 Compensation — Fiscal 2020 Performance Cash Bonus Awards” in the “Compensation Discussion and Analysis” above.



(3)

### Fiscal 2020 All Other Compensation

Name	Insurance Premiums (\$) <sup>(A)</sup>	401(k) Contributions (\$) <sup>(B)</sup>	Other (\$) <sup>(C)</sup>
Andrew Wilson	1,270	12,600	128,925
Blake Jorgensen	1,270	12,600	82,377
Laura Miele	1,270	12,736	65,894
Kenneth Moss	1,270	12,709	65,731
Chris Bruzzo	1,270	12,709	57,618

(A) Amounts shown represent premiums paid on behalf of our NEOs under Company sponsored group life insurance, AD&D and long-term disability programs.

(B) Amounts shown reflect Company matching contributions under the Company's 401(k) plan.

(C) For each NEO, amounts include the value of a one-time payment of accrued paid time off in connection with the transition in fiscal 2020 to a flexible time-off policy for executives in the amount of \$101,360 for Mr. Wilson, \$81,731 for Mr. Jorgensen, \$64,904 for Ms. Miele, \$64,904 for Mr. Moss, and \$57,015 for Mr. Bruzzo. For Mr. Wilson, the amount also includes imputed income of \$1,084 attributable to personal air travel; membership dues of \$25,000 for an executive organization; and \$743 for video game codes and a leadership team event gift.

### FISCAL 2020 GRANTS OF PLAN-BASED AWARDS TABLE

The following table shows information regarding non-equity incentive and equity plan-based awards granted to our NEOs during fiscal 2020.

Name	Grant Date	Approval Date <sup>(1)</sup>	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards <sup>(2)</sup>		Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(3)</sup>		All Other Stock Awards: Number of Shares of Stock or Units <sup>(4)</sup>	Grant Date Fair Value of Stock and Option Awards (\$) <sup>(5)</sup>
			Target (\$)	Maximum (\$)	Target (#)	Maximum (#)		
Andrew Wilson								
Annual Bonus Opportunity	—	—	2,400,000	5,000,000	—	—	—	—
PRsUs	6/17/2019	5/16/2019	—	—	81,133	162,266	—	8,523,022
RSUs	6/17/2019	5/16/2019	—	—	—	—	81,133	7,499,935
Blake Jorgensen								
Annual Bonus Opportunity	—	—	1,062,500	3,187,500	—	—	—	—
PRsUs	6/17/2019	5/15/2019	—	—	40,566	81,132	—	4,261,458
November 2019 PRsUs	11/18/2019	11/5/2019	—	—	77,009	154,018	—	8,852,955
RSUs	6/17/2019	5/15/2019	—	—	—	—	40,566	3,749,921
Laura Miele								
Annual Bonus Opportunity	—	—	691,875	2,075,625	—	—	—	—
PRsUs	6/17/2019	5/15/2019	—	—	29,749	59,498	—	3,125,132
November 2019 PRsUs	11/18/2019	11/5/2019	—	—	71,875	143,750	—	8,262,750
RSUs	6/17/2019	5/15/2019	—	—	—	—	29,749	2,749,998
Kenneth Moss								
Annual Bonus Opportunity	—	—	691,875	2,075,625	—	—	—	—
PRsUs	6/17/2019	5/15/2019	—	—	29,749	59,498	—	3,125,132
November 2019 PRsUs	11/18/2019	11/5/2019	—	—	56,473	112,946	—	6,492,136
RSUs	6/17/2019	5/15/2019	—	—	—	—	29,749	2,749,998
Chris Bruzzo								
Annual Bonus Opportunity	—	—	691,875	2,075,625	—	—	—	—
PRsUs	6/17/2019	5/15/2019	—	—	27,044	54,088	—	2,840,972
RSUs	6/17/2019	5/15/2019	—	—	—	—	27,044	2,499,947

(1) Each grant was approved on the approval date indicated above by our Compensation Committee or the Board of Directors, in the case of our CEO, for the grant on the specific grant date indicated above.

- (2) The amounts shown represent the target and maximum amount of cash bonus plan awards provided for under the Executive Bonus Plan for all NEOs. The target amounts are pre-established as a percentage of salary and the maximum amounts represent the greatest payout that could be made under the Executive Bonus Plan. For more information regarding our NEOs' bonus targets for fiscal 2020, an explanation of the amount of salary and bonus targets in proportion to total compensation and the actual cash bonus earned by each NEO for fiscal 2020, see the sections titled "Our Elements of Pay" and "Our NEOs' Fiscal 2020 Compensation" in the "Compensation Discussion and Analysis" above.
- (3) Represents awards of PRSUs granted to each of our NEOs under our 2000 EIP and awards of November 2019 PRSUs granted to certain of our NEOs under our 2019 EIP.

The PRSUs are earned over a three-year performance period. The number of PRSUs that may be earned and eligible to vest is based on EA's Relative NASDAQ-100 TSR Percentile measured over 12-month, 24-month cumulative and 36-month cumulative periods, subject to the NEO's continuous employment with us through the applicable vesting date(s). The November 2019 PRSUs are earned over a four-year performance period. The number of November 2019 PRSUs that may be earned and eligible to vest is based on EA's Relative NASDAQ-100 TSR Percentile measured over 8-quarter and cumulative 16-quarter periods, subject to the NEO's continuous employment with us through the applicable vesting date(s).

For additional information regarding the specific terms of the PRSUs and the November 2019 PRSUs granted in fiscal 2020, see the sections titled "Our NEOs' Fiscal 2020 Compensation — Annual Equity Awards — PRSUs" and "Our NEOs' Fiscal 2020 Compensation — Special Performance-Based Restricted Stock Unit Awards Granted in November 2019" in the "Compensation Discussion and Analysis" above.

- (4) Represents awards of RSUs granted to our NEOs under our 2000 EIP. RSUs vested as to one-third of the units on May 17, 2020; the remainder of the units will vest in approximately equal increments every six months thereafter until the award is fully vested on May 17, 2022, subject to the NEO's continued employment with us through each applicable vesting date. For additional information regarding the specific terms of the RSUs granted to our NEOs in fiscal 2020, see the section titled "Equity Compensation — Annual Equity Awards — RSUs" in the "Compensation Discussion and Analysis" above.
- (5) Amounts determined pursuant to FASB ASC Topic 718. For grants of RSUs, represents the aggregate grant date fair value of RSUs calculated using the closing price of our common stock on the date of grant. For grants of PRSUs and November 2019 PRSUs that are subject to market conditions related to total stockholder return, the grant date fair value reported is based upon the probable outcome of such conditions using a Monte-Carlo simulation method. For a more detailed discussion of the valuation methodology and assumptions used to calculate grant date fair value, see Note 15 "Stock-Based Compensation and Employee Benefit Plans," to the Consolidated Financial Statements in our Annual Report; the PRSUs and November 2019 PRSUs granted to our NEOs in fiscal 2020 are referred to as "Market-Based Restricted Stock Units" in Note 15 to the Consolidated Financial Statements in our Annual Report.

## OUTSTANDING EQUITY AWARDS AT FISCAL 2020 YEAR-END TABLE

The following tables show information regarding outstanding stock options, RSUs, PRSUs, November 2019 PRSUs and PIRSUs held by our NEOs as of the end of fiscal 2020.

All stock options, RSUs, PRSUs and PIRSUs were granted pursuant to our 2000 EIP. The November 2019 PRSUs were granted pursuant to our 2019 EIP. The market value of the unvested RSUs, PRSUs, November 2019 PRSUs and PIRSUs is determined by multiplying the number of unvested RSUs by \$95.37, the per share closing price of the Company's common stock on March 27, 2020, the last trading day of fiscal 2020.

Name	Option Grant Date	Outstanding Option Awards <sup>(1)</sup>			
		Number of Securities Underlying Unexercised Options (#)		Option Exercise Price (\$)	Option Expiration Date
		Exercisable	Unexercisable		
Andrew Wilson	10/31/2013	550,000	—	26.25	10/31/2023
	6/16/2014	166,389	—	35.70	6/16/2024
Blake Jorgensen	6/16/2014	24,275	—	35.70	6/16/2024
Laura Miele	6/16/2014	13,706	—	35.70	6/16/2024
Kenneth Moss	7/16/2014	122,850	—	37.12	7/16/2024
Chris Bruzzo	9/16/2014	38,402	—	37.02	9/16/2024

(1) All outstanding options were vested and exercisable as of March 28, 2020, the last day of fiscal 2020.

Name	Grant Date	Outstanding Stock Awards			
		Time-Based Vesting Awards		Performance-Based Vesting Awards	
		Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Andrew Wilson	6/16/2017	—	—	39,364 <sup>(1)</sup>	3,754,145
	6/18/2018	—	—	51,774 <sup>(1)</sup>	4,937,686
	6/17/2019	—	—	81,133 <sup>(1)</sup>	7,737,654
	6/16/2017	—	—	135,734 <sup>(2)</sup>	12,944,952
	6/16/2017	22,623 <sup>(3)</sup>	2,157,556	—	—
	6/18/2018	25,887 <sup>(4)</sup>	2,468,843	—	—
	6/17/2019	81,133 <sup>(4)</sup>	7,737,654	—	—
Blake Jorgensen	6/16/2017	—	—	17,058 <sup>(1)</sup>	1,626,821
	6/18/2018	—	—	25,887 <sup>(1)</sup>	2,468,843
	6/17/2019	—	—	40,566 <sup>(1)</sup>	3,868,779
	6/16/2017	—	—	90,489 <sup>(2)</sup>	8,629,936
	11/18/2019	—	—	77,009 <sup>(5)</sup>	7,344,348
	6/16/2017	9,803 <sup>(3)</sup>	934,912	—	—
	6/18/2018	12,943 <sup>(4)</sup>	1,234,374	—	—
6/17/2019	40,566 <sup>(4)</sup>	3,868,779	—	—	
Laura Miele	6/16/2017	—	—	9,186 <sup>(1)</sup>	876,069
	6/18/2018	—	—	18,983 <sup>(1)</sup>	1,810,409
	6/17/2019	—	—	29,749 <sup>(1)</sup>	2,837,162
	11/18/2019	—	—	71,875 <sup>(5)</sup>	6,854,719
	6/16/2017	5,279 <sup>(3)</sup>	503,458	—	—
	6/18/2018	9,492 <sup>(4)</sup>	905,252	—	—
	6/17/2019	29,749 <sup>(4)</sup>	2,837,162	—	—
Kenneth Moss	6/16/2017	—	—	14,434 <sup>(1)</sup>	1,376,571
	6/18/2018	—	—	18,983 <sup>(1)</sup>	1,810,409
	6/17/2019	—	—	29,749 <sup>(1)</sup>	2,837,162
	6/16/2017	—	—	63,342 <sup>(2)</sup>	6,040,927
	11/18/2019	—	—	56,473 <sup>(5)</sup>	5,385,830
	6/16/2017	8,295 <sup>(3)</sup>	791,094	—	—
	6/18/2018	9,492 <sup>(4)</sup>	905,252	—	—
6/17/2019	29,749 <sup>(4)</sup>	2,837,162	—	—	
Chris Bruzzo	6/16/2017	—	—	10,498 <sup>(1)</sup>	1,001,194
	6/18/2018	—	—	17,258 <sup>(1)</sup>	1,645,895
	6/17/2019	—	—	27,044 <sup>(1)</sup>	2,579,186
	6/16/2017	6,033 <sup>(3)</sup>	575,367	—	—
	6/18/2018	8,629 <sup>(4)</sup>	822,948	—	—
	6/17/2019	27,044 <sup>(4)</sup>	2,579,186	—	—

(1) Represents PRSUs assuming target achievement levels of 100%. One-third of the PRSUs from each grant (plus, if applicable, any Remaining Award Units), are available to be earned and converted into shares one month prior to each of the first three anniversaries of the grant date (each such date a "Vesting Opportunity"). The number of PRSUs that are earned and eligible to vest for a given Vesting Opportunity is based on EA's Relative NASDAQ-100 TSR Percentile for the applicable measurement period. For additional information regarding the specific terms of the PRSUs granted to our NEOs, including the actual percentage attainment for the outstanding PRSUs that were earned at the end of fiscal 2020 and vested in May 2020, see the discussion under the section titled "Equity Compensation — Annual Equity Awards — PRSUs" in the "Compensation Discussion and Analysis" above.

(2) Represents PIRSUs, assuming target achievement levels of 100%. The number of PIRSUs that may vest is based on the achievement of one or both of the non-GAAP net revenue and FCF goals over the four-year performance period. For additional information regarding the specific terms of the PIRSUs granted to certain of our NEOs, see the discussion under the section titled "Equity Compensation — Other Performance-Based Equity Awards" in the "Compensation Discussion and Analysis" above. Any earned PIRSUs will vest in full on May 26, 2021.

(3) Represents an award of RSUs that vested as to one-third of the units one month prior to each of the first three anniversaries of the grant date.

- (4) Represents an award of RSUs that vested or will vest as to one-third of the units one month prior to the first anniversary of the grant date, with the remainder of the units to vest in approximately equal increments every six months thereafter until the award is fully vested one month prior to the third anniversary of the grant date.
- (5) The amounts shown assume target achievement levels of 100%. The November 2019 PRSUs may be earned at up to 200% of target, assuming maximum achievement. One-half of the November 2019 PRSUs are available to be earned and converted into shares on each of the second and fourth anniversaries of the grant date (each, a “vest date”). The number of November 2019 PRSUs that are earned and eligible to vest on a given vest date is based on EA’s Relative NASDAQ-100 TSR Percentile for the applicable measurement period. For additional information regarding the specific terms of the November 2019 PRSUs granted to certain of our NEOs, see the discussion of “Our NEOs’ Fiscal 2020 Compensation — Special Performance-Based Restricted Stock Unit Awards Granted in November 2019” in the “Compensation Discussion and Analysis” above.

## FISCAL 2020 OPTION EXERCISES AND STOCK VESTED TABLE

The following table shows all stock options exercised and the value realized upon exercise, as well as all RSUs and PRSUs vested and the value realized upon vesting by our NEOs during fiscal 2020.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) <sup>(1)</sup>	Number of Shares Acquired on Vesting (#) <sup>(2)</sup>	Value Realized on Vesting (\$) <sup>(3)</sup>
Andrew Wilson	120,000	9,314,600	111,577	10,812,407
Blake Jorgensen	—	—	51,792	5,019,463
Laura Miele	—	—	26,452	2,565,297
Kenneth Moss	—	—	40,383	3,913,399
Chris Bruzzo	45,000	3,272,062	32,533	3,153,252

- (1) The value realized upon the exercise of stock options is calculated by: (a) subtracting the option exercise price from the market value of EA common stock on the date of exercise to determine the realized value per share, and (b) multiplying the realized value per share by the number of shares of EA common stock underlying the options exercised.
- (2) Represents shares of EA common stock released upon vesting of RSUs and PRSUs during fiscal 2020.
- (3) The value realized upon vesting of RSUs and PRSUs is calculated by multiplying the number of RSUs and PRSUs vested by the closing price of EA common stock on the trading day prior to the vesting date.

## POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

### *Termination of Employment*

Our NEOs have not entered into employment agreements with the Company. In connection with a termination of employment, all outstanding equity awards held by our NEOs will be forfeited upon termination unless the applicable NEO’s employment is terminated for reasons due to death, disability or a change in control of the Company.

### *Electronic Arts Change in Control Plan*

Our NEOs participate in the Electronic Arts Inc. Change in Control Plan (the “CiC Plan”). The CiC Plan is filed as Exhibit 10.4 on the Company’s current report on Form 8-K dated May 18, 2018. The CiC Plan is a “double-trigger” plan, which provides those serving as Senior Vice Presidents and above with payments and benefits if their employment is terminated without “cause” or if they resign for “good reason” (each, as defined in the CiC Plan) during the three-month period preceding or 18-month period following a change in control of the Company (and the Compensation Committee determines the termination of employment was made in connection with the change in control). The CiC Plan payments and benefits include a lump sum cash severance payment, consisting of 1.5 times (or 2 times, in the case of the CEO) the sum of the NEO’s annual base salary, as in effect immediately prior to the date of termination, and the NEO’s target annual cash bonus opportunity for the year of termination, continued health benefits or equivalent payments for up to 18 months (or 24 months for our CEO) and full vesting of all outstanding and unvested equity awards, other than performance-based equity awards, the vesting of which is governed by the terms of the applicable equity award agreements, as described below.

The CiC Plan does not provide for any additional payments or benefits (for example, tax gross-ups or reimbursements) in the event that the payments under the CiC Plan and other arrangements offered by

the Company or its affiliates cause an executive officer to owe an excise tax under Sections 280G and 4999 of the Code (“Section 280G”). However, the CiC Plan provides that, if an executive officer would receive a greater net after-tax benefit by having his or her CiC Plan payments reduced to an amount that would avoid the imposition of the Section 280G excise tax, his or her payment will be reduced accordingly.

As a condition to our NEOs’ right to receive the payments and benefits provided under the CiC Plan, the NEO is required to execute a waiver of claims against the Company (unless the requirement is waived) that includes a no defamation provision.

### ***PRSUs and November 2019 PRSUs***

Pursuant to the terms of the PRSUs and November 2019 PRSUs, if a change in control of the Company occurs prior to the expiration of the performance period and the NEO remains employed by the Company, or the Company’s successor entity, the PRSUs and November 2019 PRSUs may vest on their scheduled vesting date(s) following a change in control of the Company. The Company’s Relative NASDAQ-100 TSR Percentile as of the effective date of the change in control will be applied to determine the number of PRSUs and November 2019 PRSUs earned and eligible to vest (the “Eligible Units”) at each remaining vesting opportunity in the applicable vesting measurement period(s). If the employment of the NEO is terminated without “cause” or the NEO resigns for “good reason” during the three-month period preceding or 18-month period following a change in control of the Company, and the Compensation Committee determines the termination of employment was made in connection with the change in control, the Eligible Units will vest in full upon the date of such qualifying termination, subject to the timely execution of a severance agreement and release of claims against the Company. The reduction of the recipient’s awards in respect of Section 280G is applied in the same manner with respect to the PRSUs and November 2019 PRSUs as under the CiC Plan.

### ***PIRSUs***

In the event of a change in control of the Company prior to the completion of the performance period, the Compensation Committee will proportionally adjust the FCF and non-GAAP net revenue targets based on the length of the performance period between April 2, 2017 and the most recently completed fiscal quarter to determine the number of PIRSUs that can be earned on a pro rata basis. The Compensation Committee shall determine and certify in writing, as of the effective date of the change in control, the extent to which the adjusted FCF and non-GAAP net revenue performance measures have been achieved. In the unlikely scenario where the achievement of the performance targets cannot be ascertained as of the effective date of the change in control, the NEO will be eligible to vest in the amount of the adjusted target PIRSUs. If the NEO remains employed by the Company, or the Company’s successor entity, the PIRSUs will vest in full on their scheduled vesting date. If the employment of the NEO is terminated without “cause” or the NEO resigns for “good reason” during the three-month period preceding or 18-month period following a change in control of the Company (and the Compensation Committee determines the termination of employment was made in connection with the change in control), the PIRSUs will vest in full upon the later to occur of the NEO’s termination date and the date of the change in control, subject to the NEO’s timely execution of a severance agreement and release of claims against the Company.

The following table sets forth an estimate of the potential payments and benefits under the CiC Plan and the terms of the PRSUs, November 2019 PRSUs and PIRSUs, as described above, that would be payable to our NEOs assuming they incurred a termination of employment without “cause” or for “good reason” in connection with a change in control of the Company, and both events occurred on March 28, 2020, the last day of fiscal 2020. For purposes of the estimates below, we used the closing price of our common stock on March 27, 2020 (the last trading day of fiscal 2020) of \$95.37 per share.

Name	Cash Severance Award (\$) <sup>(1)</sup>	RSUs (\$) <sup>(2)</sup>	PRSUs and November 2019			Total (\$)
			PRSUs (\$) <sup>(3)</sup>	PIRSUs (\$) <sup>(4)</sup>	Other (\$) <sup>(5)</sup>	
Andrew Wilson	7,200,000	12,364,053	8,513,775	9,708,666	56,735	37,843,229
Blake Jorgensen	2,868,750	6,038,065	13,755,501	6,472,380	27,562	29,162,258
Laura Miele	2,085,750	4,245,872	11,934,983	—	43,091	18,309,696
Kenneth Moss	2,085,750	4,533,508	10,123,239	4,530,647	43,091	21,316,235
Chris Bruzzo	2,085,750	3,977,501	2,789,000	—	43,091	8,895,342

- (1) Represents the sum of each NEO’s annual base salary as of March 28, 2020 and target cash bonus opportunity for fiscal 2020, respectively, multiplied by 2 with respect to Mr. Wilson and by 1.5 with respect to Mr. Jorgensen, Ms. Miele, Mr. Moss and Mr. Bruzzo.
- (2) Represents the value of unvested RSUs that would accelerate and vest on a qualifying termination of employment in connection with a change in control occurring on March 28, 2020, based on the closing price of our common stock on March 27, 2020, the last trading day of fiscal 2020.
- (3) Represents the value of unvested PRSUs and November 2019 PRSUs that would accelerate and vest on a qualifying termination of employment in connection with a change in control occurring on March 28, 2020. For purposes of the table, we have used EA’s Relative NASDAQ-100 TSR Percentiles as of March 28, 2020, which was in the 27th percentile with respect to PRSUs granted in June 2017, the 12th percentile with respect to PRSUs granted in June 2018, the 59th percentile with respect to PRSUs granted in June 2019, and the 70th percentile with respect to the November 2019 PRSUs. Based on these percentiles, (a) the PRSUs granted in June 2017 would accelerate and vest as to 34% of the target number of units for the third tranche of the award, (b) the PRSUs granted in June 2018 would accelerate and vest as to 4% of the target number of units for the first, second and third tranches of the award, (c) the PRSUs granted in June 2019 would accelerate and vest as to 98% of the target number of units for the full award, and (d) the November 2019 PRSUs would accelerate and vest as to 130% of the target number of units for the full award.
- (4) Represents the estimated value of unvested PIRSUs that would accelerate and vest at target on a qualifying termination of employment in connection with a change in control occurring on March 28, 2020. For purposes of the table, we have used the estimated target number of PIRSUs that would accelerate and vest based on the completion of 75% of the four-year performance period. If we estimated the value of the unvested PIRSUs at maximum based on the completion of 75% of the four-year performance-period, the value of the PIRSUs would be \$19,417,427 for Mr. Wilson; \$12,944,856 for Mr. Jorgensen; and \$9,061,390 for Mr. Moss.
- (5) Includes 24 months of post-termination health benefits for Mr. Wilson and 18 months of post-termination health benefits for Messrs. Jorgensen, Moss and Bruzzo, and Ms. Miele.

## FISCAL 2020 PAY RATIO

For fiscal 2020, the annual total compensation of our median employee was \$97,986, and the annual total compensation of Mr. Wilson, was \$21,365,751. The ratio of these amounts is 218 to 1. This ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K under the Exchange Act.

Since there have been no significant changes to our employee population or employee compensation programs during fiscal 2020 that would affect our pay ratio disclosure, we used the same median employee who was identified as of January 1, 2018, as permitted by SEC rules. In determining that it was still appropriate to utilize our fiscal 2018 median employee for fiscal 2020, we considered that there were no material changes to that employee's job description or compensation structure during fiscal 2020.

As described in our fiscal 2018 proxy statement, to identify our median employee, we used a consistently applied compensation measure consisting of base salary, discretionary bonuses (performance or other bonuses), and the grant date fair market value of equity awards, as obtained from internal payroll records. We did not exclude any employees or, other than annualizing base salary for permanent employees, make any compensation adjustments whether for cost of living or otherwise in the identification process.

Our median employee was identified to be a software engineer employed in Canada. The median employee's annual total compensation for fiscal 2020 was calculated in Canadian dollars and determined using the same methodology as used to determine Mr. Wilson's annual total compensation set forth in the "Fiscal 2020 Summary Compensation Table." The median employee's annual total compensation was then converted to U.S. dollars based on the average of the Canadian dollar to U.S. dollar exchange rates on the last day of each month during fiscal 2020 of 0.754479.



## EQUITY COMPENSATION PLAN INFORMATION

The following table shows information, as of March 28, 2020, regarding shares of our common stock authorized for issuance under our 2019 EIP, our 2000 EIP, which terminated on August 8, 2019, and our 2000 Employee Stock Purchase Plan, as amended (the "ESPP").

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders . .	9,768,077 <sup>(1)</sup>	\$30.85 <sup>(2)</sup>	21,234,479 <sup>(3)</sup>
Equity compensation plans not approved by security holders . .	—	—	—
<b>Total</b> . . . . .	<b>9,768,077</b>		<b>21,234,479</b>

(1) Includes (a) 1,073,723 shares of common stock issuable upon exercise of outstanding options under the 2000 EIP with a weighted-average exercise price of \$30.85; (b) 7,453,335 unvested time-based and performance-based restricted stock unit awards outstanding under the 2000 EIP; and (c) 1,241,019 unvested time-based and performance-based restricted stock unit awards outstanding under the 2019 EIP.

(2) Outstanding restricted stock unit awards subject to time-based and/or performance-based vesting (e.g., RSUs, PRSUs, November 2019 PRSUs and PIRSUs) do not have an exercise price and therefore are not included in the calculation of the weighted-average exercise price.

(3) Each full value award granted under the 2019 EIP reduces the number of shares available for issuance under our 2019 EIP by 1.43 shares and each stock option granted reduces the number of shares available for issuance by 1 share. The 21,234,479 shares remaining available for future issuance under our 2019 EIP and ESPP includes (a) 15,670,519 shares available for issuance under the 2019 EIP based on the 1.43 reduction for full-value awards, and (b) 5,563,960 shares available for purchase by our employees under the ESPP.

# SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table shows, as of June 11, 2020, the number of shares of our common stock owned by our directors, NEOs, our directors and executive officers as a group, and beneficial owners known to us holding more than 5% of our common stock. As of June 11, 2020, there were 288,714,378 shares of our common stock outstanding. Except as otherwise indicated, the address for each of our directors and executive officers is c/o Electronic Arts Inc., 209 Redwood Shores Parkway, Redwood City, CA 94065.

<b>Stockholder Name</b>	<b>Shares Owned<sup>(1)</sup></b>	<b>Right to Acquire<sup>(2)</sup></b>	<b>Percent of Outstanding Shares<sup>(3)</sup></b>
Vanguard Group Inc. <sup>(4)</sup>	23,153,592	—	8.02%
Blackrock, Inc. <sup>(5)</sup>	19,532,178	—	6.77%
Andrew Wilson <sup>(6)</sup>	125,549	676,389	*
Blake Jorgensen	83,060	—	*
Laura Miele	23,688	13,706	*
Kenneth Moss	166,459	122,850	*
Chris Bruzzo	29,038	38,402	*
Leonard S. Coleman	34,371	17,784	*
Jay C. Hoag <sup>(7)</sup>	321,346	14,602	*
Jeffrey T. Huber <sup>(8)</sup>	82,573	14,602	*
Lawrence F. Probst III <sup>(9)</sup>	527,816	79,591	*
Talbott Roche	11,173	2,730	*
Richard A. Simonson	38,927	68,836	*
Luis A. Ubiñas	—	58,136	*
Heidi J. Ueberroth	4,563	2,730	*
All executive officers and directors as a group (18) persons <sup>(10)</sup>	1,551,799	1,111,556	0.92%

\* Less than 1%

- (1) Unless otherwise indicated in the footnotes, includes shares of common stock for which the named person has sole or shared voting and investment power. This column excludes shares of common stock that may be acquired through stock option exercises, which are included in the column "Right to Acquire."
- (2) Includes (a) shares of common stock that may be acquired through stock option exercises and releases of RSUs within 60 days of June 11, 2020, (b) in the case of Mr. Simonson, reflects 54,234 RSUs that have vested but have been deferred, (c) in the case of Mr. Coleman, reflects 15,054 RSUs that have vested but have been deferred and (d) in the case of Mr. Ubiñas, reflects 50,534 RSUs that have vested but have been deferred.
- (3) Calculated based on the total number of shares owned plus the number of shares that may be acquired through stock option exercises and the release of vested RSUs within 60 days of June 11, 2020.
- (4) As of March 31, 2020, based on information contained in a report on Form 13F-HR filed with the SEC on May 15, 2020 by Vanguard Group Inc. The address for Vanguard Group Inc. is PO Box 2600, V26, Valley Forge, PA 19482-2600.
- (5) As of March 31, 2020, based on information contained in a report on Form 13F-HR filed with the SEC on May 1, 2020 by Blackrock, Inc. The address for Blackrock, Inc. is 55 East 52nd Street, New York, NY 10055.
- (6) Shares of common stock are held by Mr. Wilson's family trust and Mr. Wilson has investment power over, and pecuniary interest in, all such shares.
- (7) Represents 206 shares of common stock held directly by Mr. Hoag and 321,140 shares of common stock held by entities affiliated with Mr. Hoag, including TCV as follows: (a) 4,924 shares of common stock held by TCV Management 2004, L.L.C. ("TCV Management 2004"), (b) 4,924 shares of common stock held by TCV VI Management, L.L.C. ("TCV VI Management"), (c) 16,553 shares of common stock held by TCV VII Management, L.L.C. ("TCV VII Management," and together with TCV Management 2004 and TCV VI Management, the "Management Companies"), (d) 185,359 shares held by the Hoag Family Trust U/A Dtd 8/2/94 (the "Hoag Family Trust") and (e) 109,380 shares held by Hamilton Investments Limited Partnership. Mr. Hoag, a director of the Company, is a member of each of the Management Companies but disclaims beneficial ownership of the shares held or beneficially owned by such entities except to the extent of his pecuniary interest therein. Mr. Hoag is a trustee of Hoag Family Trust and a general partner and limited partner of Hamilton Investments Limited Partnership but disclaims beneficial ownership of the shares held or beneficially owned by such entities except to the extent of his pecuniary interest therein. The address for each of Mr. Hoag and the Management Companies is c/o TCV, 250 Middlefield Road, Menlo Park, CA 94025.
- (8) Includes 10,159 shares of common stock held directly by Mr. Huber, 67,412 shares of common stock held by Mr. Huber's family trust and 5,002 shares of common stock and 11,872 vested options held by the Maywood Trust U/A/D 9/19/2012 of which Mr. Huber is the sole trustee.
- (9) Includes 70,817 shares of common stock held directly by Mr. Probst, 43,942 shares of common stock held by Mr. Probst's grantor's retained annuity trust, in which 14,647 shares are held in trust for Lawrence F. Probst IV and 29,295 shares are held in trust for Scott Probst; and 413,057 shares of common stock held by the Probst Family L.P. of which Mr. Probst is a partner.
- (10) Includes all executive officers and directors of EA as of the date of this filing.

# PROPOSALS TO BE VOTED ON

## *PROPOSAL ONE*

### *ELECTION OF DIRECTORS*

At the Annual Meeting, stockholders will elect nine directors to hold office for a one-year term until the next annual meeting (or until their respective successors are appointed). All nominees have consented to serve a one-year term, if elected. For additional information regarding the nominees and our corporate governance practices, including our director resignation policies and refreshment practices, please see the sections of this Proxy Statement entitled “2020 Proxy Statement Summary and Highlights,” “Commonly Asked Questions and Answers” and “Board of Directors and Corporate Governance.”

The 2020 election of directors will be uncontested. Accordingly, EA’s Amended and Restated Bylaws provide that in an uncontested election of directors each nominee must receive more votes cast “for” than “against” his or her re-election in order to be re-elected to the Board of Directors.

The Board of Directors has nominated the following directors to stand for re-election:

- **Leonard S. Coleman**
- **Jay C. Hoag**
- **Jeffrey T. Huber**
- **Lawrence F. Probst III**
- **Talbott Roche**
- **Richard A. Simonson**
- **Luis A. Ubiñas**
- **Heidi J. Ueberroth**
- **Andrew Wilson**

**The Board of Directors recommends a vote FOR each of the nominees.**

## PROPOSAL TWO

### ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

In accordance with the SEC's proxy rules, we seek an advisory, non-binding stockholder vote with respect to the compensation of our NEOs for fiscal 2020. This vote, which is undertaken by us annually, is not intended to address any specific item of compensation, but rather the overall compensation of our NEOs and the compensation philosophy, policies and practices, as disclosed in this Proxy Statement.

Approval of this proposal, commonly known as a "say-on-pay" proposal, requires the affirmative vote of a majority of the voting shares present at the Annual Meeting in person or by proxy and voting for or against the proposal.

We previously have submitted advisory say-on-pay proposals for each fiscal year beginning with fiscal 2011 and have received majority stockholder support for the compensation of our NEOs for each of these years.

EA's management, the Compensation Committee and the Board of Directors are committed to maintaining a pay-for-performance alignment in our executive compensation programs. We received a favorable 94% of votes cast for our annual say-on-pay advisory proposal at our 2019 annual meeting.

We encourage you to read the "Compensation Discussion and Analysis" for additional details on our executive compensation programs and the fiscal 2020 compensation of our NEOs.

We believe our compensation programs and policies for fiscal 2020 were consistent with our core compensation principles, supported by strong compensation governance practices and are worthy of continued stockholder support. Accordingly, we ask for our stockholders to indicate their support for the compensation paid to our NEOs, by voting "FOR" the following resolution at the Annual Meeting:

**"RESOLVED, that the Company's stockholders approve, on a non-binding, advisory basis, the compensation of the named executive officers for fiscal 2020, as disclosed in the Compensation Discussion and Analysis, the compensation tables and the related narrative disclosures in this Proxy Statement."**

Although the vote is advisory and non-binding, our Board of Directors and Compensation Committee value the opinions of our stockholders and will consider the outcome of the vote, along with other relevant factors, in evaluating the future compensation of our NEOs.

**The Board of Directors recommends a vote FOR the approval of the foregoing resolution.**

## **PROPOSAL THREE**

### **RATIFICATION OF THE APPOINTMENT OF KPMG LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee is directly responsible for the appointment, retention, compensation and oversight of the Company's independent registered public accounting firm. The Audit Committee has appointed KPMG LLP as the Company's independent auditors for the fiscal year ending March 31, 2021. KPMG LLP has audited the financial statements of the Company and its consolidated subsidiaries since fiscal 1987. The Audit Committee and the Board of Directors believe that KPMG LLP's long-term knowledge of EA and its subsidiaries is valuable to the Company as discussed further below. Representatives of KPMG LLP have direct access to members of the Audit Committee and the Board of Directors. We expect one or more representatives of KPMG LLP to attend the Annual Meeting in order to respond to appropriate questions from stockholders and make a statement if they desire to do so.

Ratification of the appointment of KPMG LLP as our independent auditors is not required by our Amended and Restated Bylaws or otherwise. The Board of Directors has determined to submit this proposal to the stockholders as a matter of good corporate practice. Approval of this proposal requires the affirmative vote of a majority of the voting shares present at the meeting in person or by proxy and voting for or against the proposal. If the stockholders do not ratify the appointment, the Audit Committee will review its future selection of auditors. Even if the appointment is ratified, the Audit Committee may, in its discretion, direct the appointment of different independent auditors at any time during the year if it determines that such a change would be in the best interests of the Company and the stockholders.

#### ***Fees of Independent Auditors***

The aggregate fees billed for the last two fiscal years for each of the following categories of services are set forth below:

<u>Description of Fees</u>	<u>Year Ended March 31, 2020</u>	<u>Year Ended March 31, 2019</u>
Audit Fees <sup>(1)</sup> . . . . .	\$4,669,000	\$4,514,000
Audit-Related Fees <sup>(2)</sup> . . . . .	276,000	137,000
Tax — Compliance Fees <sup>(3)</sup> . . . . .	57,000	386,000
Total All Fees . . . . .	<u>\$5,002,000</u>	<u>\$5,037,000</u>

(1) Audit Fees: This category includes the annual audit of the Company's financial statements and internal controls over financial reporting (including quarterly reviews of financial statements included in the Company's quarterly reports on Form 10-Q), and services normally provided by the independent auditors in connection with regulatory filings. This category also includes consultation on matters that arose during, or as a result of the audit or review of financial statements, statutory audits required for our non-U.S. subsidiaries, and other documents filed with the SEC, as well as Sarbanes-Oxley Section 404 compliance consultation.

(2) Audit-Related Fees: This category consists of fees for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under "Audit Fees." In fiscal 2020, these fees were for accounting consultations and services in the U.S. and in connection with other regulatory filings in our international jurisdictions.

(3) Tax — Compliance Fees: This category includes compliance services rendered for U.S. and foreign tax compliance and returns, and transfer pricing documentation.

#### ***Services Provided by the Independent Auditor***

KPMG LLP audits our consolidated operations and provides statutory audits for legal entities within our international corporate structure. Having one audit firm with a strong global presence responsible for these audits ensures that a coordinated approach is used to address issues that may impact our businesses across multiple geographies and legal entities. Few audit firms have the knowledge of our sector and the capability of servicing our global audit requirements. KPMG LLP has the geographical scope that our operations require and the accounting expertise in the matters relevant to our sector. In addition, KPMG LLP's experience working with the Company gives them the institutional knowledge to understand our operations and processes, which we believe helps them address the relevant issues and improves the quality of the audit.

In appointing KPMG LLP as our independent auditors for fiscal 2021, the Audit Committee and the Board of Directors have considered the performance of KPMG LLP in fiscal 2020, as well as in prior years, and have taken into account the alternative options available to the Company. The Audit Committee and the Board of Directors have determined that it is in the best interest of the Company to continue KPMG LLP's engagement.

We believe the experience and expertise held by the members of the Audit Committee give them the necessary skills to evaluate the relationship between the Company and its independent auditors and to oversee auditor independence. The Audit Committee periodically considers whether there should be rotation of our independent external audit firm. The Audit Committee is empowered under its charter to obtain advice and assistance from outside legal, accounting and other advisors as it deems appropriate.

At each meeting of the Audit Committee, Company management is provided the opportunity to meet in private session with the Audit Committee to discuss any issues relating to KPMG LLP's engagement. Similarly, KPMG LLP regularly meets in private session with the Audit Committee with no members of Company management present.

### ***Audit Partner Rotation***

Our KPMG LLP lead audit partner has been working on the Company's audit since the first quarter of fiscal 2016 and completed her rotation upon the filing of the Annual Report. The Audit Committee approved a new lead audit partner, who commenced work on the Company's audit in the first quarter of fiscal 2021. Our KPMG LLP concurring audit partner has been working on the Company's audit since the first quarter of fiscal 2020. Each audit partner may serve a maximum of five years on the Company's audit. Candidates are proposed by KPMG LLP based on their expertise and experience and are vetted by Company management and a recommendation is made to the Audit Committee. The Audit Committee has final approval of the lead audit partner and the concurring audit partner.

### ***Pre-approval Procedures***

The Audit Committee is required to pre-approve the engagement of, and fees incurred by, KPMG LLP to perform audit and other services for the Company and its subsidiaries. The Company's procedures for the pre-approval by the Audit Committee of all services provided by KPMG LLP and the related fees comply with SEC regulations regarding pre-approval of services. Services subject to these SEC requirements include audit services, audit-related services, tax services and other services. In some cases, pre-approval for a particular category or group of services and the related fees are provided by the Audit Committee for up to a year, subject to a specific budget and to regular management reporting. In other cases, the Chairman of the Audit Committee has the delegated authority from the Audit Committee to pre-approve additional services and the related fees up to a specified dollar limit, and such pre-approvals are then communicated to the full Audit Committee. The Audit Committee reviews quarterly the status of all pre-approved services and the related fees to date and approves any new services and the related fees to be provided.

In determining whether to grant a pre-approval, the Audit Committee considers the level of non-audit fees incurred to date as a percentage of the total annual fees paid to KPMG LLP. In addition, the Audit Committee considers additional factors to assess the potential impact on auditor independence of KPMG LLP performing such services, including whether the services are permitted under the rules and recommendations of the Public Company Accounting Oversight Board, the American Institute of Certified Public Accountants, and the NASDAQ Stock Market, whether the proposed services are permitted under EA's policies, and whether the proposed services are consistent with the principles of the SEC's auditor independence rules. The Company also annually confirms with each of its directors and executive officers whether there are any relationships that they are aware of with KPMG LLP that may impact the auditor independence evaluation. The Audit Committee considered and determined that fees for services other than audit and audit-related services paid to KPMG LLP during fiscal 2020 are compatible with maintaining KPMG LLP's independence.

**The Board of Directors recommends a vote FOR the ratification of KPMG LLP as our independent auditors for the fiscal year ending March 31, 2021.**

## **PROPOSAL FOUR**

### **STOCKHOLDER PROPOSAL ON WHETHER TO ALLOW STOCKHOLDERS TO ACT BY WRITTEN CONSENT**

The Company has been advised that James McRitchie and Myra Young, 9295 Yorkship Court, Elk Grove, CA 95758, who have indicated that they are beneficial owners of at least \$2,000 in market value of EA's common stock, intend to submit the following proposal at the Annual Meeting.

#### ***Proposal 4 — Right to Act by Written Consent***

Resolved, Electronic Arts Inc ("Electronic Arts") shareholders request our board of directors undertake steps as necessary to permit written consent by shareholders entitled to cast the minimum number of votes necessary to authorize action at a meeting at which all shareholders entitled to vote are present and voting. This written consent is to be consistent with giving shareholders the fullest power to act by written consent consistent with applicable law, including the ability to initiate any topic for written consent consistent with applicable law.

Supporting Statement: Shareholder rights to act by written consent and special meetings are complimentary ways to bring urgent matters to the attention of management and shareholders outside the annual meeting cycle.

Many assume a false equivalency between rights of written consent and special meetings. However, any shareholder, regardless how many (or few) shares she owns, can seek to solicit written consents on a proposal.

By contrast, calling a special meeting may require a two-step process. A shareholder who does not own the minimum shares required must first obtain the support of other shareholders. Once that meeting is called, the shareholder must distribute proxies asking shareholders to vote on the proposal to be presented at the special meeting. This two-step process can take more time and expense than the one-step process of soliciting written consents, especially when Electronic Arts requires a 25% threshold (adopted after my request for a 15% threshold), instead of 10% as provided for in Delaware law.

BlackRock's proxy voting guidelines for 2019 include the following:

In exceptional circumstances and with sufficiently broad support, shareholders should have the opportunity to raise issues of substantial importance without having to wait for management to schedule a meeting. We therefore believe that shareholders should have the right to solicit votes by written consent provided that: 1) there are reasonable requirements to initiate the consent solicitation process (in order to avoid the waste of corporate resources in addressing narrowly supported interests); and 2) shareholders receive a minimum of 50% of outstanding shares to effectuate the action by written consent.

This topic is trending positively. Written consent won 47% support at United Rentals in 2018; 51% support in 2019. At Flowserve 43% support in 2018; 51% support in 2019. At Capital One Financial 44% support in 2018; 56% support in 2019. The topic also recently won majorities at JetBlue, Cigna, Applied Materials, Nuance Communications, Netflix, Newell Brands, Gilead Sciences, L3 Technologies, Eastern Chemical Company, Kansas City Southern and HP.

Also consider that, as of the day I submitted this proposal, Electronic Arts stock has lagged the NASDAQ for the latest one-, two- and five-year periods.

Electronic Arts should join hundreds of that enable shareholders to act by written consent.

Increase Shareholder Value

Vote for Right to Act by Written Consent — Proposal 4



## **The Company's Statement in Opposition to Proposal Four**

Our Board of Directors recommends a vote "**AGAINST**" this proposal because it is not in the best interests of the Company or its stockholders.

### ***The Company has a special meeting right with a 25% threshold***

The Board of Directors is committed to robust corporate governance and believes in maintaining policies and practices that serve the interests of the Company and all of its stockholders. The Board of Directors understands that corporate governance is not static — and continually monitors trends and developments in corporate governance practices and, when appropriate, makes changes to our practices and disclosures. In connection with the 2019 annual meeting, we reached out to holders of approximately 41% of our common stock, primarily to solicit feedback regarding the adoption of a special meeting right. Our stockholders overwhelmingly supported the right for stockholders to call a special meeting. Consistent with those views, we adopted a special meeting right with a 25% threshold.

EA's special meeting right, along with our established stockholder communication and engagement practices, provides stockholders with meaningful opportunities to raise important matters and propose actions for stockholder consideration outside the annual meeting process. As a result, we believe that the written consent right requested by the stockholder proposal is unnecessary. In addition, stockholder meetings provide a number of protections for both stockholders and the Company compared to action by written consent, including:

- A meeting and the stockholder vote take place in a transparent manner on a specified date that is publicly announced well in advance, giving all interested stockholders a chance to evaluate the issues, express their views, and cast their votes.
- Absent unusual circumstances, the Company generally holds in-person meetings, which fosters great transparency by granting stockholders access to directors and officers.
- A meeting provides stockholders with a forum for open discussion and to ask questions while considering the proposed stockholder action, providing stockholders with the opportunity to participate in a better decision-making process.
- The Board of Directors is able to analyze and provide a recommendation with respect to actions proposed to be taken at a stockholder meeting.
- EA's Certificate of Incorporation and Bylaws contain procedural and informational safeguards designed to provide stockholders a reasonable amount of time and relevant information prior to casting a vote.

### ***The written consent process does not promote transparent decision making and could disenfranchise stockholders.***

Proposal Four would allow holders of a bare majority of shares to approve critical actions on their own without an opportunity for discussion at a stockholder meeting. As a result, many stockholders could be excluded not only from voting but from even having the opportunity to influence other stockholders who do get to vote.

Proposal Four could disenfranchise many stockholders and may deprive them of rights, while increasing the risk that a small group of stockholders (such as special interest investors and those who accumulate a short-term voting position through the borrowing of shares), with no fiduciary duties to the other stockholders, approve their own proposed actions. Such a group of stockholders may not act in the interests of longer-term holders of EA's common stock, which may lead to fundamental corporate changes that cater to special or short-term interests.

Additionally, the written consent process could lead to stockholder confusion because multiple groups of stockholders could solicit written consents at any time, as frequently as they choose or on an

ongoing basis, which could cover a wide range of issues, some of which may be duplicative or conflicting. Addressing such actions would impose significant administrative and financial burdens on the Company with no corresponding benefit to stockholders. The Board of Directors believes that these risks are contrary to principles of stockholder democracy, fair and accurate disclosure, and good corporate governance.

***EA's strong corporate governance practices promote Board accountability and responsiveness to stockholders.***

The Board of Directors recognizes that it is accountable to EA's stockholders and believes that EA's governance practices demonstrate and promote accountability and advance long-term value creation. EA's key substantive stockholder rights and strong corporate governance practices include:

- **25% Special Meeting Right:** Our special meeting right allows stockholders owning at least 25% or more of our outstanding shares to call special meetings.
- **Active Stockholder Engagement Program:** We regularly engage with our stockholders to solicit their feedback regarding issues including executive compensation and corporate governance and have taken actions to implement stockholder feedback when warranted.
- **Robust Lead Director Structure:** Our Lead Director, who is selected by the independent directors, has clearly enumerated powers and authorities, such as chairing executive sessions of the Board of Directors and other meetings of the Board of Directors in the absence of the Chairman and the ability to call meetings of the independent directors.
- **Majority-Independent Board of Directors:** 8 of our 9 directors are independent under NASDAQ rules and have deep expertise in gaming, technology, finance, media, sports, investments, and stockholder value creation.
- **Strong Director Succession and Refreshment Practices:** Our Board of Directors is not stale. 22% of our independent directors have joined within the last five years.
- **Diverse Board of Directors:** Our Board of Directors reflects diversity in experience, skills, race, ethnicity, age and gender. 44% of our Board of Directors identifies as female or an underrepresented minority.
- **Annual Elections of Board of Directors:** We do not have a classified Board of Directors. All of our directors are elected annually by our stockholders.
- **Majority Voting:** We have a majority voting standard for the election of directors in uncontested elections.
- **No Dual Class:** We have a single class of common stock, with equal voting rights (one vote per share) for all stockholders.
- **Proxy Access:** We have adopted a proxy access right applying corporate best practices, allowing stockholders holding 3% or more of our common stock for 3 or more years to include director nominations in our proxy statement.
- **No Supermajority Provisions:** Our governance documents do not contain provisions requiring a supermajority stockholder vote on any issue.
- **No Stockholder Rights Plan:** We do not maintain a stockholder rights plan.

**The Board of Directors recommends a vote AGAINST the stockholder proposal for EA to grant stockholders the right to act by written consent.**

**Required Vote**

Approval of this proposal requires the affirmative vote of a majority of the voting shares present at the meeting in person or by proxy and voting for or against the proposal.

# COMMONLY ASKED QUESTIONS AND ANSWERS

## 1. Why am I receiving these materials?

You are receiving these materials in connection with the Company's solicitation of proxies for use at our Annual Meeting, which will take place on Thursday, August 6, 2020 at 2:00 p.m. local time, at our corporate headquarters in Redwood City, California unless we hold the Annual Meeting solely as a virtual meeting as part of our precautions regarding the COVID-19 pandemic. This Proxy Statement describes proposals on which you, as a stockholder, are being asked to vote. It also gives you information on the proposals that will be considered at the Annual Meeting, as well as other information so that you can make an informed decision. As a stockholder, you are invited to attend the Annual Meeting and are requested to vote on the items of business described in this Proxy Statement.

## 2. Could the COVID-19 pandemic impact the Annual Meeting?

We intend to hold our Annual Meeting in person. However, the health and safety of our stockholders are important to us and as part of our precautions regarding the COVID-19 pandemic, we are planning for the possibility that our Annual Meeting may be held solely as a virtual meeting. If we take this step, we will announce the decision to do so in advance, and details on how to participate will be posted on our investor relations website at <http://ir.ea.com> and filed with the SEC as additional proxy materials. If you are planning to attend our meeting, please check our website in the days leading up to the meeting date.

## 3. Why did I receive a Notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

In accordance with rules adopted by the SEC, we may furnish proxy materials, including this Proxy Statement and our Annual Report, to our stockholders by providing access on the Internet instead of mailing printed copies. Stockholders will receive printed copies of the proxy materials only if they request them. Instead, the Notice, which was mailed to our stockholders, provides instructions on how to access and review all of the proxy materials on the Internet. The Notice also describes how you may submit your proxy on the Internet. If you would like to receive a paper or email copy of our proxy materials, you should follow the instructions for requesting those materials in the Notice or you may contact the Company directly. The Company will provide you without charge, upon request, a paper or email copy of our proxy materials (paper copies will be sent by first class mail). Any such request should be directed as follows: Corporate Secretary, Electronic Arts Inc., 209 Redwood Shores Parkway, Redwood City, CA 94065 or call (650) 628-1500.

## 4. How can I get electronic access to the proxy materials?

The proxy card provides instructions on how to inform us to send future proxy materials to you electronically by email. If you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to those materials and a link to our proxy website. Your election to receive proxy materials by email will remain in effect until you terminate it. ***We encourage you to receive future proxy materials by email. Doing so will allow us to provide you with the information you need in a timelier manner, will save us the cost of printing and mailing documents to you, and will help conserve natural resources.***

## 5. Can I vote my shares by filling out and returning the Notice?

No. However, the Notice provides instructions on how to vote on the Internet, by telephone, by mail or by submitting a ballot at the Annual Meeting.

## **6. Who can vote at the Annual Meeting?**

Stockholders who owned common stock as of the close of business on June 12, 2020 may attend and vote at the Annual Meeting. If your shares are registered directly in your name with our transfer agent, Computershare, you are considered, with respect to those shares, the stockholder of record. As the stockholder of record, you have the right to vote at the Annual Meeting. If your shares are held in a brokerage account or by another nominee or trustee, you are considered the beneficial owner of shares held in "street name." As the beneficial owner, you are also invited to attend the Annual Meeting. As a beneficial owner, you are not the stockholder of record and may not vote these shares at the Annual Meeting unless you obtain a "legal proxy" from your broker, nominee, or trustee that holds your shares, giving you the right to vote the shares at the meeting. Each share of common stock is entitled to one vote. There were 288,714,378 shares of common stock outstanding on the record date, June 12, 2020.

A quorum is required to conduct business at the Annual Meeting. A quorum exists if a majority of EA's outstanding voting shares, or at least 144,357,190 shares, as of June 12, 2020 is present or represented by proxies at the Annual Meeting. On June 12, 2020, a total of 288,714,378 shares of common stock were outstanding and entitled to vote.

Shares are counted as present or represented at the Annual Meeting if:

- They are entitled to vote at the Annual Meeting and are present at the Annual Meeting, or
- The stockholder has voted on the Internet, by telephone or a properly submitted proxy card prior to 11:59 p.m. Eastern Time on August 5, 2020.

If a quorum is not present, we may propose to adjourn the Annual Meeting to solicit additional proxies and reconvene the Annual Meeting at a later date.

## **7. What am I voting on?**

We are asking you to:

- Elect Leonard S. Coleman, Jay C. Hoag, Jeffrey T. Huber, Lawrence F. Probst III, Talbott Roche, Richard A. Simonson, Luis A. Ubiñas, Heidi J. Ueberroth and Andrew Wilson to the Board of Directors to hold office for a one-year term (Proposal 1);
- Cast an advisory vote to approve named executive officer compensation (Proposal 2);
- Ratify the appointment of KPMG LLP as the Company's independent public registered accounting firm for the fiscal year ending March 31, 2021 (Proposal 3); and
- Consider and vote upon a stockholder proposal, if properly presented at the Annual Meeting, on whether to allow stockholders to act by written consent (Proposal 4).

## **8. How do I vote my shares if I won't be able to attend the Annual Meeting?**

You do not need to attend the Annual Meeting in order to vote. You may, instead, vote on the Internet, by telephone or by mail (if you have received printed proxy materials) prior to 11:59 p.m. Eastern Time on August 5, 2020. By doing so, you are giving a proxy appointing Andrew Wilson (the Company's Chief Executive Officer), Blake Jorgensen (the Company's Chief Operating Officer and Chief Financial Officer) and Jacob Schatz (the Company's General Counsel and Corporate Secretary) or any of them, each with power of substitution, to vote your shares at the Annual Meeting, or any adjournment thereof, as you have instructed. If a proposal comes up for a vote at the Annual Meeting for which you have not indicated an instruction, Mr. Wilson, Mr. Jorgensen and Mr. Schatz, or any one of them, will vote your shares in the manner recommended by the Board of Directors and according to their best judgment. Even if you currently plan to attend the Annual Meeting, it is a good idea to vote on the Internet, by

telephone or, if you received printed proxy materials, to complete and return your proxy card before the meeting date, in case your plans change.

- **On the Internet or by Telephone** — If you have Internet access, you may submit your proxy online by following the instructions provided in the Notice or, if you receive printed proxy materials, the proxy card. You may also vote by telephone by following the instructions provided on your proxy card or voting instruction card.
- **By Mail** — If you receive printed proxy materials, you may submit your proxy by mail by signing your proxy card or, for shares held in street name, by following the voting instructions included by your broker, trustee or nominee, and mailing it in the enclosed, postage-paid envelope. If you provide specific voting instructions, your shares will be voted as you have instructed.

#### 9. What does it mean if I receive more than one Notice or proxy card?

It means that you have multiple accounts at the transfer agent or with brokers. Please complete and return all proxy cards or follow the instructions on each proxy card to vote on the Internet or by telephone, to ensure that all your shares are voted.

#### 10. I share an address with another stockholder, and we received only one paper copy of the proxy materials. How can I obtain an additional copy of the proxy materials?

The Company has adopted an SEC-approved procedure called “householding.” Under this procedure, the Company may deliver a single copy of the Notice, Annual Report and this Proxy Statement to multiple stockholders who share the same last name and address and who have consented to householding, unless the Company has received contrary instructions from one or more of those stockholders. This procedure reduces the environmental impact of the Company’s annual meetings and reduces the Company’s printing and mailing costs. Stockholders who participate in householding will continue to receive separate proxy cards. Upon written or oral request, the Company will deliver promptly a separate copy of the Notice, Annual Report and this Proxy Statement to any stockholder at a shared address to which the Company delivered a single copy of any of these documents.

To receive free of charge a separate copy of the Notice, Annual Report and this Proxy Statement, or separate copies of these documents in the future, stockholders may write to our Corporate Secretary at 209 Redwood Shores Parkway, Redwood City, CA 94065 or call (650) 628-1500.

If you are receiving more than one copy of the proxy materials at a single address and would like to participate in householding, please contact the Company using the mailing address or phone number above. Stockholders who hold shares in street name may contact their brokerage firm, bank, broker-dealer or other similar organization to request information about householding.

#### 11. What if I change my mind after I give my proxy?

You may revoke your proxy and change your vote at any time before the polls close at the Annual Meeting. You may do this by:

- Sending a signed statement to the Company that the proxy is revoked (you may send such a statement to the Corporate Secretary at our corporate headquarters address listed above);
- Signing and returning another proxy with a later date;
- Voting on the Internet or by telephone at any time prior to 11:59 p.m. Eastern Time on August 5, 2020 (your latest vote is counted); or
- Voting at the Annual Meeting.
- If your shares are held by a broker, bank or other nominee or trustee, you may contact the record holder of your shares directly.

Your proxy will not be revoked if you attend the Annual Meeting but do not vote.



## **12. Who will count the votes?**

A representative of Broadridge Financial Solutions will tabulate the votes and act as the inspector of election for our Annual Meeting.

## **13. How are votes counted?**

You may vote “for,” “against” or “abstain” with respect to each of the nominees for re-election to the Board of Directors and on each of the proposals. A share voted “abstain” with respect to any proposal is considered present at the Annual Meeting for purposes of establishing a quorum and entitled to vote with respect to that proposal but is not considered a vote cast with respect to that proposal. Thus, abstentions will not affect the outcome of Proposals 1, 2, 3 or 4. If you sign and return your proxy without voting instructions, your shares will be voted as recommended by the Board of Directors and according to the best judgment of Mr. Wilson, Mr. Jorgensen and Mr. Schatz, or any one of them.

## **14. What is the effect of a “broker non-vote” on the proposals to be voted on at the Annual Meeting?**

If your shares are held by a broker, bank or other nominee or trustee and you do not provide your broker, bank or other nominee or trustee with voting instructions, your shares may constitute “broker non-votes.” Broker non-votes occur on a matter when a broker is not permitted to vote on that matter without instructions from the beneficial owners and instructions are not given. These matters are referred to as “non-routine” matters. Proposals 1, 2 and 4 are “non-routine”. In tabulating the voting results for any particular proposal, shares that constitute broker non-votes are considered present at the Annual Meeting for purposes of establishing a quorum and entitled to vote with respect to that proposal but are not considered votes cast on that proposal. Broker non-votes will not affect the outcome of Proposals 1, 2 and 4. Proposal 3, the ratification of KPMG LLP as our independent auditor for fiscal 2021, is a “routine” proposal and no broker non-votes are expected in connection with Proposal 3. If your shares are held of record by a bank, broker, or other nominee, we urge you to give instructions to your bank, broker or other nominee as to how you wish your shares to be voted.

## **15. How many votes must the nominees receive to be elected as directors?**

In an uncontested election, our Amended and Restated Bylaws require each nominee to receive more votes cast “for” than “against” his or her re-election in order to be re-elected to the Board of Directors. Since we are not aware of any intention by any stockholder to nominate one or more candidates to compete with the Board of Directors’ nominees for re-election at the Annual Meeting, the 2020 election will be uncontested.

In accordance with our Corporate Governance Guidelines, the Board of Directors expects an incumbent director to tender his or her resignation if he or she fails to receive the required number of votes for re-election in an uncontested election. In such an event, the Nominating and Governance Committee will act on an expedited basis to determine whether to accept the director’s resignation and will submit such recommendation for prompt consideration by the Board of Directors. The director whose resignation is under consideration will abstain from participating in any decision regarding his or her resignation. The Nominating and Governance Committee and the Board of Directors may consider any factors they deem relevant in deciding whether to recommend and accept, as applicable, a director’s resignation. The Board of Directors will act on the Nominating and Governance Committee’s recommendation within 90 days from the date of the certification of election results and will publicly disclose its decision promptly thereafter.

Shares represented by your proxy will be voted by EA’s management “for” the re-election of the nine nominees recommended by EA’s Board of Directors unless you vote against any or all of such nominees or you mark your proxy to “abstain” from so voting.

**16. What happens if one or more of the nominees is unable to serve or for good cause will not serve?**

If, prior to the Annual Meeting, one or more of the nominees notifies us that he or she is unable to serve, or for good cause will not serve, as a member of the Board of Directors, the Board of Directors may reduce the number of directors or select a substitute nominee or substitute nominees, as the case may be. In the latter case, if you have completed and returned your proxy card, Mr. Wilson, Mr. Jorgensen and Mr. Schatz, or any of them, may vote for any nominee designated by the incumbent Board of Directors to fill the vacancy. They cannot vote for more than nine nominees.

**17. How many votes are required to approve each of the other proposals?**

The advisory vote to approve named executive officer compensation (Proposal 2), the ratification of KPMG LLP as our independent auditor (Proposal 3) and the stockholder proposal to allow stockholders to act by written consent (Proposal 4) must receive a “for” vote from a majority of the voting shares present at the Annual Meeting in person or by proxy and voting for or against these proposals. As advisory votes, the results of voting on Proposals 2 and 4 are non-binding. Although these votes are non-binding, the Board of Directors, Compensation Committee and Nominating and Governance Committee, as the case may be, value the opinions of our stockholders and will consider the outcome of these votes, along with other relevant factors, in evaluating the compensation program for our named executive officers and evaluating the matter presented by the stockholder proposal.

Shares represented by your proxy will be voted by EA’s management in accordance with the Board of Directors’ recommendation unless you vote otherwise on your proxy or you mark your proxy to “abstain” from voting.

**18. What is the deadline to propose matters for consideration at the 2021 annual meeting of stockholders?**

**Proposals to be considered for inclusion in our proxy materials:** No later than February 19, 2021. All proposals must comply with Rule 14a-8 under the Exchange Act.

**Other proposals to be brought at our 2021 annual meeting:** No earlier than April 8, 2021 and no later than May 8, 2021. The submission must include certain information concerning the stockholder and the proposal, as specified in the Company’s Amended and Restated Bylaws.

**19. What is the deadline to nominate individuals for election as directors at the 2021 annual meeting of stockholders?**

**Director nominations for inclusion in our proxy materials (proxy access nominees):** No earlier than March 9, 2021 and no later than April 8, 2021. The nomination must include certain information concerning the stockholder or stockholder group and the nominee, as specified in Section 1.6 of the Company’s Amended and Restated Bylaws.

**Director brought pursuant to our advance notice bylaws:** No earlier than April 8, 2021 and no later than May 8, 2021. The nomination must include certain information concerning the stockholder and the nominee, as specified in Section 1.5 of the Company’s Amended and Restated Bylaws.

**20. Where should I send proposals and director nominations for the 2021 annual meeting of stockholders?**

Stockholder proposals and director nominations should be sent in writing to Jacob Schatz, Corporate Secretary at Electronic Arts Inc., 209 Redwood Shores Parkway, Redwood City, CA 94065.

**21. How can I obtain a copy of the Company’s Amended and Restated Bylaws?**

Our Amended and Restated Bylaws are included as an exhibit to a Current Report on Form 8-K we filed with the SEC on August 9, 2019, which you may access through the SEC’s electronic data system called EDGAR at [www.sec.gov](http://www.sec.gov). You may also request a copy of our Amended and Restated Bylaws by contacting our Corporate Secretary at the address above.



**22. How can I listen to the live audio webcast of the Annual Meeting?**

You can listen to the live audio webcast of the Annual Meeting by going to the Investor Relations section of our website at <http://ir.ea.com>. An archived copy of the webcast will also be available on our website for one year following the Annual Meeting. Please note that participation in the question and answer portion of the Annual Meeting will be limited to those attending.

**23. Where do I find the voting results of the meeting?**

We may announce preliminary voting results at the Annual Meeting. We will also publish the final results on Form 8-K, which we will file with the SEC within four business days after the Annual Meeting. Once filed, you can request a copy of the Form 8-K by contacting our Investor Relations department at (650) 628-0406. You can also get a copy on the Internet at <http://ir.ea.com> or through the SEC's electronic data system called EDGAR at [www.sec.gov](http://www.sec.gov).

**24. Who will pay for this proxy solicitation?**

We will bear the costs of soliciting proxies from our stockholders. These costs include preparing, assembling, printing, mailing and distributing the notices, proxy statements, proxy cards and annual reports. If you choose to access the proxy materials and/or vote on the Internet, you are responsible for the Internet access charges you may incur. If you choose to vote by telephone, you are responsible for the telephone charges you may incur. In addition, some of our officers, directors, employees and other agents may also solicit proxies personally, by telephone and by electronic and regular mail, and we will pay these costs. EA will also reimburse brokerage houses and other custodians for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to the beneficial owners of the Company's common stock.

**25. How is the Company's fiscal year calculated?**

The Company's fiscal year is reported on a 52- or 53-week period that ends on the Saturday nearest March 31. Our results of operations for fiscal 2020 contained 52 weeks and ended on March 28, 2020. For simplicity of disclosure, fiscal periods are referred to as ending on a calendar month end, even if the technical end of a fiscal period was not the last day of a calendar month. Thus, in this Proxy Statement, "fiscal 2021," "fiscal 2020," "fiscal 2019" and "fiscal 2018" refer to our fiscal years ending or ended (as the case may be) on March 31, 2021, 2020, 2019 and 2018 respectively.

**26. Who can I call with any questions about my shares?**

If you hold shares in street name, you may contact your broker. If you are a stockholder of record, you may call our transfer agent, Computershare, at (800) 736-3001 or (781) 575-3100 for international callers or visit their website at [www.computershare.com/investor](http://www.computershare.com/investor).

## Appendix A

### Supplemental Information for the Compensation Discussion and Analysis

The Compensation Discussion and Analysis beginning on page 23 contains certain non-GAAP financial measures, which are used internally by our management and Board of Directors in our compensation programs. The table below reconciles these non-GAAP financial measures to the most directly comparable financial measures prepared in accordance with Generally Accepted Accounting Principles (“GAAP”).

#### CALCULATION OF NON-GAAP FINANCIAL MEASURES

(in millions, except earnings per share)	<u>Fiscal Year Ended March 31, 2020</u>
<b>GAAP net revenue</b> .....	<b>\$ 5,537</b>
Change in deferred net revenue (online-enabled games) .....	(165)
Platform fees .....	(161)
<b>Non-GAAP net revenue</b> .....	<b>\$ 5,211</b>
<b>GAAP gross profit</b> .....	<b>\$ 4,168</b>
Acquisition-related expenses .....	12
Change in deferred net revenue (online-enabled games) .....	(165)
Stock-based compensation .....	4
<b>Non-GAAP gross profit</b> .....	<b>\$ 4,019</b>
<b>GAAP operating expenses</b> .....	<b>\$ 2,723</b>
Acquisition-related expenses .....	(27)
Stock-based compensation .....	(343)
<b>Non-GAAP operating expenses</b> .....	<b>\$ 2,353</b>
<b>GAAP net income</b> .....	<b>\$ 3,039</b>
Acquisition-related expenses .....	39
Change in deferred net revenue (online-enabled games) .....	(165)
Stock-based compensation .....	347
Income tax rate adjustments .....	(1,842)
<b>Non-GAAP net income</b> .....	<b>\$ 1,418</b>
<b>GAAP diluted earnings per share</b> .....	<b>\$ 10.30</b>
<b>Non-GAAP diluted earnings per share</b> .....	<b>\$ 4.81</b>
<b>GAAP diluted shares</b> .....	<b>295</b>
<b>Non-GAAP diluted shares</b> .....	<b>295</b>

#### *About Non-GAAP Financial Measures*

Non-GAAP financial measures should not be considered as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. These non-GAAP financial measures do not reflect a comprehensive system of accounting, differ from GAAP measures with the same names and may differ from non-GAAP financial measures with the same or similar names that are used by other companies.

We compute non-GAAP financial measures using the same consistent method. We may consider whether other significant items that arise in the future should be excluded from our non-GAAP financial measures. The Company uses certain non-GAAP financial measures when establishing performance-based targets. These measures adjust for certain items that may not be indicative of the Company’s core business, operating results or future outlook. We believe that these non-GAAP financial measures provide meaningful supplemental information about the Company’s operating results primarily because they exclude amounts that we do not consider part of ongoing operating results when planning and

forecasting for future periods and when assessing the performance of the organization. When making compensation decisions for our executives, we utilize non-GAAP financial measures to evaluate the Company's financial performance and the performance of our management team.

The Company's target and actual non-GAAP financial measures are calculated with reference to adjustments to GAAP financial measures. These adjustments exclude the following items:

- Change in deferred net revenue (online-enabled games)
- Platform fees
- Acquisition-related expenses
- Stock-based compensation
- Income tax rate adjustments

We believe it is appropriate to exclude these items for the following reasons:

*Change in Deferred Net Revenue (Online-enabled Games).* The majority of our games, and related extra-content and services have online connectivity whereby a consumer may be able to download updates on a when-and-if-available basis ("future update rights") for use with the original game software. In addition, we may also offer a hosted connection for online playability ("online hosted service"), that permits consumers to play against each other without a separate fee. Because the majority of our sales of our online-enabled games include future update rights and/or online hosted service performance obligations, GAAP requires us to allocate a portion or all of the transaction price to these performance obligations which are recognized ratably over an estimated offering period. Our deferred net revenue balance is increased by the revenue being deferred for current sales and is reduced by the recognition of revenue from prior sales (this is referred to as the "change in the deferred revenue" balance). Our management excludes the impact of the net change in deferred net revenue related to online-enabled games in its non-GAAP financial measures for the reasons stated above and also to facilitate an understanding of our operations because all related costs of revenue are expensed as incurred instead of deferred and recognized ratably.

*Platform Fees.* For transactions after April 1, 2018, GAAP requires companies to assess whether a third-party partner for sales transactions (such as the Apple App Store and Google Play Store) is an "agent" or a "principal" to determine if revenue should be reported net or gross of the fees retained by that third-party. In certain relationships, our management has determined that we (and not the third-party partner) are the principal for sales transactions. Thus, for GAAP reporting purposes, we report revenue from these third-party partners on a gross basis and the related platform fees as cost of revenue. As a result, both revenue and cost of revenue increase by the amount of these platform fees. Our management classifies all platform fees as a reduction of revenue, regardless of whether we or the third-party partner is the principal to the transaction, providing a consistent comparison of the amount of money received from our third-party partner. In addition, platform fees from our non-GAAP financial metrics allows management to report these metrics in a way that is comparable to prior periods.

*Acquisition-Related Expenses.* GAAP requires expenses to be recognized for various types of events associated with a business acquisition. These events include expensing acquired intangible assets, including acquired in-process technology, post-closing adjustments associated with changes in the estimated amount of contingent consideration to be paid in an acquisition, and the impairment of accounting goodwill created as a result of an acquisition when future events indicate there has been a decline in its value. When analyzing the operating performance of an acquired entity, our management focuses on the total return provided by the investment (i.e., operating profit generated from the acquired entity as compared to the purchase price paid including the final amounts paid for contingent consideration) without taking into consideration any allocations made for accounting purposes. When analyzing the operating performance of an acquisition in subsequent periods, the Company's management excludes the GAAP impact of any adjustments to the fair value of these acquisition-related balances to its financial results.

*Stock-Based Compensation.* When evaluating the performance of its individual business units, the Company does not consider stock-based compensation charges. Likewise, the Company's management teams exclude stock-based compensation expense from their short and long-term operating plans. In contrast, the Company's management teams are held accountable for cash-based compensation and such amounts are included in their operating plans. Further, when considering the impact of equity award grants, we place a greater emphasis on overall stockholder dilution rather than the accounting charges associated with such grants.

*Income Tax Rate Adjustments.* The Company uses a fixed, long-term projected tax rate internally to evaluate its operating performance, to forecast, plan and analyze future periods, and to assess the performance of its management team. Accordingly, the Company applies the same tax rate to its non-GAAP financial results and generally does not include one-time tax benefits. During fiscal 2020, the Company applied a tax rate of 18% to determine the non-GAAP income tax expense, which excluded, among other items, a one-time tax benefit of \$1.760 billion.

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended March 31, 2020

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 000-17948

**ELECTRONIC ARTS INC.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

94-2838567

(I.R.S. Employer  
Identification No.)

209 Redwood Shores Parkway  
Redwood City, California  
(Address of principal executive offices)

94065  
(Zip Code)

Registrant's telephone number, including area code:  
(650) 628-1500

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, \$0.01 par value	EA	NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the registrant's common stock, \$0.01 par value, held by non-affiliates of the registrant as of September 27, 2019, the last business day of our second fiscal quarter, was \$27,568 million.

As of May 18, 2020, there were 288,687,620 shares of the registrant's common stock, \$0.01 par value, outstanding.

**Documents Incorporated by Reference**

Portions of the registrant's definitive proxy statement for its 2020 Annual Meeting of Stockholders (the "2020 Proxy") are incorporated by reference into Part III hereof. The 2020 Proxy is expected to be filed not later than 120 days after the registrant's fiscal year end. Except with respect to information specifically incorporated by reference into this Form 10-K, the 2020 Proxy is not deemed to be filed as part hereof.

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**ELECTRONIC ARTS INC.  
2020 FORM 10-K ANNUAL REPORT**

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## CAUTIONARY NOTE ABOUT FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements. We use words such as “anticipate,” “believe,” “expect,” “intend,” “estimate,” “plan,” “predict,” “seek,” “goal,” “will,” “may,” “likely,” “should,” “could” (and the negative of any of these terms), “future” and similar expressions to identify forward-looking statements. In addition, any statements that refer to projections of our future financial performance, trends in our business, projections of markets relevant to our business, uncertain events and assumptions and other characterizations of future events or circumstances are forward-looking statements. Forward-looking statements consist of, among other things, statements related to the impact of the COVID-19 pandemic to our business, operations and financial results, industry prospects, our future financial performance, and our business plans and objectives, and may include certain assumptions that underlie the forward-looking statements. These forward-looking statements are not guarantees of future performance and reflect management’s current expectations. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that might cause or contribute to such differences include those discussed in Part I, Item 1A of this Annual Report under the heading “Risk Factors” beginning on page 9. We assume no obligation to revise or update any forward-looking statement for any reason, except as required by law.

## PART I

### Item 1: *Business*

#### Overview

Electronic Arts is a global leader in digital interactive entertainment. We develop, market, publish and deliver games, content and services that can be played and watched on game consoles, PCs, mobile phones and tablets.

#### Our Strategic Pillars

Our strategy is to create amazing games and content, powered by services, delivered to a large, global audience. We believe that the breadth and depth of our portfolio, live services offerings, and our use of multiple business models and distribution channels provide us with strategic advantages. These advantages include the opportunity to engage an increasing number of players across more distribution channels and geographies, and dependable sources of revenue from our annualized sports franchises (e.g., FIFA, Madden NFL), our console, PC and mobile catalog titles (i.e., titles that did not launch in the current fiscal year), and our live services.

#### *Amazing Games and Content, Powered by Services*

Our foundation is a portfolio of intellectual property from which we create innovative games and content that enables us to build on-going and meaningful relationships with communities of players, creators and viewers. Our portfolio includes brands that we either wholly own (such as Battlefield, The Sims, Apex Legends, Need for Speed and Plants v. Zombies) or license from others (such as FIFA, Madden NFL and Star Wars).

We develop and publish games and services across diverse genres, such as sports, first-person shooter, action, role-playing and simulation. We have added to the breadth of our portfolio in recent years by, among other things, launching *Star Wars Jedi: Fallen Order*, a single-player action-adventure game based in the Star Wars universe, and *Apex Legends*, our first free-to-play console game, as well as by expanding the ways in which players can engage with *The Sims 4*. The depth of our portfolio is demonstrated by providing players with opportunities for choice within genres and franchises. For example, our sports portfolio includes the FIFA (soccer), Madden NFL (American football), NHL (ice hockey), and UFC (ultimate fighting) franchises, among others. And within our franchises we have innovated by providing multiple modalities of play designed to satisfy the various motivations of our players. For example, within *FIFA 20*, in addition to the professional soccer simulation base game, players can also engage with *FIFA Ultimate Team*, designed for players motivated by competition and self-improvement as well as *VOLTA FOOTBALL*, designed for players that play for social connection and self-expression. FIFA is our largest and most popular game and franchise, and the annualized console and PC game is consistently one of the best-selling games in the marketplace. Net revenue from *FIFA 20*, *FIFA 19*, and *FIFA 18* represented approximately 12 percent of our total net revenue in fiscal year 2020, approximately 14 percent of our total net revenue in fiscal year 2019 and approximately 11 percent of our total net revenue in fiscal year 2018, respectively.

We seek to add to the breadth and depth of our portfolio by investing in developing and establishing new brands as well as investing in our partnerships with external game developers to create games and content that we bring to market.

In addition, through our live services offerings, we offer our players high-quality experiences designed to provide value to players and extend and enhance gameplay. These live services include extra content, subscription offerings and other revenue generated outside of the sale of our base games. Our digital live services net revenue represented 51 percent of our total net revenue during fiscal year 2020. We expect that live services net revenue, particularly extra content net revenue, will continue to be material to our business. Our most popular live service is the extra content purchased within the *Ultimate Team* mode associated with our sports franchises. *Ultimate Team* allows players to collect current and former professional players in order to build, and compete as, a personalized team. Net revenue from *Ultimate Team* represented approximately 27 percent, 28 percent and 23 percent of our total net revenue during fiscal year 2020, 2019 and 2018, respectively, a substantial portion of which was derived from *FIFA Ultimate Team*. In addition, in fiscal year 2020, we provided players with additional engagement opportunities through new maps, vehicles and more in *Battlefield V*, new ways to play across eras in *Star Wars Battlefront II*, launched four seasons of content for *Apex Legends* and released five additional content packs for *The Sims 4* on PC.

Within our games and live services, we offer additional services that are designed to connect players to their friends and to the games they love, such as access to online marketplaces and in-game player rewards and achievements, which such services do not directly monetize. We also are investing in a number of long-term service-based initiatives that we believe will allow us to better serve and deepen our engagement with our players, such as an infrastructure that will enable us to better deliver content that will resonate with players and provide more choice in the way that players connect with their games, with each other, and with new types of content, and our esports initiatives. We believe that the interest and enthusiasm that surrounds esports will drive engagement and monetization in our products and services in addition to providing revenue opportunities through partnerships with sponsors and broadcasters.

#### ***Delivered to a Large, Global Audience***

We are focused on reaching more players whenever and wherever they want to play. We believe that we can add value to our network by making it easier for players to connect to a world of play by offering choice of business model, distribution channel and device. Our games and services can be played and watched on consoles, PCs, mobile phones, tablets, and reach our players through both digital distribution channels and retail channels. Players can access our games and services through traditional single-game purchase or through our subscription offerings; and certain of our games and services are available through a “free-to-play” model whereby players download the game for free and engage with services provided on an ongoing basis. For example, we develop products and services within the FIFA franchise that allow players to engage with FIFA through multiple business models, distribution channels and devices, including: (1) our annualized console and PC games and associated services, which can be purchased through both digital distribution and retail channels and also is available through our subscription services; (2) *FIFA Mobile*, a mobile free-to-play offering; and (3) *FIFA Online*, a PC free-to-play game available in certain Asian countries.

Digitally, our console games and live services can be purchased through third-party storefronts, such as the digital stores of our console partners Sony, Microsoft and Nintendo. Our direct sales to Sony and Microsoft represented approximately 32 percent and 17 percent of total net revenue, respectively, in fiscal year 2020; approximately 29 percent and 16 percent of total net revenue, respectively, in fiscal year 2019; and approximately 27 percent and 16 percent of total net revenue, respectively, in fiscal year 2018. Our mobile and tablet games and services are available through third-party application storefronts such as the Apple App Store and Google Play. Our PC games and services can be downloaded directly through Origin, EA’s digital storefront, as well as through third-party online download stores, such as Steam. We also partner with third parties to publish our mobile and PC games and services in certain Asian territories, such as our partnerships with Tencent Holdings Limited and Nexon Co. Ltd. for *FIFA Online* in China and Korea, respectively. From time to time, third parties will publish mobile and tablet games and services under a license to certain of our intellectual property assets.

We also offer subscription services, such as EA Access on consoles and Origin Access and Origin Access Premier on PC as we look to build deeper relationships with our players and offer increased choice and flexibility for our players to try new games. These subscription services allow players access to a selection of our console and PC games and services for a monthly or annual fee. In fiscal year 2020, we expanded our subscription offerings by bringing our EA Access subscription service to the Sony distribution channel and expect to expand our Origin Access subscription service to more distribution channels in fiscal year 2021.

Our packaged goods games are sold directly to mass market retailers, specialty stores and through distribution arrangements.

New distribution methods and business models are expected to continue to emerge in the future, and we intend to evaluate these opportunities on a case-by-case basis.

### **Significant Relationships**

*Sony & Microsoft.* Under the terms of agreements we have entered into with Sony Computer Entertainment Inc. and its affiliates and with Microsoft Corporation and its affiliates, we are authorized to develop and distribute disc-based and digitally-delivered software products and services compatible with PlayStation and Xbox consoles, respectively. Under these agreements with Sony and Microsoft, we have the non-exclusive right to use, for a fixed term and in a designated territory, technology that is owned or licensed by them to publish our games on their respective consoles. With respect to our digitally-delivered products and services, the console manufacturers pay us either a wholesale price or a royalty percentage on the revenue they derive from their sales of our products and services. Our transactions for packaged goods products are made pursuant to individual purchase orders, which are accepted on a case-by case basis by Sony or Microsoft (or their designated replicators), as the case may be. For packaged goods products, we pay the console manufacturers a per-unit royalty for each unit manufactured. Many key commercial terms of our relationships with Sony and Microsoft — such as manufacturing terms, delivery times, policies and approval conditions — are determined unilaterally, and are subject to change by the console manufacturers.

The license agreements also require us to indemnify the console manufacturers for any loss, liability and expense resulting from any claim against the console manufacturer regarding our games and services, including any claims for patent, copyright or trademark infringement brought against the console manufacturer. Each license may be terminated by the console manufacturer if a breach or default by us is not cured after we receive written notice from the console manufacturer, or if we become insolvent. The console manufacturers are not obligated to enter into license agreements with us for any future consoles, products or services.

*Apple, Google and Other App Stores.* We have agreements to distribute our mobile applications and additional content through distributors such as Apple and Google. Our applications are downloaded for mobile devices from third party application storefronts. The distributor charges consumers for content purchased within the application or charges consumers a one-time fee to download the application. Our distribution agreements establish the amounts that are retained by the distributor and the amounts passed through to us. These arrangements are typically terminable on short notice. The agreements generally do not obligate the distributors to market or distribute any of our applications.

*Publishing Partners in Asia.* We have entered into agreements whereby we partner with certain companies, including Tencent Holdings Limited and Nexon Co., Ltd. or their respective affiliates, pursuant to which these companies publish our mobile and PC free-to-play games in certain Asian territories, including China and Korea. Our players access games from the publishers' online storefronts and are charged for additional content purchased within our game environment. The agreements generally establish the amounts that are retained by the publisher, and the amounts passed through to us.

### **Competition**

The market for interactive entertainment is intensely competitive and changes rapidly as new products, business models and distribution channels are introduced. We also face competition for the right to use certain intellectual

property included in our products. In order to remain successful, we are required to anticipate, sometimes years in advance, the ways in which our products and services will compete in the market. We face significant competition from companies such as Activision Blizzard, Take-Two Interactive, Ubisoft, Bethesda, Epic Games, NetEase, Tencent, Sony, Microsoft and Nintendo, primarily with respect to developing games and services that operate on consoles, PCs and/or mobile devices. In addition, broader technology companies with significant resources, including Google, Apple and Amazon, are pursuing initiatives in our industry that may compete with us.

More broadly, we compete against providers of different sources of entertainment, such as movies, television, social networking, online casual entertainment and music that our players could enjoy in their free time. Important competitive factors in our industry include the ability to attract creative and technical talent, game quality and ease of use, innovation, compatibility of products with certain consoles and other distribution channels, brand recognition, reputation, reliability, security, creativity, price, marketing, and quality of customer service.

### **Intellectual Property and Technology**

To establish and protect our intellectual property, we rely on a combination of copyrights, trademarks, patents, patent applications, trade secrets, know-how, license agreements, confidentiality provisions and procedures and other contractual provisions. We actively engage in enforcement and other activities to protect our intellectual property, but the laws of some countries in which we operate, particularly in Asia, either do not protect our intellectual property to the same extent as the laws of the United States or are poorly enforced. As our digital business has grown, our games and services increasingly depend on the reliability, availability and security of our technological infrastructure. Our industry is prone to, and our systems and networks are subject to actions by malfeasant actors, such as cyber-attacks and other information security incidents. While we devote financial and operational resources to implement systems, processes and technologies to guard against cyber events and to help protect our intellectual property, employee and consumer data and information technology systems against intrusions or other security breaches, we have experienced such events in the past and expect future events to occur. In addition, we engage in activities designed to limit the impact of abuse of our digital products and services, including monitoring our games for evidence of exploitation and re-balancing our game environments in the event that such abuse is discovered.

### **Governmental Regulation**

We are a global company subject to various and complex laws and regulations domestically and internationally, including laws and regulations related to user privacy, data collection and retention, consumer protection, protection of minors, content, advertising, localization, information security, intellectual property, competition and taxation, among others. Many of these laws and regulations are continuously evolving and developing, and the application to, and impact on, us is uncertain. Certain of our business models are subject to new laws or regulations or evolving interpretations and application of existing laws and regulations, including those related to gambling. The growth and development of electronic commerce, virtual items and virtual currency has prompted calls for new laws and regulations and resulted in the application of existing laws or regulations that have limited or restricted the sale of our products and services in certain territories.

### **Seasonality**

We have historically experienced the highest percentage of our net bookings in our third fiscal quarter due to seasonal holiday demand and the launch timing of our games. While we expect this trend to continue in fiscal year 2021, there is no assurance that it will.

### **Employees**

As of March 31, 2020, we had approximately 9,800 regular, full-time employees, over 6,000 of whom were outside the United States. We believe that our ability to attract, train, motivate and retain qualified employees is a

critical factor in the successful development of our products and services and that our future success will depend, in large measure, on our ability to continue attracting, training, motivating and retaining qualified employees. Approximately 7 percent of our employees, all of whom work for our DICE development studio in Sweden, are represented by a union.

### **Investor Information**

Our website address is [www.ea.com](http://www.ea.com). Our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and any amendments to those reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act, as amended, are available free of charge on the Investor Relations section of our website at <http://ir.ea.com> as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission (“SEC”). We announce material financial information and business updates through our SEC filings, press releases, public conference calls and webcasts, the Investor Relations section of our website at <http://ir.ea.com>, our blog at <https://www.ea.com/news> and through our Twitter account @EA. Except as expressly set forth in this Form 10-K annual report, the contents of our website and/or social media accounts are not incorporated into, or otherwise to be regarded as part of this report.

### **Company Information**

We were incorporated originally in California in 1982. In September 1991, we were reincorporated under the laws of Delaware. Our principal executive offices are located at 209 Redwood Shores Parkway, Redwood City, California 94065 and our telephone number is (650) 628-1500.



## Information About Our Executive Officers

The following table sets forth information regarding our executive officers as of May 20, 2020:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Andrew Wilson . . . . .	45	Chief Executive Officer
Blake Jorgensen . . . . .	60	Chief Operating Officer and Chief Financial Officer
Laura Miele . . . . .	50	Chief Studios Officer
Kenneth Moss . . . . .	54	Chief Technology Officer
Christopher Bruzzo . . . . .	50	Chief Marketing Officer
Joel Linzner . . . . .	68	Executive Vice President, Worldwide Business Affairs
Mala Singh . . . . .	49	Chief People Officer
Matthew Bilbey . . . . .	44	Executive Vice President of Strategic Growth
Kenneth A. Barker . . . . .	53	Senior Vice President, Chief Accounting Officer
Jacob J. Schatz . . . . .	51	Executive Vice President, General Counsel and Corporate Secretary

**Mr. Wilson** has served as EA’s Chief Executive Officer and as a director of EA since September 2013. Prior to his appointment as our Chief Executive Officer, Mr. Wilson held several positions within the Company since joining EA in May 2000, including Executive Vice President, EA SPORTS from August 2011 to September 2013. Mr. Wilson also serves as a director of Intel Corporation, is chairman of the board of the privately-held World Surf League and is a member of the Board of Trustees of the Paley Center for Media.

**Mr. Jorgensen** has served as EA’s Chief Financial Officer since September 2012 and as EA’s Chief Operating Officer since April 2018. Prior to joining EA, he served as Executive Vice President, Chief Financial Officer of Levi Strauss & Co. from July 2009 to August 2012. From June 2007 to June 2009, Mr. Jorgensen served as Executive Vice President, Chief Financial Officer of Yahoo! Inc. Mr. Jorgensen earned his M.B.A. from Harvard Business School and his undergraduate degree from Stanford University.

**Ms. Miele** has served as EA’s Chief Studios Officer since April 2018. Ms. Miele joined EA in March 1996 and has held several positions at the Company, including Executive Vice President, Global Publishing from April 2016 to April 2018, Senior Vice President of Americas Publishing from June 2014 to April 2016, and several senior roles in the Company’s marketing organization.

**Mr. Moss** has served as EA’s Chief Technology Officer since July 2014. He served as Vice President of Market Places Technology, Science and Data at eBay Inc. from November 2011 to July 2014. Prior to joining eBay, he co-founded CrowdEye, Inc. and served as its Chief Executive Officer from October 2008 to November 2011. Mr. Moss graduated from Princeton University.

**Mr. Bruzzo** has served as EA’s Chief Marketing Officer since September 2014. Prior to joining EA, he served as Senior Vice President at Starbucks Corporation from June 2011 to August 2014. Mr. Bruzzo graduated from Whitworth University.

**Mr. Linzner** has served as EA’s Executive Vice President, Worldwide Business Affairs since April 2016. From March 2005 until April 2016, Mr. Linzner was EA’s Executive Vice President, Business and Legal Affairs. Prior to joining EA in July 1999, Mr. Linzner served as outside litigation counsel to EA and several other companies in the video game industry. Mr. Linzner earned his J.D. from Boalt Hall at the University of California, Berkeley, after graduating from Brandeis University.

**Ms. Singh** has served as EA’s Chief People Officer since October 2016. Ms. Singh was previously employed by EA from 2009 to 2013, serving as Vice President, Human Resources, EA Labels from 2011 to 2013. Prior to rejoining EA, Ms. Singh served as the Chief People Officer of Minted, LLC from January 2014 to October 2016. Ms. Singh earned both her undergraduate and graduate degrees from Rutgers University — New Brunswick.



**Mr. Bilbey** has served as EA's Executive Vice President of Strategic Growth since April 2018. Mr. Bilbey joined EA in 1995 and has held several positions within the Company, including Chief Operating Officer, Worldwide Studios from August 2016 to April 2018 and Senior Vice President, Group General Manager from November 2013 to January 2017.

**Mr. Barker** has served as the Company's Chief Accounting Officer since June 2003. From February 2012 to September 2012, he also served as Interim Chief Financial Officer. Prior to joining EA, Mr. Barker was at Sun Microsystems, Inc., as its Vice President and Corporate Controller and at Deloitte & Touche as an audit partner. Mr. Barker serves on the Board of Directors of Gatepath, a non-profit organization, and on the Accounting Advisory Board for the University of Notre Dame. Mr. Barker graduated from the University of Notre Dame.

**Mr. Schatz** has served as EA's General Counsel and Corporate Secretary since June 2014. Mr. Schatz joined EA in 1999, and prior to his current role, he served as Deputy General Counsel and as Vice President from 2006 to 2014. Mr. Schatz earned his J.D. from Georgetown University Law Center, and received his undergraduate degree from Pomona College. Mr. Schatz is a member of the Bar of the State of California and is admitted to practice in the United States Supreme Court, the Ninth Circuit Court of Appeals and several United States District Courts.

## Item 1A: Risk Factors

Our business is subject to many risks and uncertainties, which may affect our future financial performance. In the past, we have experienced certain of the events and circumstances described below, which adversely impacted our business and financial performance. If any of the events or circumstances described below occurs, our business or financial performance could be harmed, our actual results could differ materially from our expectations and the market value of our stock could decline. The risks and uncertainties discussed below are not the only ones we face. There may be additional risks and uncertainties not currently known to us or that we currently do not believe could be material that may harm our business or financial performance.

### **Our business is intensely competitive. We may not deliver successful and engaging products and services, or consumers may prefer our competitors' products or services over our own.**

Competition in our business is intense. Many new products and services are regularly introduced, but only a relatively small number of products and associated services drive significant engagement and account for a significant portion of total revenue. Our competitors range from established interactive entertainment companies and diversified media companies to emerging start-ups, and we expect new competitors to continue to emerge throughout the world. If our competitors develop and market more successful and engaging products or services, offer competitive products or services at lower price points, or if we do not continue to develop consistently high-quality, well-received and engaging products and services, our revenue, margins, and profitability will decline.

We strive to create innovative and high-quality products and services that allow us to build on-going and meaningful relationships with our community. However, innovative and high-quality titles, even if highly-reviewed, may not meet our expectations. Many financially successful products and services within our industry are iterations of prior titles with large established consumer bases and significant brand recognition, which makes competing in certain categories challenging. In addition, products or services of our direct competitors or other entertainment companies may take a larger portion of consumer spending or time than we anticipate, which could cause our products and services to underperform relative to our expectations. A significant portion of our revenue historically has been derived from products and services based on a few popular franchises, and the underperformance of a single major title has had, and could in the future have, a material adverse impact on our financial results. For example, we have historically derived a significant portion of our net revenue from sales related to our largest and most popular game, FIFA, annualized versions of which are consistently one of the best-selling games in the marketplace. Any events or circumstances that negatively impact our FIFA franchise, such as product or service quality, competing products that take a portion of consumer spending and time, the delay or cancellation of a product or service launch, or real or perceived security risks could negatively impact our financial results to a disproportionate extent.

The increased importance of live services, including extra content, to our business heightens the risks associated with the products for which such live services are offered. Live services that are either poorly-received or provided in connection with underperforming games may generate lower than expected sales. Any lapse, delay or failure in our ability to provide high-quality live services content to consumers over an extended period of time could materially and adversely affect our financial results, consumer engagement with our live services, and cause harm to our reputation and brand. Our most popular live service is the extra content available for the *Ultimate Team* mode associated with our sports franchises. Any events or circumstances that negatively impact our ability to reliably provide content or sustain engagement for *Ultimate Team*, particularly *FIFA Ultimate Team*, would negatively impact our financial results to a disproportionate extent.

### **Our business is subject to economic, market and geopolitical conditions.**

Our business is subject to economic, market, public health and geopolitical conditions, which are beyond our control. The United States and other international economies have experienced cyclical downturns from time to time. Worsening economic conditions that negatively impact discretionary consumer spending and consumer demand, including inflation, slower growth, recession and other macroeconomic conditions, including those

resulting from public health outbreaks such as the COVID-19 pandemic and geopolitical issues could have a material adverse impact on our business and operating results. In addition, the United Kingdom's departure from the European Union has caused economic and legal uncertainty in the region and may result in macroeconomic conditions that adversely affect our business.

We are particularly susceptible to market conditions and risks associated with the entertainment industry, which, in addition to general macroeconomic downturns, also include the popularity, price and timing of our games, changes in consumer demographics, the availability and popularity of other forms of entertainment, and critical reviews and public tastes and preferences, which may change rapidly and cannot necessarily be predicted.

**Catastrophic events may disrupt our business.**

Natural disasters, cyber-incidents, weather events, wildfires, power disruptions, telecommunications failures, public health outbreaks, failed upgrades of existing systems or migrations to new systems, acts of terrorism or other events could cause outages, disruptions and/or degradations of our infrastructure, including our or our partners' information technology and network systems, a failure in our ability to conduct normal business operations, or the closure of public spaces in which players engage with our games and services. The health and safety of our employees, players, third-party organizations with whom we partner or regulatory agencies on which we rely could be also affected, which may prevent us from executing against our business strategies or cause a decrease in consumer demand for our products and services. System redundancy may be ineffective and our disaster recovery and business continuity planning may not be sufficient for all eventualities. Such failures, disruptions, closures, or inability to conduct normal business operations could also prevent access to our products, services or online stores selling our products and services, cause delay or interruption in our product or live services offerings, allow breaches of data security or result in the loss of critical data. Several of our key locations are closed as a result of the COVID-19 pandemic, including our global headquarters in Redwood Shores, California and key studios across North America, Europe and Asia, and the distribution of our workforce could disrupt our ability to conduct normal business operations. Our corporate headquarters and several of our key studios also are located in seismically active regions. An event that results in the disruption or degradation of any of our critical business functions or information technology systems, harms our ability to conduct normal business operations or causes a decreased in consumer demand for our products and services could materially impact our reputation and brand, financial condition and operating results.

**We may not meet our product and live service development schedules and key events, sports seasons and/or movies that are tied to our product and live service release schedule may be delayed, cancelled or poorly received.**

Our ability to meet product and live service development schedules is affected by a number of factors both within and outside our control, including feedback from our players, the creative processes involved, the coordination of large and sometimes geographically dispersed development teams, the complexity of our products and the platforms for which they are developed, the need to fine-tune our products prior to their release and, in certain cases, approvals from third parties. During the worldwide COVID-19 pandemic, our ability to meet product and live service development schedules will be challenged as we have closed key studios across North America, Europe and Asia and moved to a distributed workforce for certain of our development teams. We have experienced development delays for our products in the past, which caused us to delay or cancel release dates. Any failure to meet anticipated production or release schedules likely would result in a delay of revenue and/or possibly a significant shortfall in our revenue, increase our development and/or marketing expenses, harm our profitability, and cause our operating results to be materially different than anticipated. If we miss key selling periods for products or services, particularly the fiscal quarter ending in December, for any reason, including product delays or product cancellations our sales likely will suffer significantly.

We also seek to release certain products and extra content for our live services — such as our sports franchises and the associated Ultimate Team live service — in conjunction with key events, such as the beginning of a sports season, events associated with the sports calendar, or the release of a related movie. If such seasons or events were delayed, cancelled or poorly received, our sales could suffer materially. For example, the worldwide

COVID-19 pandemic has resulted in the disruption, postponement and cancellation of sports seasons and sporting events. Continued disruption, postponement and cancellation of sports seasons and sporting events around which we seek to launch our games and provide live services could have a material adverse impact on our business and operating results.

**Our industry changes rapidly and we may fail to anticipate or successfully implement new or evolving technologies, or adopt successful business strategies, distribution methods or services.**

Rapid changes in our industry require us to anticipate, sometimes years in advance, the ways in which our products and services will be competitive in the market. We have invested, and in the future may invest, in new business strategies, technologies, distribution methods, products, and services. There can be no assurance that these strategic investments will achieve expected returns. For example, we are investing in the technological infrastructure that we expect will enable us to deliver content that will resonate with players and provide more choice in the way that players connect with their games, with each other, and with new types of content. Such endeavors involve significant risks and uncertainties. No assurance can be given that the technology we choose to implement, the business strategies we choose to adopt and the products and services that we pursue will achieve financial results that meet or exceed our expectations. Our reputation and brand could also be adversely affected. We also may miss opportunities or fail to respond quickly enough to adopt technology or distribution methods or develop products, services or new ways to engage with our games that become popular with consumers, which could adversely affect our financial results.

Our development process usually starts with particular platforms and distribution methods in mind, and a range of technical development, feature and ongoing goals that we hope to be able to achieve. We may not be able to achieve these goals, or our competition may be able to achieve them more quickly and in a way that better engages consumers. In either case, our products and services may be technologically inferior to those of our competitors, less appealing to consumers, or both. If we cannot achieve our goals within the original development schedule for our products and services, then we may delay their release until these goals can be achieved, which may delay or reduce revenue and increase our development expenses. Alternatively, we may increase the resources employed in research and development in an attempt to accelerate our development of new technologies, either to preserve our product or service launch schedule or to keep up with our competition, which would increase our development expenses.

**We may experience security breaches and cyber threats.**

The integrity of our and our partners' information technology networks and systems is critical to our ongoing operations, products, and services. Our industry is prone to, and our systems and networks are subject to actions by malfeasant actors, such as cyber-attacks and other information security incidents that seek to exploit, disable, damage, and/or disrupt our networks, business operations, products and services and supporting technological infrastructure, or gain access to consumer and employee personal information, our intellectual property and other assets. In addition, our systems and networks could be harmed or improperly accessed due to error by employees or third parties that are authorized to access to these networks and systems. We also rely on technological infrastructure provided by third-party business partners to support the online functionality of our products and services, who are also subject to these same cyber risks. Both our partners and we have expended, and expect to continue to expend, financial and operational resources to guard against cyber risks and to help protect our data and systems. However, the techniques used by malfeasant actors changes frequently, continue to evolve in sophistication and volume, and often are not detected for long periods of time. As a result of the COVID-19 pandemic, remote access to our networks and systems has increased substantially. While we have taken steps to secure our networks and systems, we may be more vulnerable to a successful cyber-attack or information security incident while our workforce remains distributed. The costs to respond to, mitigate, and/or notify affected parties of cyber-attacks and other security vulnerabilities are significant. In addition, such events could compromise the confidentiality, integrity, or accessibility of these networks and systems or result in the compromise or loss of the data, including personal data, processed by these systems. Consequences of such events have included, and could in the future include, the loss of proprietary and personal data and interruptions or delays in our business operations, as well as loss of player confidence and damage to our brand and reputation.

In addition, such events could cause us to be non-compliant with applicable regulations, subject us to legal claims or penalties under laws protecting the privacy or security of personal information or proprietary material information. We have experienced such events in the past and expect future events to occur.

In addition, the virtual economies that we have established in many of our games are subject to abuse, exploitation and other forms of fraudulent activity that can negatively impact our business. Virtual economies involve the use of virtual currency and/or virtual assets that can be used or redeemed by a player within a particular game or service. The abuse or exploitation of our virtual economies have included the illegitimate generation and sale of virtual items, including in black markets. Our online services have been impacted by in-game exploits and the use of automated or other fraudulent processes to generate virtual item or currency illegitimately, and such activity may continue. These abuses and exploits, and the steps that we take to address these abuses and exploits may result in a loss of anticipated revenue, increased costs to protect against or remediate these issues, interfere with players' enjoyment of a balanced game environment and cause harm to our reputation and brand.

**Our business is subject to complex and prescriptive regulations regarding consumer protection and data privacy practices, and could be adversely affected if our consumer protection, data privacy and security practices are not adequate, or perceived as being inadequate.**

We are subject to global data privacy, data protection, localization, security and consumer-protection laws and regulations worldwide. These laws and regulations are emerging and evolving and the interpretation and application of these laws and regulations often are uncertain, contradictory and changing. The failure to maintain data practices that are compliant with applicable laws and regulations, or evolving interpretations of applicable laws and regulations, could result in inquiries from enforcement agencies or direct consumer complaints, resulting in civil or criminal penalties, and could adversely impact our reputation and brand. In addition, the operational costs of compliance with these regulations is high and will likely continue to increase.

Even if we remain in strict compliance with applicable laws and regulations, consumer sensitivity to the collection and processing of their personal information continues to increase. Any real or perceived failures in maintaining acceptable data privacy practices, including allowing improper or unauthorized access, acquisition or misuse and/or uninformed disclosure of consumer, employee and other information, or a perception that we do not adequately secure this information or provide consumers with adequate notice about the information that they authorize us to collect and disclose could result in brand, reputational, or other harms to the business, result in costly remedial measures, deter current and potential customers from using our products and services and cause our financial results to be materially affected.

Third party vendors and business partners receive access to certain information that we collect. These vendors and business partners may not prevent data security breaches with respect to the information we provide them or fully enforce our policies, contractual obligations and disclosures regarding the collection, use, storage, transfer and retention of personal data. A data security breach of one of our vendors or business partners could cause reputational and financial harm to them and us, negatively impact our ability to offer our products and services, and could result in legal liability, costly remedial measures, governmental and regulatory investigations, harm our profitability, reputation and brand, and cause our financial results to be materially affected.

We also are subject to payment card association rules and obligations pursuant to contracts with payment card processors. Under these rules and obligations, if information is compromised, we could be liable to payment card issuers for the cost of associated expenses and penalties. In addition, if we fail to follow payment card industry security standards, even if no consumer information is compromised, we could incur significant fines or experience a significant increase in payment card transaction costs.

**We may experience outages, disruptions or degradations in our services, products and/or technological infrastructure.**

The reliable performance of our products and services depends on the continuing operation and availability of our information technology systems and those of our external service providers, including third-party "cloud"

computing services. Our games and services are complex software products and maintaining the sophisticated internal and external technological infrastructure required to reliably deliver these games and services is expensive and complex. The reliable delivery and stability of our products and services has been, and could in the future be, adversely impacted by outages, disruptions, failures or degradations in our network and related infrastructure, as well as in the online platforms or services of key business partners that offer, support or host our products and services. The reliability and stability of our products and services has been affected by events outside of our control as well as by events within our control, such as the migration of data among data centers and to third-party hosted environments, the performance of upgrades and maintenance on our systems, and online demand for our products and services that exceeds the capabilities of our technological infrastructure.

If we or our external business partners were to experience an event that caused a significant system outage, disruption or degradation or if a transition among data centers or service providers or an upgrade or maintenance session encountered unexpected interruptions, unforeseen complexity or unplanned disruptions, our products and services may not be available to consumers or may not be delivered reliably and stably. As a result, our reputation and brand may be harmed, consumer engagement with our products and services may be reduced, and our revenue and profitability could be negatively impacted. We do not have redundancy for all our systems, many of our critical applications reside in only one of our data centers, and our disaster recovery planning may not account for all eventualities.

As our digital business grows, we will require an increasing amount of internal and external technical infrastructure, including network capacity and computing power to continue to satisfy the needs of our players. We are investing, and expect to continue to invest, in our own technology, hardware and software and the technology, hardware and software of external service providers to support our business. It is possible that we may fail to scale effectively and grow this technical infrastructure to accommodate increased demands, which may adversely affect the reliable and stable performance of our games and services, therefore negatively impacting engagement, reputation, brand and revenue growth.

**Government regulations applicable to us may negatively impact our business.**

We are a global company subject to various and complex laws and regulations domestically and internationally, including laws and regulations related to consumer protection, protection of minors, content, advertising, localization, information security, intellectual property, competition and taxation, among others. Many of these laws and regulations are continuously evolving and developing, and the application to, and impact on, us is uncertain. For example, the World Health Organization recently included “gaming disorder” in the 11<sup>th</sup> Revision of the International Classification of Diseases, prompting discussion and consideration of legislation and policies aimed at mitigating the risk of overuse of, and overspending within, video games. These laws could harm our business by limiting the products and services we can offer consumers or the manner in which we offer them. The costs of compliance with these laws may increase in the future as a result of changes in applicable laws or changes to interpretation. Any failure on our part to comply with these laws or the application of these laws in an unanticipated manner may harm our business and result in penalties or significant legal liability.

Certain of our business models are subject to new laws or regulations or evolving interpretations and application of existing laws and regulations, including those related to gambling. The growth and development of electronic commerce, virtual items and virtual currency has prompted calls for new laws and regulations and resulted in the application of existing laws or regulations that have limited or restricted the sale of our products and services in certain territories. For example, governmental organizations have applied existing laws and regulations to certain mechanics commonly included within our games, including the Ultimate Team mode associated with our sports franchises. In addition, we include modes in our games that allow players to compete against each other and manage player competitions that are based on our products and services. Although we structure and operate our skill-based competitions with applicable laws in mind, including those related to gambling, our skill-based competitions in the future could become subject to evolving laws and regulations. New laws related to these business models or the interpretation or application of current laws that impact these business models — each of which could vary significantly across jurisdictions — could subject us to additional regulation and oversight, cause us to further limit or restrict the sale of our products and services or otherwise impact our products and services, lessen the engagement with, and growth of, profitable business models, and expose us to increased compliance costs, significant liability, fines, penalties and harm to our reputation and brand.



We are subject to laws in certain foreign countries, and adhere to industry standards in the United States, that mandate rating requirements or set other restrictions on the advertisement or distribution of interactive entertainment software based on content. In addition, certain foreign countries allow government censorship of interactive entertainment software products. Adoption of ratings systems, censorship or restrictions on distribution of interactive entertainment software based on content could harm our business by limiting the products we are able to offer to our consumers. In addition, compliance with new and possibly inconsistent regulations for different territories could be costly, delay or prevent the release of our products in those territories.

**Negative perceptions about our business, products and services and the communities within our products and services may damage our business, and we may incur costs to address concerns.**

Expectations regarding the quality, performance and integrity of our products and services are high. Players have sometimes been critical of our brands, products, services, online communities, business models and/or business practices for a wide variety of reasons, including perceptions about gameplay fun, fairness, game content, features or services, or objections to certain of our business practices. These negative responses may not be foreseeable. We also may not effectively manage these responses because of reasons within or outside of our control. For example, we have included in certain games the ability for players to purchase digital items, including in some instances virtual “packs”, “boxes” or “crates” that contain variable digital items. The inclusion of variable digital items in certain games has attracted the attention of our community and if the future implementation of these features creates a negative perception of gameplay fairness or other negative perceptions, our reputation and brand could be harmed and revenue could be negatively impacted. In addition, we have taken actions, including delaying the release of our games and delaying or discontinuing features and services for our games, after taking into consideration, among other things, feedback from our community even if those decisions negatively impacted our operating results in the short term. We expect to continue to take actions to address concerns as appropriate, including actions that may result in additional expenditures and the loss of revenue.

In addition, we aim to offer our players safe, inclusive and fulfilling online communities. We may not be able to maintain healthy, long-term online communities within our games and services as a result of the use of those communities as forums for harassment or bullying, our inability to successfully discourage overuse of our games and services or overspending within our games and services, or the successful implementation of cheating programs. Although we expend resources, and expect to continue to expend resources, to maintain healthy online communities, our efforts may not be successful due to scale, limitations of existing technologies or other factors.

Negative sentiment about gameplay fairness, our online communities, our business practices, business models or game content also can lead to investigations or increased scrutiny from governmental bodies and consumer groups, as well as litigation, which, regardless of their outcome, may be costly, damaging to our reputation and harm our business.

**Our business depends on the success and availability of consoles, systems and devices developed by third parties and our ability to develop commercially successful products and services for those consoles, systems and devices.**

The success of our business is driven in part by the commercial success and adequate supply of third-party consoles, systems and devices for which we develop our products and services or through which our products and services are distributed. Our success depends on our ability to reach a large, global audience by accurately predicting which consoles, systems and devices will be successful in the marketplace, our ability to develop commercially successful products and services that reach players across multiple channels, our ability to simultaneously manage products and services on multiple consoles, systems and devices and our ability to effectively transition our products and services to new consoles, systems and devices. We must make product development decisions and commit significant resources well in advance of the commercial availability of new consoles, systems and devices, and we may incur significant expense to adjust our product portfolio and development efforts in response to changing consumer preferences. Additionally, we may enter into certain



exclusive licensing arrangements that affect our ability to deliver or market products or services on certain consoles, systems or devices. A console, system or device for which we are developing products and services may not succeed as expected or new consoles, systems or devices may take market share and interactive entertainment consumers away from those for which we have devoted significant resources. If consumer demand for the consoles, systems or devices for which we are developing products and services is lower than our expectations, we may be unable to fully recover the investments we have made in developing our products and services, and our financial performance will be harmed. Alternatively, a console, system or device for which we have not devoted significant resources could be more successful than we initially anticipated, causing us to not be able to reach our intended audience and take advantage of meaningful revenue opportunities.

**External game developers may not meet product development schedules or otherwise honor their obligations.**

We contract with external game developers to develop our games or to publish or distribute their games. While we maintain contractual protections, we have less control over the product development schedules of games developed by external developers. We depend on their ability to meet product development schedules which could be negatively affected by, among other things, the shift to a distributed workforce model resulting from the COVID-19 pandemic. In addition, disputes occasionally arise with external developers, including with respect to game content, launch timing, achievement of certain milestones, the game development timeline, marketing campaigns, contractual terms and interpretation. If we have disputes with external developers or they cannot meet product development schedules, acquire certain approvals or are otherwise unable or unwilling to honor their obligations to us, we may delay or cancel previously announced games, alter our launch schedule or experience increased costs and expenses, which could result in a delay or significant shortfall in anticipated revenue, harm our profitability and reputation, and cause our financial results to be materially affected.

**We may not attract, train, motivate and retain key personnel.**

Our business depends on our ability to attract, train, motivate and retain executive, technical, creative, marketing and other personnel that are essential to the development, marketing and support of our products and services. The market for highly-skilled workers and leaders in our industry is extremely competitive, particularly in the geographic locations in which many of our key personnel are located. In addition, our leading position within the interactive entertainment industry makes us a prime target for recruiting our executives, as well as key creative and technical talent. We may experience significant compensation costs to hire and retain senior executives and other personnel that we deem critical to our success. If we cannot successfully recruit, train, motivate and retain qualified employees, develop and maintain a diverse and inclusive work environment, or replace key employees following their departure, our ability to develop and manage our business will be impaired.

**Our marketing and advertising efforts may fail to resonate with consumers.**

Our products and services are marketed worldwide through a diverse spectrum of advertising and promotional programs. An increasing portion of our marketing activity is taking place on social media platforms and through streaming networks, influencers and content creators that are outside of our direct control. Our ability to engage players with our products and services is dependent in part upon the success of these programs, and changes to player preferences, the impact of athletes, celebrities, influencers or content creators, marketing regulations, technology changes or service disruptions may negatively impact our ability to reach and engage our players or otherwise negatively impact our marketing campaigns or the franchises associated with those marketing campaigns. Moreover, if the marketing for our products and services is not innovative or fails to resonate with players, particularly during key selling periods, or if advertising rates or other media placement costs increase, our business and operating results could be harmed.

**We may experience declines or fluctuations in the recurring portion of our business.**

Our business model includes revenue that we deem recurring in nature, such as revenue from our annualized sports franchises (e.g., FIFA, Madden NFL), our console, PC and mobile catalog titles (i.e., titles that did not

launch in the current fiscal year), and our live services. While we have been able to forecast the revenue from these areas of our business with greater relative confidence than for new games, services and business models, we cannot provide assurances that consumer demand will remain consistent, including in connection with circumstances outside of our control. Furthermore, we may cease to offer games and services that we previously had deemed to be recurring in nature. Consumer demand has declined and fluctuated, and could in the future decline or fluctuate, as a result of a number of factors, including their level of satisfaction with our games and services, our ability to improve and innovate our annualized titles, our ability to adapt our games and services to new distribution channels and business models, outages and disruptions of online services, the games and services offered by our competitors, our marketing and advertising efforts or declines in consumer activity generally as a result of economic downturns, among others. The reception to our sports games also depends, in part, on the popularity, reputation and brand of the leagues, organizations and individual athletes with whom we partner. Events and circumstances outside of our control that have a negative impact on the accessibility, popularity, reputation and brand of these partners has impacted, and could in the future negatively impact, sales related to our annualized sports games. Any decline or fluctuation in the recurring portion of our business may have a negative impact on our financial and operating results.

**We could fail to successfully adopt new business models.**

From time to time we seek to establish and implement new business models. Forecasting the success of any new business model is inherently uncertain and depends on a number of factors both within and outside of our control. Our actual revenue and profit for these businesses may be significantly greater or less than our forecasts. In addition, these new business models could fail, resulting in the loss of our investment in the development and infrastructure needed to support these new business models, as well as the opportunity cost of diverting management and financial resources away from more successful and established businesses. For example, we have devoted financial and operational resources to our subscription offerings without any assurance that these businesses will be financially successful. While we anticipate growth in this area of our business, consumer demand is difficult to predict as a result of a number of factors, including satisfaction with our products and services, our ability to provide engaging products and services, third parties offering their products and services within our subscription, partners that provide, or don't provide, access to our subscription, products and services offered by our competitors, reliability of our infrastructure and the infrastructure of our partners, pricing, the actual or perceived security of our and our partners information technology systems and reductions in consumer spending levels. In addition, if our subscription offerings are successful, sales could be diverted from established business models. If we do not select a target price that is optimal for our subscription services, maintain our target pricing structure or correctly project renewal rates, our financial results may be harmed.

**Acquisitions, investments, divestitures and other strategic transactions could result in operating difficulties and other negative consequences.**

We have made and may continue to make acquisitions or enter into other strategic transactions including (1) acquisitions of companies, businesses, intellectual properties, and other assets, (2) minority investments in strategic partners, and (3) investments in new interactive entertainment businesses as part of our long-term business strategy. These transactions involve significant challenges and risks including that the transaction does not advance our business strategy, that we do not realize a satisfactory return on our investment, that we acquire liabilities, that our due diligence process does not identify significant issues, liabilities or other challenges, diversion of management's attention from our other businesses, the incurrence of debt, contingent liabilities or amortization expenses, write-offs of goodwill, intangibles, or acquired in-process technology, or other increased cash and non-cash expenses. In addition, we may not integrate these businesses successfully or achieve expected synergies. For example, we may experience difficulties with the integration of business systems and technologies, the integration and retention of new employees, the implementation of our internal control and compliance procedures and/or the remediation of the internal control and compliance environment of the acquired entity, or the maintenance of key business and customer relationships. These events could harm our operating results or financial condition.

We may fund strategic transactions with (1) cash, which would reduce cash available for other corporate purposes, (2) debt, which would increase our interest expense and leverage and/or (3) equity which would dilute current shareholders' percentage ownership and also dilute our earnings per share. We also may divest or sell assets or a business and we may have difficulty selling such assets or business on acceptable terms in a timely manner. This could result in a delay in the achievement of our strategic objectives, cause us to incur additional expense, or the sale of such assets or business at a price or on terms that are less favorable than we anticipated.

**We may be unable to maintain or acquire licenses to include intellectual property owned by others in our games, or to maintain or acquire the rights to publish or distribute games developed by others.**

Many of our products and services are based on or incorporate intellectual property owned by others. For example, our EA Sports products include rights licensed from major sports leagues, teams and players' associations and our Star Wars products include rights licensed from Disney. Competition for these licenses and rights is intense. If we are unable to maintain these licenses and rights or obtain additional licenses or rights with significant commercial value, our ability to develop successful and engaging products and services may be adversely affected and our revenue, profitability and cash flows may decline significantly. Competition for these licenses has increased, and may continue to increase, the amounts that we must pay to licensors and developers, through higher minimum guarantees or royalty rates, which could significantly increase our costs and reduce our profitability.

**We rely on the consoles, systems and devices of partners who have significant influence over the products and services that we offer in the marketplace.**

A significant percentage of our digital net revenue is attributable to sales of products and services through our significant partners, including Sony, Microsoft, Apple and Google. The concentration of a material portion of our digital sales in these partners exposes us to risks associated with these businesses. Any deterioration in the businesses of our significant partners could disrupt and harm our business, including by limiting the methods through which our digital products and services are offered and exposing us to collection risks.

In addition, our license agreements typically provide these partners with significant control over the approval and distribution of the products and services that we develop for their consoles, systems and devices. For products and services delivered via digital channels, each respective partner has policies and guidelines that control the promotion and distribution of these titles and the features and functionalities that we are permitted to offer through the channel. In addition, we are dependent on these partners to invest in, and upgrade, the capabilities of their systems in a manner that corresponds to the preferences of consumers. Failure by these partners to keep pace with consumer preferences could have an adverse impact the engagement with our products and services and our ability to merchandise and commercialize our products and services which could harm our business and/or financial results.

Moreover, certain significant partners can determine and change unilaterally certain key terms and conditions, including the ability to change their user and developer policies and guidelines. In many cases these partners also set the rates that we must pay to provide our games and services through their online channels, and retain flexibility to change their fee structures or adopt different fee structures for their online channels, which could adversely impact our costs, profitability and margins. These partners also control the information technology systems through which online sales of our products and service channels are captured. If our partners establish terms that restrict our offerings, significantly impact the financial terms on which these products or services are offered to our customers, or their information technology systems experiences outages that impact our players' ability to access our games or purchase extra content or cause an unanticipated delay in reporting, our business and/or financial results could be materially affected.

**During the transition period to new console systems, our operating results may be more volatile.**

New console systems historically have been developed and released several years apart. In periods of transition, sales of products for legacy generation consoles typically slow or decline in response to the anticipated and actual introduction of new consoles, and sales of products for new generation consoles typically stabilize only

after new consoles are widely-established with the consumer base. Sony and Microsoft have announced new generation consoles, but such consoles have not yet been released. Consistent with historical transition periods, we expect consumers to purchase fewer products for the Sony PlayStation 4 and Microsoft Xbox One consoles during the upcoming transition period. The console transition may have a comparable impact on our live services business, potentially increasing the impact on our financial results. The transition could accelerate faster than anticipated and may put downward pressure on legacy generation pricing, which could negatively affect our operating results. Our revenue from sales for the new generation consoles from Sony and Microsoft may not offset the negative effects of the transition on our operating results. Alternatively, adoption of the new generation consoles in which we have made significant investments may be slower than we anticipate or consumer availability may be delayed because of, among other things, business disruptions resulting from the COVID-19 pandemic. We do not control the release dates or unit volumes of consoles made available for sale, the pricing or appeal of new generation consoles, or the rates at which consumers purchase these consoles. As a result, our operating results during this transition may be more volatile and difficult to predict.

**Our business partners may be unable to honor their obligations to us or their actions may put us at risk.**

We rely on various business partners, including third-party service providers, vendors, licensing partners, development partners, and licensees in many areas of our business. Their actions may put our business and our reputation and brand at risk. For example, we may have disputes with our business partners that may impact our business and/or financial results. In many cases, our business partners may be given access to sensitive and proprietary information in order to provide services and support to our teams, and they may misappropriate our information and engage in unauthorized use of it. In addition, the failure of these third parties to provide adequate services and technologies, or the failure of the third parties to adequately maintain or update their services and technologies, could result in a disruption to our business operations. Further, disruptions in the financial markets, economic downturns including related to the COVID-19 pandemic, poor business decisions, or reputational harm may adversely affect our business partners and they may not be able to continue honoring their obligations to us or we may cease our arrangements with them. Alternative arrangements and services may not be available to us on commercially reasonable terms or we may experience business interruptions upon a transition to an alternative partner or vendor. If we lose one or more significant business partners, our business could be harmed and our financial results could be materially affected.

**The products or services we release may contain defects, bugs or errors.**

Our products and services are extremely complex software programs and are difficult to develop and distribute. We have quality controls in place to detect defects, bugs or other errors in our products and services before they are released. Nonetheless, these quality controls are subject to human error, overriding, and resource or technical constraints. In addition, the effectiveness of our quality controls and preventative measures may be negatively affected by the distribution of our workforce resulting from the COVID-19 pandemic. As such, these quality controls and preventative measures may not be effective in detecting all defects, bugs or errors in our products and services before they have been released into the marketplace. In such an event, the technological reliability and stability of our products and services could be below our standards and the standards of our players and our reputation, brand and sales could be adversely affected. In addition, we could be required to, or may find it necessary to, offer a refund for the product or service, suspend the availability or sale of the product or service or expend significant resources to cure the defect, bug or error each of which could significantly harm our business and operating results.

**We may be subject to claims of infringement of third-party intellectual property rights.**

From time to time, third parties may claim that we have infringed their intellectual property rights. Although we take steps to avoid knowingly violating the intellectual property rights of others, it is possible that third parties still may claim infringement. Existing or future infringement claims against us may be expensive to defend and divert the attention of our employees from business operations. Such claims or litigation could require us to pay damages and other costs. We also could be required to stop selling, distributing or supporting products, features or services which incorporate the affected intellectual property rights, redesign products, features or services to avoid infringement, or obtain a license, all of which could be costly and harm our business.

In addition, many patents have been issued that may apply to potential new modes of delivering, playing or monetizing products and services such as those that we produce or would like to offer in the future. We may discover that future opportunities to provide new and innovative modes of game play and game delivery may be precluded by existing patents that we are unable to acquire or license on reasonable terms.

**From time to time we may become involved in other legal proceedings.**

We are currently, and from time to time in the future may become, subject to legal proceedings, claims, litigation and government investigations or inquiries, which could be expensive, lengthy, disruptive to normal business operations and occupy a significant amount of our employees' time and attention. In addition, the outcome of any legal proceedings, claims, litigation, investigations or inquiries may be difficult to predict and could have a material adverse effect on our business, reputation, operating results, or financial condition.

**Our products and brands are subject to intellectual property infringement, including in jurisdictions that do not adequately protect our products and intellectual property rights.**

We regard our products, brands and intellectual property as proprietary and take measures to protect our assets from infringement. We are aware that some unauthorized copying of our products and brands occurs, and if a significantly greater amount were to occur, it could negatively impact our business. Further, our products and services are available worldwide and the laws of some countries, particularly in Asia, either do not protect our products, brands and intellectual property to the same extent as the laws of the United States or are poorly enforced. Legal protection of our rights may be ineffective in countries with weaker intellectual property enforcement mechanisms. In addition, certain third parties have registered our intellectual property rights without authorization in foreign countries. Successfully registering such intellectual property rights could limit or restrict our ability to offer products and services based on such rights in those countries. Although we take steps to enforce and police our rights, our practices and methodologies may not be effective against all eventualities.

**A significant portion of our packaged goods sales are made to a relatively small number of retail and distribution partners, and these sales may be disrupted.**

We derive a significant percentage of our net revenue attributable to sales of our packaged goods products to our top retail and distribution partners. The concentration of a significant percentage of these sales through a few large partners could lead to a short-term disruption to our business if certain of these partners significantly reduced their purchases or ceased to offer our products. The financial position of certain partners has deteriorated and while we maintain protections such as monitoring the credit extended to these partners, we could be vulnerable to collection risk if one or more of these partners experienced continued deterioration of their business or declared bankruptcy. The COVID-19 pandemic has resulted in closures of the retail stores of certain partners, which could negatively impact the sales of our packaged goods products and accelerate deterioration of the financial position of such partners. Additionally, receivables from these partners generally increase in our December fiscal quarter as sales of our products generally increase in anticipation of the holiday season which expose us to heightened risk at that time of year. Having a significant portion of our packaged goods sales concentrated in a few partners could reduce our negotiating leverage with them. If one or more of these partners experience deterioration in their business or become unable to obtain sufficient financing to maintain their operations, our business could be harmed.

**Our financial results are subject to currency and interest rate fluctuations.**

International sales are a fundamental part of our business. For our fiscal year ended March 31, 2020, international net revenue comprised 59 percent of our total net revenue, and we expect our international business to continue to account for a significant portion of our total net revenue. As a result of our international sales, and also the denomination of our foreign investments and our cash and cash equivalents in foreign currencies, we are exposed to the effects of fluctuations in foreign currency exchange rates, and volatility in foreign currency exchange rates has increased in connection with the macroeconomic uncertainty caused by the COVID-19 pandemic. Strengthening of the U.S. dollar, particularly relative to the Euro, British pound sterling, Australian dollar,



Chinese yuan, South Korean won and Polish zloty, has a negative impact on our reported international net revenue but a positive impact on our reported international operating expenses (particularly when the U.S. dollar strengthens against the Swedish krona and the Canadian dollar) because these amounts are translated at lower rates. We use foreign currency hedging contracts to mitigate some foreign currency risk. However, these activities are limited in the protection they provide us from foreign currency fluctuations and can themselves result in losses. In addition, interest rate volatility, including lower interest rates resulting from actions taken in connection with the COVID-19 pandemic, can decrease the amount of interest earned on our cash, cash equivalents and short-term investment portfolio.

**We utilize debt financing and such indebtedness could adversely impact our business and financial condition.**

We have \$1 billion in senior unsecured notes outstanding as well as an unsecured \$500 million revolving credit facility. While the facility is currently undrawn, we may use the proceeds of any future borrowings for general corporate purposes. We may also enter into other financial instruments in the future.

Our indebtedness could affect our financial condition and future financial results by, among other things:

- Requiring the dedication of a substantial portion of any cash flow from operations to the payment of principal of, and interest on, our indebtedness, thereby reducing the availability of such cash flow to fund our growth strategy, working capital, capital expenditures and other general corporate purposes
- Limiting our flexibility in planning for, or reacting to, changes in our business and our industry; and
- Increasing our vulnerability to adverse changes in general economic and industry conditions.

The agreements governing our indebtedness impose restrictions on us and require us to maintain compliance with specified covenants. In particular, the revolving credit facility requires us to maintain compliance with a debt to EBITDA ratio. Our ability to comply with these covenants may be affected by events beyond our control. If we breach any of these covenants and do not obtain a waiver from the lenders or noteholders, then, subject to applicable cure periods, our outstanding indebtedness may be declared immediately due and payable. In addition, changes by any rating agency to our credit rating may negatively impact the value and liquidity of both our debt and equity securities, as well as the potential costs associated with any potential refinancing our indebtedness. Downgrades in our credit rating could also restrict our ability to obtain additional financing in the future and could affect the terms of any such financing.

**Changes in our tax rates or exposure to additional tax liabilities, and changes to tax laws and interpretations of tax laws could adversely affect our earnings and financial condition.**

We are subject to taxes in the United States and in various foreign jurisdictions. Significant judgment is required in determining our worldwide income tax provision, tax assets, and accruals for other taxes, and there are many transactions and calculations where the ultimate tax determination is uncertain. Our effective income tax rate is based in part on our corporate operating structure and the manner in which we operate our business and develop, value and use our intellectual property. Taxing authorities in jurisdictions in which we operate have, and may continue to, challenge and audit our methodologies for calculating our income taxes, which could increase our effective income tax rate and have an adverse impact on our results of operations and cash flows. In addition, our provision for income taxes is materially affected by our profit levels, changes in our business, changes in the mix of earnings in countries with differing statutory tax rates, changes in the elections we make, changes in the valuation of our deferred tax assets and liabilities, or changes in applicable tax laws or interpretations of existing income and withholding tax laws, as well as other factors. For example, the outcome of future guidance related to the U.S. Tax Act could cause us to change our analysis and materially impact our previous estimates and consolidated financial statements.

In addition, changes to U.S. federal, state or international tax laws or their applicability to corporate multinationals in the countries in which we do business, particularly in Switzerland, where our international business is headquartered, and actions we have taken in our business with respect to such laws, have affected our

effective tax rates and cash taxes, cause us to change the way in which we structure our business and resulted in other costs. Our effective tax rate also could be adversely affected by changes in our valuation allowances for deferred tax assets. In particular, the partial valuation allowance against our Swiss deferred tax assets could be affected by changes in future Swiss taxable income, expected growth rates of future Swiss taxable income, which are based primarily on third party market and industry growth data, and changes in Swiss interest rates. The partial valuation allowance is due to the limited seven-year carry forward period and our scheduling of future Swiss taxable income. Significant judgment is involved in determining the amount of the partial valuation allowance, particularly in estimating future Swiss taxable income over the period in which the Swiss deferred tax assets will reverse and assumptions related to expected growth rates. Actual financial results also may differ materially from our current estimates and could have a material impact on our assessment of the valuation allowance.

We are required to pay taxes other than income taxes, such as payroll, sales, use, value-added, net worth, property, transfer, and goods and services taxes, in both the United States and foreign jurisdictions. Several foreign jurisdictions have introduced new digital services taxes on revenue of companies that provide certain digital services or expanded their interpretation of existing tax laws with regard to other non-income taxes. There is limited guidance about the applicability of these new taxes or changing interpretations to our business and significant uncertainty as to what will be deemed in scope. If these foreign taxes are applied to the Company, it could have an adverse and material impact on our business and financial performance.

**Our reported financial results could be adversely affected by changes in financial accounting standards.**

Our reported financial results are impacted by the accounting standards promulgated by the SEC and national accounting standards bodies and the methods, estimates, and judgments that we use in applying our accounting policies. These methods, estimates, and judgments are subject to risks, uncertainties, assumptions and changes that could adversely affect our reported financial position and financial results. In addition, changes to applicable financial accounting standards could impact our reported financial position and financial results. For more information on recently adopted accounting standards and recently issued accounting standards applicable to us, see Part II, Item 8 of this Form 10-K in the Notes to the Consolidated Financial Statements in *Note 1 — Description of Business and Basis of Presentation* under the subheadings “*Recently Adopted Accounting Standards*” and “*Other Recently Issued Accounting Standards*”.

As we enhance, expand and diversify our business and product offerings, the application of existing or future financial accounting standards, particularly those relating to the way we account for revenue, costs and taxes, could have an adverse effect on our reported results although not necessarily on our cash flows.

**Our stock price has been volatile and may continue to fluctuate significantly.**

The market price of our common stock historically has been, and we expect will continue to be, subject to significant fluctuations. These fluctuations may be due to our operating results or factors specific to our operating results (including those discussed in the risk factors above, as well as others not currently known to us or that we currently do not believe are material), changes in securities analysts’ estimates of our future financial performance, ratings or recommendations, our results or future financial guidance falling below our expectations and analysts’ and investors’ expectations, the announcement and integration of any acquisitions we may make, departure of key personnel, cyberattacks, or factors largely outside of our control including, those affecting interactive gaming, entertainment, and/or technology companies generally, national or international economic conditions, investor sentiment or other factors related or unrelated to our operating performance. In particular, economic downturns may contribute to the public stock markets experiencing extreme price and trading volume volatility. These broad market fluctuations could adversely affect the market price of our common stock.



**Item 1B: *Unresolved Staff Comments***

None.

**Item 2: *Properties***

Not applicable.

**Item 3: *Legal Proceedings***

We are subject to claims and litigation arising in the ordinary course of business. We do not believe that any liability from any reasonably foreseeable disposition of such claims and litigation, individually or in the aggregate, would have a material adverse effect on our Consolidated Financial Statements.

**Item 4: *Mine Safety Disclosures***

Not applicable.

## PART II

### Item 5: *Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*

#### Holders

There were approximately 784 holders of record of our common stock as of May 18, 2020. In addition, a significant number of beneficial owners of our common stock hold their shares in street name. Our common stock is traded on the NASDAQ Global Select Market under the symbol “EA”.

#### Dividends

We have not paid any cash dividends and do not anticipate paying cash dividends in the foreseeable future.

#### Issuer Purchases of Equity Securities

In May 2018, a Special Committee of our Board of Directors, on behalf of the full Board of Directors, authorized a program to repurchase up to \$2.4 billion of our common stock. We repurchased approximately 12.3 million and 10.4 million shares for approximately \$1,207 million and \$1,116 million under this program, respectively, during the fiscal years ended March 31, 2020 and 2019. The May 2018 program was scheduled to expire on May 31, 2020, however we completed repurchases under the May 2018 program in April 2020.

The following table summarizes the number of shares repurchased in the fourth quarter of the fiscal year ended March 31, 2020:

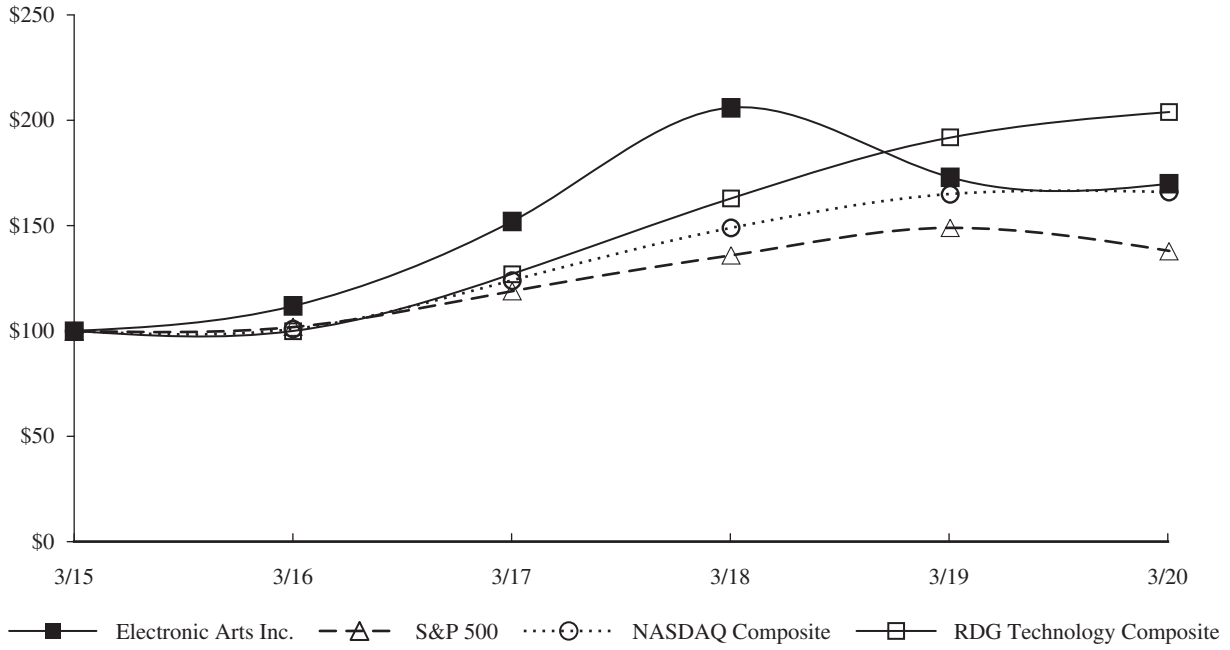
<u>Fiscal Month</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as part of Publicly Announced Programs</u>	<u>Maximum Dollar Value that May Still Be Purchased Under the Programs (in millions)</u>
December 29, 2019 — January 25, 2020 . . . .	797,785	\$109.32	797,785	\$282
January 26, 2020 — February 22, 2020 . . . . .	750,646	\$109.73	750,646	\$199
February 23, 2020 — March 28, 2020 . . . . .	1,209,537	\$100.15	1,209,537	\$ 78
	<u>2,757,968</u>	\$105.41	<u>2,757,968</u>	

#### Stock Performance Graph

The following information shall not be deemed to be “filed” with the SEC nor shall this information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the Exchange Act, as amended, except to the extent that we specifically incorporate it by reference into a filing.

The following graph shows a five-year comparison of cumulative total returns during the period from March 31, 2015 through March 31, 2020, for our common stock, the S&P 500 Index (to which EA was added in July 2002), the NASDAQ Composite Index, and the RDG Technology Composite Index, each of which assumes an initial value of \$100. Each measurement point is as of the end of each fiscal year. The performance of our stock depicted in the following graph is not necessarily indicative of the future performance of our stock.

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\***  
Among Electronic Arts Inc., the S&P 500 Index, the NASDAQ Composite Index,  
and the RDG Technology Composite Index



\* Based on \$100 invested on March 31, 2015 in stock or index, including reinvestment of dividends.

	March 31,					
	2015	2016	2017	2018	2019	2020
Electronic Arts Inc. ....	\$100	\$112	\$152	\$206	\$173	\$170
S&P 500 Index ....	100	102	119	136	149	138
NASDAQ Composite Index ....	100	101	124	149	165	166
RDG Technology Composite Index ....	100	100	127	163	192	204

**Item 6: Selected Financial Data****ELECTRONIC ARTS INC. AND SUBSIDIARIES****SELECTED FIVE-YEAR CONSOLIDATED FINANCIAL DATA**

(In millions, except per share data)

<b>STATEMENTS OF OPERATIONS DATA</b>	<b>Year Ended March 31,</b>				
	<b>2020</b>	<b>2019</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
Net revenue <sup>(a)</sup>	\$ 5,537	\$4,950	\$5,150	\$4,845	\$4,396
Cost of revenue	1,369	1,322	1,277	1,298	1,354
Gross profit	4,168	3,628	3,873	3,547	3,042
Total operating expenses	2,723	2,632	2,439	2,323	2,144
Operating income	1,445	996	1,434	1,224	898
Interest and other income (expense), net	63	83	15	(14)	(21)
Income before provision for (benefit from) income taxes	1,508	1,079	1,449	1,210	877
Provision for (benefit from) income taxes	(1,531) <sup>(b)</sup>	60	406 <sup>(c)</sup>	243	(279) <sup>(d)</sup>
Net income	<u>\$ 3,039</u>	<u>\$1,019</u>	<u>\$1,043</u>	<u>\$ 967</u>	<u>\$1,156</u>
Earnings per share:					
Basic	\$ 10.37	\$ 3.36	\$ 3.39	\$ 3.19	\$ 3.73
Diluted	\$ 10.30	\$ 3.33	\$ 3.34	\$ 3.08	\$ 3.50
Number of shares used in computation:					
Basic	293	303	308	303	310
Diluted	295	306	312	314	330

<b>BALANCE SHEETS DATA</b>	<b>As of March 31,</b>				
	<b>2020</b>	<b>2019</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
Cash and cash equivalents	\$ 3,768	\$4,708	\$4,258	\$2,565	\$2,493
Short-term investments	1,967	737	1,073	1,967	1,341
Working capital	3,853 <sup>(e)</sup>	4,116	3,513	2,784	1,936 <sup>(e)</sup>
Total assets	11,112	8,957	8,584	7,718	7,050
Senior notes, net	397	994	992	990	989
Other long-term liabilities	590	367	506	253	245
Total liabilities	3,651	3,626	3,989	3,658	3,652
Total stockholders' equity	7,461	5,331	4,595	4,060	3,396

(a) On April 1, 2018, at the beginning of fiscal year 2019, we adopted the New Revenue Standard, which significantly changed how we recognize and report net revenue. Financial data for periods prior to April 1, 2018 has not been restated. For more information on the impact of adoption of the New Revenue Standard, please see Part II, Item 8, Notes to Consolidated Financial Statements in Note 1 under the heading “*Recently Adopted Accounting Standards*” included in our Annual Report on Form 10-K for our fiscal year ended March 31, 2019.

(b) During the fiscal year ended March 31, 2020, we recognized total one-time tax benefits of \$1.760 billion related to the \$1.840 billion Swiss Deferred Tax Asset, partially offset by the \$80 million one-time Altera opinion charge. Please see Part II, Item 8 of this Form 10-K in the Notes to the Consolidated Financial Statements in *Note 2 — Summary of Significant Accounting Policies — Income Taxes*, for more information.

(c) For the fiscal year ended March 31, 2018, we recognized a tax expense of \$235 million due to the application of the U.S. Tax Act, enacted on December 22, 2017.

(d) For the fiscal year ended March 31, 2016, we recognized a tax benefit of \$453 million for the reversal of a significant portion of our deferred tax valuation allowance.

(e) Working capital for the fiscal year ended March 31, 2020 includes the current portion of the 3.70% Senior Notes due March 1, 2021. Working capital for the fiscal year ended March 31, 2016 includes the current portion of 0.75% convertible senior notes due 2016.

## **Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **OVERVIEW**

The following overview is a high-level discussion of our operating results, as well as some of the trends and drivers that affect our business. Management believes that an understanding of these trends and drivers provides important context for our results for the fiscal year ended March 31, 2020, as well as our future prospects. This summary is not intended to be exhaustive, nor is it intended to be a substitute for the detailed discussion and analysis provided elsewhere in this Form 10-K, including in the "Business" section and the "Risk Factors" above, the remainder of this "Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A")" or the Consolidated Financial Statements and related Notes.

#### ***About Electronic Arts***

Electronic Arts is a global leader in digital interactive entertainment. We develop, market, publish and deliver games, content and services that can be played and watched on game consoles, PCs, mobile phones and tablets. We believe that the breadth and depth of our portfolio, live services offerings, and our use of multiple business models and distribution channels provide us with strategic advantages. Our foundation is a collection of intellectual property from which we create innovative games and content that enables us to build on-going and meaningful relationships with a community of players, creators and viewers. Our portfolio includes brands that we either wholly own (such as Battlefield, The Sims, Apex Legends, Need for Speed and Plants v. Zombies) or license from others (such as FIFA, Madden NFL and Star Wars). We also offer our players high-quality experiences designed to provide value to players and extend and enhance gameplay. Our live services experiences include extra content, subscription offerings and other revenue generated outside of the sale of our base games. In addition, we are focused on reaching more players whenever and wherever they want to play. We believe that we can add value to our network by making it easier for players to connect to a world of play by offering choice of business model, distribution channel and device.

#### ***Financial Results***

Our key financial results for our fiscal year ended March 31, 2020 were as follows:

- Total net revenue was \$5,537 million, up 12 percent year-over-year. On a constant currency basis, we estimate total net revenue would have been \$5,610 million, up 13 percent year-over-year.
- Digital net revenue was \$4,314 million, up 16 percent year-over-year.
- Gross margin was 75.3 percent, up 2 percentage points year-over-year.
- Operating expenses were \$2,723 million, up 3 percent year-over-year. On a constant currency basis, we estimate that operating expenses would have been \$2,754 million, up 5 percent year-over-year.
- Operating income was \$1,445 million, up 45 percent year-over-year.
- Net income was \$3,039 million, including a one-time net tax benefit of \$1,760 million. Excluding the one-time tax benefit, net income would have been \$1,279 million, up 26 percent year-over-year.
- Diluted earnings per share was \$10.30, including a one-time net tax benefit of \$5.97. Excluding the one-time tax benefit, diluted earnings per share would have been \$4.33, up 30 percent year-over-year.
- Operating cash flow was \$1,797 million, up 16 percent year-over-year.
- Total cash, cash equivalents and short-term investments were \$5,735 million.
- We repurchased 12.3 million shares of our common stock for \$1,207 million.

From time to time, we make comparisons of current periods to prior periods with reference to constant currency. Constant currency comparisons are based on translating local currency amounts in the current period at actual foreign exchange rates from the prior comparable period. We evaluate our financial performance on a constant currency basis in order to facilitate period-to-period comparisons without regard to the impact of changing foreign currency exchange rates. For additional information on the one-time net tax benefit excluded above from net income and diluted earnings per share, please see Part II, Item 8 of this Form 10-K in the Notes to the Consolidated Financial Statements in *Note 2 — Summary of Significant Accounting Policies — Income Taxes*.

### ***Trends in Our Business***

***COVID-19 Impact.*** We are closely monitoring the impact of the COVID-19 pandemic to our people and our business. Since the outbreak of COVID-19, we have focused on actions to support our people, our players, and communities around the world that have been affected by the COVID-19 pandemic.

***Our People:*** First, we have focused on the health and wellbeing of our people and their families. During the fiscal quarter ending March 31, 2020, we shifted nearly all of our global workforce to work from home in response to the growing threat of the pandemic. Our IT, security and digital platform teams mobilized to add capacity to our remote working systems to scale to a distributed workforce and support business continuity. To date, substantially all of our people outside of Shanghai are continuing to work from home. We have developed a detailed protocol for how we will evaluate the readiness to return to work for each of our offices around the world, accounting for guidance from health authorities and government, the comfort level of our employees, and preparation of our facilities for continued physical distancing.

***Our Business:*** Throughout this time, we have also focused on what we can do for our players. We launched our “Stay Home, Play Together” initiative to bring our players together when physical distancing is keeping us apart, and dozens of Stay & Play programs have been delivered to date. With more people staying at home we have experienced, and are continuing to experience, heightened levels of engagement and live services net bookings growth during the three months ended March 31, 2020 and during the current fiscal quarter to date.

***Future Outlook:*** The full extent of the impact of the COVID-19 pandemic to our business, operations and financial results will depend on numerous evolving factors that we may not be able to predict. For example, we do not know when stay-at-home orders will be eased and lifted, and how our products and services will be impacted when that occurs. Engagement and net bookings could subside. Additional factors that could impact our business — particularly if stay-at-home orders remain in place for the longer term or a second wave of stay-at-home orders is necessary — include: our ability to deliver new games and services in a distributed work environment, macroeconomic challenges that impact consumer demand, the status of sports seasons on which our products and live services are based, impacts to our key business partners, foreign exchange rate fluctuations, and other factors included in Part I, Item 1A of this Annual Report under the heading “Risk Factors”.

***Live Services Business.*** We offer our players high-quality experiences designed to provide value to players and to extend and enhance gameplay. These live services include extra content, subscription offerings and other revenue generated outside of the sale of our base games. Our net revenue attributable to digital live services for console and PC was \$2,813 million, \$2,216 million and \$2,083 million during fiscal years 2020, 2019 and 2018, respectively, and we expect that live services net revenue will continue to be material to our business. Net revenue attributable to extra content, which includes extra content within digital live services for console and PC as well as extra content within our mobile business was \$2,763 million, \$2,309 million and \$2,033 million during fiscal years 2020, 2019 and 2018, respectively. Extra content net revenue has increased as players engage with our games and services over longer periods of time, and purchase additional content designed to provide value to players and extend and enhance gameplay. Our most popular live service is the extra content purchased for the Ultimate Team mode associated with our sports franchises. Ultimate Team allows players to collect current and former professional players in order to build and compete as a personalized team. Net revenue from extra content sales for Ultimate Team was \$1,491 million, \$1,369 million and \$1,180 million during fiscal years 2020, 2019 and 2018, respectively, a substantial portion of which was derived from FIFA Ultimate Team.

*Digital Delivery of Games.* In our industry, players increasingly purchase games digitally as opposed to purchasing physical discs. While this trend, as applied to our business, may not be linear because of product mix during a fiscal year, consumer buying patterns and other factors, over time we expect players to purchase an increasingly higher proportion of our games digitally; therefore we expect net revenue attributable to digital full game downloads to increase over time and net revenue attributable to sales of packaged goods to decrease. Our net revenue attributable to digital full game downloads was \$809 million, \$680 million and \$707 million during fiscal years 2020, 2019 and 2018, respectively; while our net revenue attributable to packaged goods sales decreased from \$1,700 million in fiscal year 2018 to \$1,240 million in fiscal year 2019 and \$1,223 million in fiscal year 2020. In addition, as measured based on total units sold on Microsoft's Xbox One and Sony's PlayStation 4 rather than by net revenue, we estimate that 49 percent, 49 percent, and 39 percent of our total units sold during fiscal years 2020, 2019 and 2018 were sold digitally. Digital full game units are based on sales information provided by Microsoft and Sony; packaged goods units sold through are estimated by obtaining data from significant retail partners in North America, Europe and Asia, and applying internal sales estimates with respect to retail partners from which we do not obtain data. We believe that these percentages are reasonable estimates of the proportion of our games that are digitally downloaded in relation to our total number of units sold for the applicable period of measurement. We expect the long-term trends in revenue and in the percentage of games digitally downloaded to continue. Increases in consumer adoption of digital purchase of games combined with increases in our live services revenue generally results in expansion of our gross margin, as costs associated with selling a game digitally is generally less than selling the same game through traditional retail and distribution channels.

*Free-to-Play Games.* The global adoption of mobile devices and a business model for those devices that allows consumers to try new games with no up-front cost, and that are monetized through a live service associated with the game, particularly extra content sales, has led to significant sales growth in the mobile gaming industry. Similarly, sales of extra content are the primary driver of our mobile business. We expect the mobile gaming industry to continue to grow during our 2021 fiscal year. Likewise, the consumer acceptance of free-to-play, live service-based, online PC games has broadened our consumer base and has begun to expand into the console market. For example, within our business, we offer Apex Legends as a free-to-play, live service-based PC and console game. We expect extra content revenue generated from mobile, PC and console free-to-play games to remain an important part of our business.

*Concentration of Sales Among the Most Popular Games.* In all major segments of our industry, we see a large portion of games sales concentrated on the most popular titles. Similarly, a significant portion of our revenue historically has been derived from games based on a few popular franchises, several of which we have released on an annual or bi-annual basis. In particular, we have historically derived a significant portion of our net revenue from our largest and most popular game, FIFA, the annualized version of which is consistently one of the best-selling games in the marketplace.

*Recurring Revenue Sources.* Our business model includes revenue that we deem recurring in nature, such as revenue from our annualized sports franchises (e.g., FIFA, Madden NFL), our console, PC and mobile catalog titles (i.e., titles that did not launch in the current fiscal year), and our live services. We have been able to forecast revenue from these areas of our business with greater relative confidence than for new games, services and business models. As we continue to incorporate new business models and modalities of play into our games, our goal is to continue to look for opportunities to expand the recurring portion of our business.

*Net Bookings.* In order to improve transparency into our business, we disclose an operating performance metric, net bookings. Net bookings is defined as the net amount of products and services sold digitally or sold-in physically in the period. Net bookings is calculated by adding total net revenue to the change in deferred net revenue for online-enabled games and platform fees.



The following is a calculation of our total net bookings for the periods presented:

<u>(In millions)</u>	<u>Year Ended March 31,</u>	
	<u>2020</u>	<u>2019</u>
Total net revenue .....	\$5,537	\$4,950
Change in deferred net revenue (online-enabled games) .....	(165)	182
Platform fees .....	(161)	(188)
Net bookings .....	<u>\$5,211</u>	<u>\$4,944</u>

Net bookings were \$5,211 million for fiscal year 2020 driven by sales related to *FIFA 20*, *Madden NFL 20* and *Star Wars Jedi: Fallen Order*. Net bookings increased \$267 million or 5 percent as compared to fiscal year 2019 due primarily to *Star Wars Jedi: Fallen Order*, *Apex Legends* and *Need for Speed Heat*, partially offset by *Battlefield V* and *Anthem*. Digital net bookings were \$4,052 million for fiscal year 2020, an increase of \$330 million or 9 percent as compared to fiscal year 2019. The increase in digital net bookings was primarily driven by our live services which grew \$372 million or 15 percent year-over-year, primarily due to sales of extra content for *Apex Legends*, *FIFA Ultimate Team* and *Madden Ultimate Team*; and full game downloads which grew \$18 million or 2 percent due to net bookings associated with *Star Wars Jedi: Fallen Order* and *Need for Speed Heat*, partially offset by *Battlefield V*. These increases were partially offset by a decrease of \$60 million or 10 percent in our mobile business due to declines from aging titles.

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Our Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”). The preparation of these Consolidated Financial Statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, contingent assets and liabilities, and revenue and expenses during the reporting periods. The policies discussed below are considered by management to be critical because they are not only important to the portrayal of our financial condition and results of operations, but also because application and interpretation of these policies requires both management judgment and estimates of matters that are inherently uncertain and unknown, including uncertainty in the current economic environment due to the recent outbreak of COVID-19. As a result, actual results may differ materially from our estimates.

For a complete discussion of our critical accounting policies and estimates with respect to revenue recognition for revenue transactions occurring prior to April 1, 2018, which were accounted for under ASC 605, *Revenue Recognition* (the “Old Revenue Standard” or “ASC 605”), refer to Part II, Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” under the subheading *Critical Accounting Policies and Estimates* included in our Annual Report on Form 10-K for our fiscal year ended March 31, 2018, filed with the SEC on May 23, 2018. With respect to revenue transactions occurring on April 1, 2018 and onward, our revenue recognition accounting policy is set forth below and follows ASC 606, *Revenue from Contracts with Customers* (the “New Revenue Standard” or “ASC 606”).

### ***Revenue Recognition***

We derive revenue principally from sales of our games, and related extra content and services that can be played on game consoles, PCs, mobile phones and tablets. Our product and service offerings include, but are not limited to, the following:

- full games with both online and offline functionality (“Games with Services”), which generally includes (1) the initial game delivered digitally or via physical disc at the time of sale and typically provide access to offline core game content (“software license”); (2) updates on a when-and-if-available basis, such as software patches or updates, and/or additional free content to be delivered in the future (“future update rights”); and (3) a hosted connection for online playability (“online hosting”);

- full games with online-only functionality which require an Internet connection to access all gameplay and functionality (“Online-Hosted Service Games”);
- extra content related to Games with Services and Online-Hosted Service Games which provides access to additional in-game content;
- subscriptions, such as Origin Access, Origin Access Premier and EA Access, that generally offers access to a selection of full games, in-game content, online services and other benefits typically for a recurring monthly or annual fee; and
- licensing to third parties to distribute and host our games and content.

We evaluate and recognize revenue by:

- identifying the contract(s) with the customer;
- identifying the performance obligations in the contract;
- determining the transaction price;
- allocating the transaction price to performance obligations in the contract; and
- recognizing revenue as each performance obligation is satisfied through the transfer of a promised good or service to a customer (i.e., “transfer of control”).

Certain of our full game and/or extra content are sold to resellers with a contingency that the full game and/or extra content cannot be resold prior to a specific date (“Street Date Contingency”). We recognize revenue for transactions that have a Street Date Contingency when the Street Date Contingency is removed and the full game and/or extra content can be resold by the reseller. For digital full game and/or extra content downloads sold to customers, we recognize revenue when the full game and/or extra content is made available for download to the customer.

#### *Online-Enabled Games*

*Games with Services.* Our sales of Games with Services are evaluated to determine whether the software license, future update rights and the online hosting are distinct and separable. Sales of Games with Services are generally determined to have three distinct performance obligations: software license, future update rights, and the online hosting.

Since we do not sell the performance obligations on a stand-alone basis, we consider market conditions and other observable inputs to estimate the stand-alone selling price for each performance obligation. For Games with Services, generally 75 percent of the sales price is allocated to the software license performance obligation and recognized at a point in time when control of the license has been transferred to the customer (which is usually at or near the same time as the booking of the transaction). The remaining 25 percent is allocated to the future update rights and the online hosting performance obligations and recognized ratably as the service is provided (over the Estimated Offering Period).

*Online-Hosted Service Games.* Sales of our Online-Hosted Service Games are determined to have one distinct performance obligation: the online hosting. We recognize revenue from these arrangements as the service is provided.

*Extra Content.* Revenue received from sales of downloadable content are derived primarily from the sale of virtual currencies and digital in-game content that enhance players’ game experience. Sales of extra content are accounted for in a manner consistent with the treatment for our Games with Services and Online-Hosted Service Games as discussed above, depending upon whether or not the extra content has offline functionality. That is, if the extra content has offline functionality, then the extra content is accounted for similarly to Games with Services (generally determined to have three distinct performance obligations: software license, future update rights, and the online hosting). If the extra content does not have offline functionality, then the extra content is determined to have one distinct performance obligation: the online-hosted service offering.

## *Subscriptions*

Sales of our subscriptions are deemed to be one performance obligation and we recognize revenue from these arrangements ratably over the subscription term as the performance obligation is satisfied.

## *Licensing Revenue*

In certain countries, we utilize third-party licensees to distribute and host our games and content in accordance with license agreements, for which the licensees typically pay us a fixed minimum guarantee and/or sales-based royalties. These arrangements typically include multiple performance obligations, such as a time-based license of software and future update rights. We recognize as revenue a portion of the minimum guarantee when we transfer control of the license of software (generally upon commercial launch) and the remaining portion ratably over the contractual term in which we provide the licensee with future update rights. Any sales-based royalties are generally recognized as the related sales occur by the licensee.

## *Significant Judgments around Revenue Arrangements*

*Identifying performance obligations.* Performance obligations promised in a contract are identified based on the goods and services that will be transferred to the customer that are both capable of being distinct, (i.e., the customer can benefit from the goods or services either on its own or together with other resources that are readily available), and are distinct in the context of the contract (i.e., it is separately identifiable from other goods or services in the contract). To the extent a contract includes multiple promises, we must apply judgment to determine whether those promises are separate and distinct performance obligations. If these criteria are not met, the promises are accounted for as a combined performance obligation.

*Determining the transaction price.* The transaction price is determined based on the consideration that we will be entitled to receive in exchange for transferring our goods and services to the customer. Determining the transaction price often requires judgment, based on an assessment of contractual terms and business practices. It further includes review of variable consideration such as discounts, sales returns, price protection, and rebates, which is estimated at the time of the transaction. In addition, the transaction price does not include an estimate of the variable consideration related to sales-based royalties. Sales-based royalties are recognized as the sales occur.

*Allocating the transaction price.* Allocating the transaction price requires that we determine an estimate of the relative stand-alone selling price for each distinct performance obligation. Determining the relative stand-alone selling price is inherently subjective, especially in situations where we do not sell the performance obligation on a stand-alone basis (which occurs in the majority of our transactions). In those situations, we determine the relative stand-alone selling price based on various observable inputs using all information that is reasonably available. Examples of observable inputs and information include: historical internal pricing data, cost plus margin analyses, third-party external pricing of similar or same products and services such as software licenses and maintenance support within the enterprise software industry. The results of our analysis resulted in a specific percentage of the transaction price being allocated to each performance obligation.

*Determining the Estimated Offering Period.* The offering period is the period in which we offer to provide the future update rights and/or online hosting for the game and related extra content sold. Because the offering period is not an explicitly defined period, we must make an estimate of the offering period for the service related performance obligations (i.e., future update rights and online hosting). Determining the Estimated Offering Period is inherently subjective and is subject to regular revision. Generally, we consider the average period of time customers are online when estimating the offering period. We also consider the estimated period of time between the date a game unit is sold to a reseller and the date the reseller sells the game unit to the customer (i.e., time in channel). Based on these two factors, we then consider the method of distribution. For example, games sold at retail would have a composite offering period equal to the online gameplay period plus time in channel as opposed to digitally-distributed software licenses which are delivered immediately via digital download and therefore, the offering period is estimated to be only the online gameplay period.

Additionally, we consider results from prior analyses, known and expected online gameplay trends, as well as disclosed service periods for competitors' games in determining the Estimated Offering Period for future sales. We believe this provides a reasonable depiction of the transfer of future update rights and online hosting to our customers, as it is the best representation of the time period during which our games are played. We recognize revenue for future update rights and online hosting performance obligations ratably on a straight-line basis over this period as there is a consistent pattern of delivery for these performance obligations. These performance obligations are generally recognized over an estimated nine-month period beginning in the month after shipment for software licenses sold through retail and an estimated six-month period for digitally-distributed software licenses beginning in the month of sale.

### *Principal Agent Considerations*

We evaluate sales to end customers of our full games and related content via third-party storefronts, including digital storefronts such as Microsoft's Xbox Store, Sony's PlayStation Store, Apple App Store, and Google Play Store, in order to determine whether or not we are acting as the principal in the sale to the end customer, which we consider in determining if revenue should be reported gross or net of fees retained by the third-party storefront. An entity is the principal if it controls a good or service before it is transferred to the end customer. Key indicators that we evaluate in determining gross versus net treatment include but are not limited to the following:

- the underlying contract terms and conditions between the various parties to the transaction;
- which party is primarily responsible for fulfilling the promise to provide the specified good or service to the end customer;
- which party has inventory risk before the specified good or service has been transferred to the end customer; and
- which party has discretion in establishing the price for the specified good or service.

Based on an evaluation of the above indicators, except as discussed below, we have determined that generally the third party is considered the principal to end customers for the sale of our full games and related content. We therefore report revenue related to these arrangements net of the fees retained by the storefront. However, for sales arrangements via Apple App Store and Google Play Store, EA is considered the principal to the end customer and thus, we report revenue on a gross basis and mobile platform fees are reported within cost of revenue.

### *Income Taxes*

We recognize deferred tax assets and liabilities for both (1) the expected impact of differences between the financial statement amount and the tax basis of assets and liabilities and (2) the expected future tax benefit to be derived from tax losses and tax credit carryforwards. We record a valuation allowance against deferred tax assets when it is considered more likely than not that all or a portion of our deferred tax assets will not be realized. In making this determination, we are required to give significant weight to evidence that can be objectively verified. It is generally difficult to conclude that a valuation allowance is not needed when there is significant negative evidence, such as cumulative losses in recent years. Forecasts of future taxable income are considered to be less objective than past results. Therefore, cumulative losses weigh heavily in the overall assessment.

In addition to considering forecasts of future taxable income, we are also required to evaluate and quantify other possible sources of taxable income in order to assess the realization of our deferred tax assets, namely the reversal of existing deferred tax liabilities, the carryback of losses and credits as allowed under current tax law, and the implementation of tax planning strategies. Evaluating and quantifying these amounts involves significant judgments. Each source of income must be evaluated based on all positive and negative evidence and; this evaluation may involve assumptions about future activity. Certain taxable temporary differences that are not expected to reverse during the carry forward periods permitted by tax law cannot be considered as a source of future taxable income that may be available to realize the benefit of deferred tax assets.

Every quarter, we perform a realizability analysis to evaluate whether it is more likely than not that all or a portion of our deferred tax assets will not be realized. As of March 31, 2020, we have recognized a \$131 million valuation allowance related to our Swiss deferred tax assets. Our Swiss deferred tax asset realizability analysis relies upon future Swiss taxable income as the primary source of taxable income but considers all available sources of Swiss income based on the positive and negative evidence. We give more weight to evidence that can be objectively verified. However, there is significant judgment involved in estimating future Swiss taxable income over the 20-year period over which the Swiss deferred tax assets will reverse, specifically related to assumptions about expected growth rates of future Swiss taxable income, which are based primarily on third party market and industry growth data. Actual results that differ materially from those estimates could have a material impact on our valuation allowance assessment. Although objectively verifiable, Swiss interest rates have an impact on the valuation allowance and are based on published Swiss guidance. Any significant changes to such interest rates could result in a material impact to the valuation allowance. Switzerland has a seven-year carryforward period and does not permit the carry back of losses. We do not recognize any deferred taxes related to the U.S. taxes on foreign earnings as we recognize these taxes as a period cost.

As part of the process of preparing our Consolidated Financial Statements, we are required to estimate our income taxes in each jurisdiction in which we operate prior to the completion and filing of tax returns for such periods. This process requires estimating both our geographic mix of income and our uncertain tax positions in each jurisdiction where we operate. These estimates involve complex issues and require us to make judgments about the likely application of the tax law to our situation, as well as with respect to other matters, such as anticipating the positions that we will take on tax returns prior to our preparing the returns and the outcomes of disputes with tax authorities. The ultimate resolution of these issues may take extended periods of time due to examinations by tax authorities and statutes of limitations. In addition, changes in our business, including acquisitions, changes in our international corporate structure, changes in the geographic location of business functions or assets, changes in the geographic mix and amount of income, as well as changes in our agreements with tax authorities, valuation allowances, applicable accounting rules, applicable tax laws and regulations, rulings and interpretations thereof, developments in tax audit and other matters, and variations in the estimated and actual level of annual pre-tax income can affect the overall effective tax rate.

### **IMPACT OF RECENTLY ISSUED ACCOUNTING STANDARDS**

The information under the subheading “Impact of Recently Issued Accounting Standards” in *Note 1 — Description of Business and Basis of Presentation* to the Consolidated Financial Statements in this Form 10-K is incorporated by reference into this Item 7.

### **RESULTS OF OPERATIONS**

Our fiscal year is reported on a 52- or 53-week period that ends on the Saturday nearest March 31. Our results of operations for the fiscal years ended March 31, 2020, 2019 and 2018 contained 52 weeks each and ended on March 28, 2020, March 30, 2019 and March 31, 2018, respectively. For simplicity of disclosure, all fiscal periods are referred to as ending on a calendar month end.

#### **Net Revenue**

Net revenue consists of sales generated from (1) full games sold as digital downloads or as packaged goods and designed for play on game consoles and PCs, (2) full games for mobile phones and tablets, (3) live services associated with these games, such as extra content, (4) subscriptions that generally offer access to a selection of full games, in-game content, online services and other benefits, and (5) licensing our games to third parties to distribute and host our games.

## Comparison of Fiscal Year 2020 to Fiscal Year 2019

### *Net Revenue*

Net revenue for fiscal year 2020 was \$5,537 million, primarily driven by *FIFA 20*, *FIFA 19*, *The Sims 4*, *Apex Legends* and *Madden NFL 20*. Net revenue for fiscal year 2020 increased \$587 million, as compared to fiscal year 2019. This increase was driven by a \$924 million increase in revenue primarily from *Apex Legends*, *Star Wars Jedi: Fallen Order* and *Anthem*. This increase was partially offset by a \$337 million decrease in revenue primarily from the Battlefield franchise.

### **Net Revenue by Composition**

As our business has evolved and more of our products are delivered to consumers digitally, we have placed a significant emphasis and focus on assessing our business performance through a review of net revenue by composition, which is primarily based on method of distribution.

Our net revenue by composition for fiscal years 2020 and 2019 was as follows (in millions):

	<u>2020</u>	<u>Year Ended March 31, 2019</u>	<u>\$ Change</u>	<u>% Change</u>
Net revenue:				
Full game downloads . . . . .	\$ 809	\$ 680	\$ 129	19%
Live services . . . . .	2,813	2,216	597	27%
Mobile . . . . .	692	814	(122)	(15)%
Total Digital . . . . .	<u>\$4,314</u>	<u>\$3,710</u>	<u>\$ 604</u>	<u>16%</u>
Packaged goods and other . . . . .	<u>\$1,223</u>	<u>\$1,240</u>	<u>\$ (17)</u>	<u>(1)%</u>
Total net revenue . . . . .	<u>\$5,537</u>	<u>\$4,950</u>	<u>\$ 587</u>	<u>12%</u>

### *Digital Net Revenue*

Digital net revenue includes full game downloads, live services, and mobile revenue. Full game downloads includes revenue from digital sales of full games on console and PC. Live services includes revenue from sales of extra content for console, PC, browser games, game software licensed to our third-party publishing partners who distribute our games digitally, subscriptions, and advertising. Mobile primarily includes revenue from the sale of extra content for our mobile games. It also includes revenue from the sale of full games and advertising on mobile phones and tablets.

Digital net revenue for fiscal year 2020 was \$4,314 million, primarily driven by extra content sales for *FIFA Ultimate Team*, *Apex Legends* and *The Sims 4*. Digital net revenue for fiscal year 2020 increased \$604 million, as compared to fiscal year 2019. This increase was due to a \$597 million increase in live services revenue primarily driven by sales of extra content for *Apex Legends*, *FIFA Ultimate Team* and *Madden Ultimate Team*, and a \$129 million increase in full game downloads revenue primarily driven by *Star Wars Jedi: Fallen Order*, partially offset by a \$122 million decrease in mobile revenue primarily driven by lower extra content sales for *Star Wars: Galaxy of Heroes* and *Madden Mobile*.

### *Packaged Goods and Other Net Revenue*

Packaged goods net revenue includes revenue from software that is distributed physically. This includes (1) net revenue from game software distributed physically through traditional channels such as brick and mortar retailers, and (2) our software licensing revenue from third parties (for example, makers of console platforms, personal computers or computer accessories) who include certain of our products for sale with their products (for example, OEM bundles). Other net revenue includes our non-software licensing revenue.



Packaged goods and other net revenue for fiscal year 2020 was \$1,223 million, primarily driven by *FIFA 20*, *Star Wars Jedi: Fallen Order*, *Madden NFL 20*, and *FIFA 19*. Packaged goods and other net revenue remained relatively consistent for fiscal year 2020, as compared to fiscal year 2019.

### Cost of Revenue

Cost of revenue for fiscal years 2020 and 2019 was as follows (in millions):

<u>March 31, 2020</u>	<u>% of Net Revenue</u>	<u>March 31, 2019</u>	<u>% of Net Revenue</u>	<u>% Change</u>	<u>Change as a % of Net Revenue</u>
\$1,369	25%	\$1,322	27%	4%	(2)%

Cost of revenue consists of (1) manufacturing royalties, net of volume discounts and other vendor reimbursements, (2) certain royalty expenses for celebrities, professional sports leagues, movie studios and other organizations, and independent software developers, (3) data center, bandwidth and server costs associated with hosting our online games and websites, (4) inventory costs, (5) payment processing fees, (6) mobile platform fees associated with our mobile revenue (for transactions in which we are acting as the principal in the sale to the end customer), (7) expenses for defective products, (8) write-offs of post launch prepaid royalty costs and losses on previously unrecognized licensed intellectual property commitments, (9) amortization of certain intangible assets, (10) personnel-related costs, and (11) warehousing and distribution costs. We generally recognize volume discounts when they are earned from the manufacturer (typically in connection with the achievement of unit-based milestones); whereas other vendor reimbursements are generally recognized as the related revenue is recognized.

#### *Cost of Revenue*

Cost of revenue increased by \$47 million, or 4 percent during fiscal year 2020, as compared to fiscal year 2019. This increase was primarily due to an increase in inventory and royalty costs associated with *Star Wars Jedi: Fallen Order*, an increase in royalty costs driven by higher sales associated with Madden franchise, a higher royalty rate associated with the FIFA franchise, and data center, bandwidth and server usage costs associated with *Apex Legends*, partially offset by a decrease in inventory costs associated with *Battlefield V* and the FIFA franchise, and data center, bandwidth and server usage costs associated with *Anthem*, which launched as online-only title during fiscal year 2019.

Cost of revenue as a percentage of total net revenue decreased by 2 percent during fiscal year 2020, as compared to fiscal year 2019. This decrease was primarily due to an increase in the proportion of our digital net revenues to packaged goods and other net revenues, which generally have higher costs than our digital games.

### Research and Development

Research and development expenses consist of expenses incurred by our production studios for personnel-related costs, related overhead costs, external third-party development costs, contracted services, depreciation and any impairment of prepaid royalties for pre-launch products. Research and development expenses for our online products include expenses incurred by our studios consisting of direct development and related overhead costs in connection with the development and production of our online games. Research and development expenses also include expenses associated with our digital platform, software licenses and maintenance, and management overhead.

Research and development expenses for fiscal years 2020 and 2019 were as follows (in millions):

<u>March 31, 2020</u>	<u>% of Net Revenue</u>	<u>March 31, 2019</u>	<u>% of Net Revenue</u>	<u>\$ Change</u>	<u>% Change</u>
\$1,559	28%	\$1,433	29%	\$126	9%



Research and development expenses increased by \$126 million, or 9 percent, in fiscal year 2020, as compared to fiscal year 2019. This increase was primarily due to a \$67 million increase in personnel-related costs resulting from an increase in variable compensation and related expenses, a \$45 million increase in stock-based compensation, and an \$18 million increase in third-party development expense.

### **Marketing and Sales**

Marketing and sales expenses consist of personnel-related costs, related overhead costs, advertising, marketing and promotional expenses, net of qualified advertising cost reimbursements from third parties.

Marketing and sales expenses for fiscal years 2020 and 2019 were as follows (in millions):

<u>March 31, 2020</u>	<u>% of Net Revenue</u>	<u>March 31, 2019</u>	<u>% of Net Revenue</u>	<u>\$ Change</u>	<u>% Change</u>
\$631	11%	\$702	14%	\$(71)	(10)%

Marketing and sales expenses decreased by \$71 million, or 10 percent, in fiscal year 2020, as compared to fiscal year 2019. This decrease was primarily due to a \$66 million decrease in advertising and promotional spending resulting from fewer frontline title launches in fiscal year 2020, as compared to fiscal year 2019.

### **General and Administrative**

General and administrative expenses consist of personnel and related expenses of executive and administrative staff, corporate functions such as finance, legal, human resources, and information technology, related overhead costs, fees for professional services such as legal and accounting, and allowances for doubtful accounts.

General and administrative expenses for fiscal years 2020 and 2019 were as follows (in millions):

<u>March 31, 2020</u>	<u>% of Net Revenue</u>	<u>March 31, 2019</u>	<u>% of Net Revenue</u>	<u>\$ Change</u>	<u>% Change</u>
\$506	9%	\$460	9%	\$46	10%

General and administrative expenses increased by \$46 million, or 10 percent, in fiscal year 2020, as compared to fiscal year 2019. This increase was primarily due to a \$24 million increase in personnel-related costs driven by an increase in variable compensation and related expenses, and a \$14 million increase in stock-based compensation.

### **Income Taxes**

Provision for (benefit from) income taxes for fiscal years 2020 and 2019 was as follows (in millions):

<u>March 31, 2020</u>	<u>Effective Tax Rate</u>	<u>March 31, 2019</u>	<u>Effective Tax Rate</u>
\$(1,531)	(101.5)%	\$60	5.6%

Our effective tax rate for the fiscal year ended March 31, 2020 was negative 101.5 percent as compared to 5.6 percent for the same period in fiscal year 2019. During the fiscal year ended March 31, 2020, we completed an intra-entity sale of some of our intellectual property rights to our Swiss subsidiary, where our international business is headquartered (the “Swiss intra-entity sale”). The transaction did not result in a taxable gain. Under U.S. GAAP, any profit resulting from this intercompany transaction will be eliminated upon consolidation. However, the transaction resulted in a step-up of the Swiss tax-deductible basis in the transferred intellectual property rights and, accordingly, created a temporary difference between the book basis and the tax basis of such intellectual property rights (the “Swiss Deferred Tax Asset”). Our effective tax rate and resulting provision for income taxes for the fiscal year ended March 31, 2020 were significantly impacted by our recognition of the Swiss Deferred Tax Asset related to the Swiss intra-entity sale.

During the fiscal year ended March 31, 2020, we recognized a \$1.840 billion Swiss Deferred Tax Asset, which is net of the impact of a \$131 million valuation allowance and a \$393 million reduction due to the impact of the decision of the Ninth Circuit Court of Appeals in *Altera Corp. v Commissioner* (“the Altera opinion”). The Altera opinion also requires related parties in an intercompany cost-sharing arrangement to share stock-based compensation expenses. The Altera opinion resulted in the recognition of a one-time charge of \$80 million related to prior period U.S. uncertain tax positions during the fiscal year ended March 31, 2020. In total, during the fiscal year ended March 31, 2020, we recognized total one-time tax benefits of \$1.760 billion related to the \$1.840 billion Swiss Deferred Tax Asset, partially offset by the \$80 million one-time Altera opinion charge.

Excluding the impacts of the Swiss Deferred Tax Asset and Altera opinion, our effective tax rate for the year ended March 31, 2020 would have been 15.0 percent, which was higher than the same periods in fiscal year 2019 primarily due to an increase in U.S. taxes on foreign earnings in fiscal year 2020.

Our effective tax rates for fiscal year 2021 and future periods will continue to depend on a variety of factors, including changes in our business, such as acquisitions and intercompany transactions, our corporate structure, the geographic location of business functions or assets, the geographic mix of income, our agreements with tax authorities, applicable accounting rules, applicable tax laws and regulations, rulings and interpretations thereof, developments in tax audit and other matters, and variations in our annual pre-tax income or loss. We anticipate that the impact of excess tax benefits and tax deficiencies may result in significant fluctuations to our effective tax rate in the future.

### **Comparison of Fiscal Year 2019 to Fiscal Year 2018**

For the comparison of fiscal year 2019 to fiscal year 2018, refer to Part II, Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our Annual Report on Form 10-K for our fiscal year ended March 31, 2019, filed with the SEC on May 24, 2019 under the subheading “*Comparison of Fiscal Year 2019 to Fiscal Year 2018.*”

## LIQUIDITY AND CAPITAL RESOURCES

(In millions)	As of March 31,		Increase/(Decrease)
	2020	2019	
Cash and cash equivalents	\$ 3,768	\$ 4,708	\$ (940)
Short-term investments	1,967	737	1,230
Total	<u>\$ 5,735</u>	<u>\$ 5,445</u>	<u>\$ 290</u>
Percentage of total assets	52%	61%	

(In millions)	Year Ended March 31,		Change
	2020	2019	
Net cash provided by operating activities	\$ 1,797	\$ 1,547	\$ 250
Net cash provided by (used in) investing activities	(1,357)	169	(1,526)
Net cash used in financing activities	(1,358)	(1,253)	(105)
Effect of foreign exchange on cash and cash equivalents	(22)	(13)	(9)
Net increase (decrease) in cash and cash equivalents	<u>\$ (940)</u>	<u>\$ 450</u>	<u>\$(1,390)</u>

For the comparison of fiscal year 2019 to fiscal year 2018, refer to Part II, Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our Annual Report on Form 10-K for our fiscal year ended March 31, 2019, filed with the SEC on May 24, 2019 under the subheading “Liquidity and Capital Resources”.

### *Changes in Cash Flow*

*Operating Activities.* Net cash provided by operating activities increased by \$250 million during fiscal year 2020 as compared to fiscal year 2019 primarily driven by business performance related to the sales of *Star Wars Jedi: Fallen Order*, *Need for Speed Heat*, and *Apex Legends*, and improved collections during fiscal year 2020. The increase was partially offset by larger marketing and advertising payments for new titles, particularly *Apex Legends* and *Anthem*, higher cash payments for income taxes, and higher royalty payments.

*Investing Activities.* Net cash used in investing activities increased by \$1,526 million during fiscal year 2020 as compared to fiscal year 2019 primarily driven by a \$2,017 million increase in purchases of short-term investments. The increase was partially offset by a \$454 million increase in proceeds from sales and maturities of short-term investments during fiscal year 2020 as compared to fiscal year 2019 and the payment of \$58 million in connection with mergers and acquisitions activity during fiscal year 2019.

*Financing Activities.* Net cash used in financing activities increased by \$105 million during fiscal year 2020 as compared to fiscal year 2019 primarily driven by the payment of \$122 million of contingent consideration in connection with our acquisition of Respawn Entertainment, LLC and a \$15 million increase in the repurchase and retirement of our common stock. These increases were partially offset by a \$31 million decrease in cash paid to taxing authorities in connection with withholding taxes for stock-based compensation.

### *Short-term Investments*

Due to our mix of fixed and variable rate securities, our short-term investment portfolio is susceptible to changes in short-term interest rates. As of March 31, 2020, our short-term investments had gross unrealized losses of \$8 million, or less than 1 percent of the total in short-term investments, and gross unrealized gains of \$5 million, or less than 1 percent of the total in short-term investments. From time to time, we may liquidate some or all of our short-term investments to fund operational needs or other activities, such as capital expenditures, business acquisitions or stock repurchase programs.

### ***Senior Notes***

In February 2016, we issued \$600 million aggregate principal amount of the 2021 Notes and \$400 million aggregate principal amount of the 2026 Notes. The effective interest rate is 3.94% for the 2021 Notes and 4.97% for the 2026 Notes. Interest is payable semiannually in arrears, on March 1 and September 1 of each year. The 2021 Notes are due on March 1, 2021. See *Note 11 — Financing Arrangements* to the Consolidated Financial Statements in this Form 10-K as it relates to our Senior Notes, which is incorporated by reference into this Item 7.

### ***Credit Facility***

On August 29, 2019, we entered into a \$500 million unsecured revolving credit facility (“Credit Facility”) with a syndicate of banks. The Credit Facility terminates on August 29, 2024 unless the maturity is extended in accordance with its terms. As of March 31, 2020, no amounts were outstanding under the Credit Facility. See *Note 11 — Financing Arrangements* to the Consolidated Financial Statements in this Form 10-K as it relates to our Credit Facility, which is incorporated by reference into this Item 7.

### ***Financial Condition***

We believe that our cash, cash equivalents, short-term investments, cash generated from operations and available financing facilities will be sufficient to meet our operating requirements for at least the next 12 months, including working capital requirements, capital expenditures, debt repayment obligations, and potentially, future acquisitions, stock repurchases, or strategic investments. We may choose at any time to raise additional capital to repay debt, strengthen our financial position, facilitate expansion, repurchase our stock, pursue strategic acquisitions and investments, and/or to take advantage of business opportunities as they arise. The COVID-19 pandemic has caused disruption to capital markets and any additional capital could be difficult to obtain, expensive and/or not available to us on favorable terms, if at all. Such additional capital could also result in substantial dilution to our existing stockholders.

Our foreign subsidiaries will generally be subject to U.S. tax, and to the extent earnings from these subsidiaries can be repatriated without a material tax cost, such earnings will not be indefinitely reinvested. As of March 31, 2020, approximately \$4.4 billion of our cash, cash equivalents, and short-term investments were domiciled in foreign tax jurisdictions, of which approximately \$2.7 billion is available for repatriation without a material tax cost.

We have a “shelf” registration statement on Form S-3 on file with the SEC. This shelf registration statement, which includes a base prospectus, allows us at any time to offer any combination of securities described in the prospectus in one or more offerings. Unless otherwise specified in a prospectus supplement accompanying the base prospectus, we would use the net proceeds from the sale of any securities offered pursuant to the shelf registration statement for general corporate purposes, which may include funding for working capital, financing capital expenditures, research and development, marketing and distribution efforts, and if opportunities arise, for acquisitions or strategic alliances. Pending such uses, we may invest the net proceeds in interest-bearing securities. In addition, we may conduct concurrent or other financings at any time.

Our ability to maintain sufficient liquidity could be affected by various risks and uncertainties including, but not limited to, those related to the impact of the COVID-19 pandemic on our business and on the business of our key partners, customer demand and acceptance of our products, our ability to collect our accounts receivable as they become due, successfully achieving our product release schedules and attaining our forecasted sales objectives, economic conditions in the United States and abroad, the impact of acquisitions and other strategic transactions in which we may engage, the impact of competition, the seasonal and cyclical nature of our business and operating results, and the other risks described in the “Risk Factors” section, included in Part I, Item 1A of this report.

### **Contractual Obligations and Commercial Commitments**

See *Note 13 — Commitments and Contingencies* to the Consolidated Financial Statements in this Form 10-K as it relates to our contractual obligations and commercial commitments, which is incorporated by reference into this Item 7.

### **OFF-BALANCE SHEET ARRANGEMENTS**

As of March 31, 2020, we did not have any off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of Regulation S-K promulgated by the SEC, that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues and expenses, results of operations, liquidity, capital expenditures, or capital resources that are material to investors.

### **INFLATION**

We believe the impact of inflation on our results of operations has not been significant in any of the past three fiscal years.

## Item 7A: *Quantitative and Qualitative Disclosures About Market Risk*

### MARKET RISK

We are exposed to various market risks, including changes in foreign currency exchange rates, interest rates and market prices, which have experienced significant volatility, including increased volatility in connection with the COVID-19 pandemic. Market risk is the potential loss arising from changes in market rates and market prices. We employ established policies and practices to manage these risks. Foreign currency forward contracts are used to hedge anticipated exposures or mitigate some existing exposures subject to foreign exchange risk as discussed below. While we do not hedge our short-term investment portfolio, we protect our short-term investment portfolio against different market risks, including interest rate risk as discussed below. Our cash and cash equivalents portfolio consists of highly liquid investments with insignificant interest rate risk and original or remaining maturities of three months or less at the time of purchase. We do not enter into derivatives or other financial instruments for speculative trading purposes and do not hedge our market price risk relating to marketable equity securities, if any.

#### *Foreign Currency Exchange Risk*

*Foreign Currency Exchange Rates.* International sales are a fundamental part of our business, and the strengthening of the U.S. dollar (particularly relative to the Euro, British pound sterling, Australian dollar, Chinese yuan, South Korean won and Polish zloty) has a negative impact on our reported international net revenue, but a positive impact on our reported international operating expenses (particularly the Swedish krona and Canadian dollar) because these amounts are translated at lower rates as compared to periods in which the U.S. dollar is weaker. While we use foreign currency hedging contracts to mitigate some foreign currency exchange risk, these activities are limited in the protection that they provide us and can themselves result in losses.

*Cash Flow Hedging Activities.* We hedge a portion of our foreign currency risk related to forecasted foreign-currency-denominated sales and expense transactions by purchasing foreign currency forward contracts that generally have maturities of 18 months or less. These transactions are designated and qualify as cash flow hedges. Our hedging programs are designed to reduce, but do not entirely eliminate, the impact of currency exchange rate movements in net revenue and research and development expenses.

*Balance Sheet Hedging Activities.* We use foreign currency forward contracts to mitigate foreign currency exchange risk associated with foreign-currency-denominated monetary assets and liabilities, primarily intercompany receivables and payables. These foreign currency forward contracts generally have a contractual term of three months or less and are transacted near month-end.

We believe the counterparties to our foreign currency forward contracts are creditworthy multinational commercial banks. While we believe the risk of counterparty nonperformance is not material, a sustained decline in the financial stability of financial institutions as a result of disruption in the financial markets could affect our ability to secure creditworthy counterparties for our foreign currency hedging programs.

Notwithstanding our efforts to mitigate some foreign currency exchange risks, there can be no assurance that our hedging activities will adequately protect us against the risks associated with foreign currency fluctuations. As of March 31, 2020, a hypothetical adverse foreign currency exchange rate movement of 10 percent or 20 percent would have resulted in potential declines in the fair value on our foreign currency forward contracts used in cash flow hedging of \$160 million or \$320 million, respectively. As of March 31, 2020, a hypothetical adverse foreign currency exchange rate movement of 10 percent or 20 percent would have resulted in potential losses in the Consolidated Statements of Operations on our foreign currency forward contracts used in balance sheet hedging of \$65 million or \$130 million, respectively. This sensitivity analysis assumes an adverse shift of all foreign currency exchange rates; however, all foreign currency exchange rates do not always move in the same manner and actual results may differ materially. See *Note 5 — Derivative Financial Instruments* to the Consolidated Financial Statements in this Form 10-K as it relates to our derivative financial instruments, which is incorporated by reference into this Item 7A.

### ***Interest Rate Risk***

Our exposure to market risk for changes in interest rates relates primarily to our short-term investment portfolio. We manage our interest rate risk by maintaining an investment portfolio generally consisting of debt instruments of high credit quality and relatively short maturities. However, because short-term investments mature relatively quickly and, if reinvested, are invested at the then-current market rates, interest income on a portfolio consisting of short-term investments is subject to market fluctuations to a greater extent than a portfolio of longer term investments. Additionally, the contractual terms of the investments do not permit the issuer to call, prepay or otherwise settle the investments at prices less than the stated par value. Our investments are held for purposes other than trading. We do not use derivative financial instruments in our short-term investment portfolio.

As of March 31, 2020, our short-term investments were classified as available-for-sale securities and, consequently, were recorded at fair value with unrealized gains or losses resulting from changes in fair value reported as a separate component of accumulated other comprehensive income (loss), net of tax, in stockholders' equity.

Notwithstanding our efforts to manage interest rate risks, there can be no assurance that we will be adequately protected against risks associated with interest rate fluctuations. Changes in interest rates affect the fair value of our short-term investment portfolio. To provide a meaningful assessment of the interest rate risk associated with our short-term investment portfolio, we performed a sensitivity analysis to determine the impact a change in interest rates would have on the value of the portfolio assuming a 150 basis point parallel shift in the yield curve. As of March 31, 2020, a hypothetical 150 basis point increase in interest rates would have resulted in a \$24 million, or 1% decrease in the fair market value of our short-term investments.



**Item 8: *Financial Statements and Supplementary Data***

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The following financial statement schedule of Electronic Arts Inc. and Subsidiaries for the years ended March 31, 2020, 2019 and 2018 is filed as part of this report and should be read in conjunction with the Consolidated Financial Statements of Electronic Arts Inc. and Subsidiaries:	
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Other financial statement schedules have been omitted because the information called for in them is not required or has already been included in either the Consolidated Financial Statements or the Notes thereto.

**ELECTRONIC ARTS INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

(In millions, except par value data)	<u>March 31,</u> <u>2020</u>	<u>March 31,</u> <u>2019</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents .....	\$ 3,768	\$4,708
Short-term investments .....	1,967	737
Receivables, net .....	461	623
Other current assets .....	321	313
Total current assets .....	<u>6,517</u>	<u>6,381</u>
Property and equipment, net .....	449	448
Goodwill .....	1,885	1,892
Acquisition-related intangibles, net .....	53	87
Deferred income taxes, net .....	1,903	35
Other assets .....	305	114
<b>TOTAL ASSETS</b> .....	<u><u>\$11,112</u></u>	<u><u>\$8,957</u></u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable .....	\$ 68	\$ 113
Accrued and other current liabilities .....	1,052	1,052
Deferred net revenue (online-enabled games) .....	945	1,100
Senior notes, current, net .....	599	—
Total current liabilities .....	<u>2,664</u>	<u>2,265</u>
Senior notes, net .....	397	994
Income tax obligations .....	373	233
Deferred income taxes, net .....	1	2
Other liabilities .....	216	132
Total liabilities .....	<u>3,651</u>	<u>3,626</u>
Commitments and contingencies (See Note 13)		
Stockholders' equity:		
Preferred stock, \$0.01 par value. 10 shares authorized .....	—	—
Common stock, \$0.01 par value. 1,000 shares authorized; 288 and 298 shares issued and outstanding, respectively .....	3	3
Additional paid-in capital .....	—	—
Retained earnings .....	7,508	5,358
Accumulated other comprehensive loss .....	(50)	(30)
Total stockholders' equity .....	<u>7,461</u>	<u>5,331</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b> .....	<u><u>\$11,112</u></u>	<u><u>\$8,957</u></u>

See accompanying Notes to Consolidated Financial Statements.

**ELECTRONIC ARTS INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	<b>Year Ended March 31,</b>		
	<b>2020</b>	<b>2019</b>	<b>2018</b>
(In millions, except per share data)			
Net revenue	\$ 5,537	\$4,950	\$5,150
Cost of revenue	1,369	1,322	1,277
Gross profit	<u>4,168</u>	<u>3,628</u>	<u>3,873</u>
Operating expenses:			
Research and development	1,559	1,433	1,320
Marketing and sales	631	702	641
General and administrative	506	460	469
Acquisition-related contingent consideration	5	14	—
Amortization of intangibles	22	23	9
Total operating expenses	<u>2,723</u>	<u>2,632</u>	<u>2,439</u>
Operating income	1,445	996	1,434
Interest and other income (expense), net	63	83	15
Income before provision for (benefit from) income taxes	1,508	1,079	1,449
Provision for (benefit from) income taxes	<u>(1,531)</u>	<u>60</u>	<u>406</u>
Net income	<u>\$ 3,039</u>	<u>\$1,019</u>	<u>\$1,043</u>
Earnings per share:			
Basic	\$ 10.37	\$ 3.36	\$ 3.39
Diluted	\$ 10.30	\$ 3.33	\$ 3.34
Number of shares used in computation:			
Basic	293	303	308
Diluted	295	306	312

See accompanying Notes to Consolidated Financial Statements.

**ELECTRONIC ARTS INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(In millions)	Year Ended March 31,		
	<u>2020</u>	<u>2019</u>	<u>2018</u>
Net income .....	\$3,039	\$1,019	\$1,043
Other comprehensive income (loss), net of tax:			
Net gains (losses) on available-for-sale securities .....	(3)	7	(5)
Net gains (losses) on derivative instruments .....	17	88	(121)
Foreign currency translation adjustments .....	(34)	(21)	18
Total other comprehensive income (loss), net of tax .....	<u>(20)</u>	<u>74</u>	<u>(108)</u>
Total comprehensive income .....	<u>\$3,019</u>	<u>\$1,093</u>	<u>\$ 935</u>

See accompanying Notes to Consolidated Financial Statements.

**ELECTRONIC ARTS INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**

(In millions, share data in thousands)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount				
<b>Balances as of March 31, 2017</b> . . . . .	<b>308,367</b>	<b>\$ 3</b>	<b>\$1,049</b>	<b>\$3,027</b>	<b>\$ (19)</b>	<b>\$ 4,060</b>
Cumulative-effect adjustment from the adoption of ASU 2016-09 . . .	—	—	9	(8)	—	1
Total comprehensive income (loss) . . . . .	—	—	—	1,043	(108)	935
Stock-based compensation . . . . .	—	—	242	—	—	242
Issuance of common stock . . . . .	3,332	—	(42)	—	—	(42)
Repurchase and retirement of common stock . . . . .	(5,329)	—	(601)	—	—	(601)
<b>Balances as of March 31, 2018</b> . . . . .	<b>306,370</b>	<b>\$ 3</b>	<b>\$ 657</b>	<b>\$4,062</b>	<b>\$(127)</b>	<b>\$ 4,595</b>
Cumulative-effect adjustment from the adoption of ASC 606 . . . . .	—	—	—	590	22	612
Cumulative-effect adjustment from the adoption of ASU 2018-02 . . .	—	—	—	(1)	1	—
Total comprehensive income . . . . .	—	—	—	1,019	74	1,093
Stock-based compensation . . . . .	—	—	284	—	—	284
Issuance of common stock . . . . .	2,722	—	(61)	—	—	(61)
Repurchase and retirement of common stock . . . . .	(10,985)	—	(880)	(312)	—	(1,192)
<b>Balances as of March 31, 2019</b> . . . . .	<b>298,107</b>	<b>\$ 3</b>	<b>\$ —</b>	<b>\$5,358</b>	<b>\$ (30)</b>	<b>\$ 5,331</b>
Total comprehensive income (loss) . . . . .	—	—	—	3,039	(20)	3,019
Stock-based compensation . . . . .	—	—	347	—	—	347
Issuance of common stock . . . . .	2,623	—	(29)	—	—	(29)
Repurchase and retirement of common stock . . . . .	(12,317)	—	(318)	(889)	—	(1,207)
<b>Balances as of March 31, 2020</b> . . . . .	<b>288,413</b>	<b>\$ 3</b>	<b>\$ —</b>	<b>\$7,508</b>	<b>\$ (50)</b>	<b>\$ 7,461</b>

See accompanying Notes to Consolidated Financial Statements.

**ELECTRONIC ARTS INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In millions)	Year Ended March 31,		
	2020	2019	2018
<b>OPERATING ACTIVITIES</b>			
Net income	\$ 3,039	\$ 1,019	\$ 1,043
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation, amortization and accretion	150	145	136
Acquisition-related contingent consideration	5	14	—
Stock-based compensation	347	284	242
Change in assets and liabilities:			
Receivables, net	164	(88)	(25)
Other assets	35	(24)	10
Accounts payable	(36)	59	(44)
Accrued and other liabilities	119	3	43
Deferred income taxes, net	(1,871)	(16)	204
Deferred net revenue (online-enabled games)	(155)	151	83
Net cash provided by operating activities	<u>1,797</u>	<u>1,547</u>	<u>1,692</u>
<b>INVESTING ACTIVITIES</b>			
Capital expenditures	(140)	(119)	(107)
Proceeds from maturities and sales of short-term investments	2,142	1,688	3,166
Purchase of short-term investments	(3,359)	(1,342)	(2,287)
Acquisition, net of cash acquired	—	(58)	(150)
Net cash provided by (used in) investing activities	<u>(1,357)</u>	<u>169</u>	<u>622</u>
<b>FINANCING ACTIVITIES</b>			
Proceeds from issuance of common stock	62	61	78
Cash paid to taxing authorities for shares withheld from employees	(91)	(122)	(120)
Repurchase and retirement of common stock	(1,207)	(1,192)	(601)
Acquisition-related contingent consideration payments	(122)	—	—
Net cash used in financing activities	<u>(1,358)</u>	<u>(1,253)</u>	<u>(643)</u>
Effect of foreign exchange on cash and cash equivalents	(22)	(13)	22
Increase (decrease) in cash and cash equivalents	(940)	450	1,693
Beginning cash and cash equivalents	4,708	4,258	2,565
Ending cash and cash equivalents	<u>\$ 3,768</u>	<u>\$ 4,708</u>	<u>\$ 4,258</u>
<b>Supplemental cash flow information:</b>			
Cash paid during the year for income taxes, net	<u>\$ 170</u>	<u>\$ 100</u>	<u>\$ 57</u>
Cash paid during the year for interest	<u>\$ 42</u>	<u>\$ 42</u>	<u>\$ 42</u>

See accompanying Notes to Consolidated Financial Statements.

## ELECTRONIC ARTS INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### (1) DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Electronic Arts is a global leader in digital interactive entertainment. We develop, market, publish and deliver games, content and services that can be played and watched on game consoles, PCs, mobile phones and tablets. We believe that the breadth and depth of our portfolio, live services offerings, and our use of multiple business models and distribution channels provide us with strategic advantages. Our foundation is a collection of intellectual property from which we create innovative games and content that enables us to build on-going and meaningful relationships with a community of players, creators and viewers. Our portfolio includes brands that we either wholly own (such as Battlefield, The Sims, Apex Legends, Need for Speed and Plants v. Zombies) or license from others (such as FIFA, Madden NFL and Star Wars). We also offer our players high-quality experiences designed to provide value to players and to extend and enhance gameplay. These live services include extra content, subscription offerings and other revenue generated outside of the sale of our base games. And we are focused on reaching more players whenever and wherever they want to play. We believe that we can add value to our network by making it easier for players to connect to a world of play by offering choice of business model, distribution channel and device.

#### *Consolidation*

The accompanying Consolidated Financial Statements include the accounts of Electronic Arts Inc. and its wholly-owned subsidiaries. Intercompany balances and transactions have been eliminated in consolidation.

#### *Fiscal Year*

Our fiscal year is reported on a 52- or 53-week period that ends on the Saturday nearest March 31. Our results of operations for the fiscal years ended March 31, 2020, 2019 and 2018 contained 52 weeks each and ended on March 28, 2020, March 30, 2019 and March 31, 2018 respectively. For simplicity of disclosure, all fiscal periods are referred to as ending on a calendar month end.

#### *Use of Estimates*

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States (“U.S. GAAP”) requires us to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and the accompanying notes. Such estimates include sales returns and allowances, provisions for doubtful accounts, accrued liabilities, offering periods for deferred net revenue, relative stand-alone selling price for identified performance obligations in our revenue transactions, losses on royalty commitments, estimates regarding the recoverability of prepaid royalties, inventories, long-lived assets, discount rates used in the measurement and recognition of lease liabilities, assets acquired and liabilities assumed in business combinations, certain estimates related to the measurement and recognition of costs resulting from our stock-based payment awards, unrecognized tax benefits, deferred income tax assets and associated valuation allowances, as well as estimates used in our goodwill, intangibles and short-term investment impairment tests. These estimates generally involve complex issues and require us to make judgments, involve analysis of historical and future trends, can require extended periods of time to resolve, and are subject to change from period to period. In all cases, actual results could differ materially from our estimates.

#### *Recently Adopted Accounting Standards*

In February 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Codification (“ASC”) Topic 842, *Leases* (the “New Lease Standard” or “ASC 842”). The FASB issued this standard to increase transparency and comparability among organizations by recognizing right-of-use (“ROU”) lease assets and liabilities on the balance sheet and disclosing key information about leasing arrangements.



We adopted the New Lease Standard on April 1, 2019, the beginning of fiscal year 2020, using the optional transition method which allows us to use the effective date of the New Lease Standard as the date of initial application on transition, instead of at the beginning of the earliest comparative period presented. Accordingly, we did not adjust prior periods for the effects of the New Lease Standard. Additionally, we elected to apply the package of practical expedients, which allows us to carryforward our historical lease classification, our assessment on whether a contract is or contains a lease, and our assessment of initial direct costs for any leases that exist prior to adoption of the new lease standard.

The adoption of the New Lease Standard on April 1, 2019 resulted in the recognition of operating lease ROU assets of \$215 million, current operating lease liabilities of \$50 million, and noncurrent operating lease liabilities of \$197 million on our Consolidated Balance Sheets. In addition, upon transition, we eliminated prepaid rent assets of \$6 million and deferred rent liabilities of \$38 million. Operating lease ROU assets, operating lease liabilities, and noncurrent operating lease liabilities are included in other assets, accrued and other current liabilities, and other liabilities, respectively. The adoption of the New Lease Standard did not have an impact on our Consolidated Statements of Operations or Cash Flows.

BALANCE SHEETS (In millions)	Balance at March 31, 2019	Adjustments due to New Lease Standard Adoption	Balance at April 1, 2019
<b>Assets</b>			
Other current assets . . . . .	\$ 313	\$ (6)	\$ 307
Other assets . . . . .	114	215	329
<b>Liabilities</b>			
Accrued and other current liabilities . . . . .	\$1,052	\$ 47	\$1,099
Other liabilities . . . . .	132	162	294

See *Note 12 — Leases* for additional information on leases.

In August 2017, the FASB issued ASU 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities*. This update is intended to make more financial and nonfinancial hedging strategies eligible for hedge accounting, simplify the application of hedge accounting by eliminating the requirement to separately measure and report hedge ineffectiveness, and increase transparency around the scope and results of hedging programs. We adopted ASU 2017-12 in the first quarter of fiscal 2020, using a modified-retrospective approach. Upon adoption of ASU 2017-12, we no longer measure and report hedge ineffectiveness separately. We instead present the entire change in the fair value of a hedging instrument in the same Consolidated Statements of Operations line as the hedged item. Additionally, the amount historically excluded from the assessment of hedge effectiveness for our cash flow hedges is now recognized into the Consolidated Statements of Operations in the period when the forecasted transaction is recognized. The cumulative-effect adjustment from the adoption had a de minimis impact on our Consolidated Financial Statements. See *Note 5 — Derivative Financial Instruments*.

***Other Recently Issued Accounting Standards***

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments—Credit Losses* (Topic 326). The update changes the methodology for measuring credit losses on financial instruments and the timing of when such losses are recorded. This update replaces the existing incurred loss impairment model with an expected loss model. It also requires credit losses related to available-for-sale debt securities to be recognized as an allowance for credit losses rather than as a reduction to the carrying value of the securities. This update is effective for us beginning in the first quarter of fiscal year 2021. We continue to monitor the economic implications of the COVID-19 pandemic; however based on current market conditions, we do not expect the adoption to have a material impact on our Consolidated Financial Statements and related disclosures.

In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement*. This update eliminates, adds, and modifies certain fair value measurement disclosure requirements. This update is effective for us beginning in the first quarter of fiscal 2021. We do not expect the adoption to have a material impact on our Consolidated Financial Statements.

In August 2018, the FASB issued ASU 2018-15, *Intangibles—Goodwill and Other—Internal-Use Software* (Subtopic 350-40). This update requires a customer in a cloud computing service arrangement to follow the internal-use software guidance in order to determine which implementation costs to defer and recognize as an asset. This update is effective for us beginning in the first quarter of fiscal year 2021. We do not expect the adoption to have a material impact on our Consolidated Financial Statements and related disclosures.

In December 2019, the FASB issued ASU 2019-12, *Simplifying the Accounting for Income Taxes* (Topic 740). The amendments in this update simplify the accounting for income taxes by removing certain exceptions to the general principles in Topic 740. The amendments also improve consistent application of and simplify GAAP for other areas of Topic 740 by clarifying and amending existing guidance. This update is effective for us beginning in the first quarter of fiscal year 2022. Early adoption is permitted. We are currently evaluating the impact of this new standard on our Consolidated Financial Statements and related disclosures.

## **(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### ***Cash, Cash Equivalents, and Short-Term Investments***

Cash equivalents consist of highly liquid investments with insignificant interest rate risk and original or remaining maturities of three months or less at the time of purchase.

Short-term investments consist of debt securities with original or remaining maturities of greater than three months at the time of purchase, and are accounted for as available-for-sale securities and are recorded at fair value. Cash, cash equivalents and short-term investments are available for use in current operations or other activities such as capital expenditures, business combinations and share repurchases.

Unrealized gains and losses on our short-term investments are recorded as a component of accumulated other comprehensive income (loss) in stockholders' equity, net of tax, until either (1) the security is sold, (2) the security has matured, or (3) we determine that the fair value of the security has declined below its adjusted cost basis and the decline is other-than-temporary. Realized gains and losses on our short-term investments are calculated based on the specific identification method and are reclassified from accumulated other comprehensive income (loss) to interest and other income (expense), net. Determining whether a decline in fair value is other-than-temporary requires management judgment based on the specific facts and circumstances of each security. The ultimate value realized on these securities is subject to market price volatility until they are sold.

Our short-term investments are evaluated for impairment quarterly. We consider various factors in determining whether we should recognize an impairment charge, including the credit quality of the issuer, the duration that the fair value has been less than the adjusted cost basis, severity of the impairment, reason for the decline in value and potential recovery period, the financial condition and near-term prospects of the investees, our intent to sell and ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in market value, and any contractual terms impacting the prepayment or settlement process. If we conclude that an investment is other-than-temporarily impaired, we recognize an impairment charge at that time in our Consolidated Statements of Operations. Based on our evaluation, we did not consider any of our investments to be other-than-temporarily impaired as of March 31, 2020 and 2019.

### ***Property and Equipment, Net***

Property and equipment, net, are stated at cost. Depreciation is calculated using the straight-line method over the following useful lives:

Buildings . . . . .	20 to 25 years
Computer equipment and software . . . . .	3 to 6 years
Equipment, furniture and fixtures, and other . . . . .	3 to 5 years
Leasehold improvements . . . . .	Lesser of the lease term or the estimated useful lives of the improvements, generally 1 to 15 years

We capitalize costs associated with internal-use software development once a project has reached the application development stage. Such capitalized costs include external direct costs utilized in developing or obtaining the software, and payroll and payroll-related expenses for employees who are directly associated with the development of the software. Capitalization of such costs begins when the preliminary project stage is complete and ceases at the point in which the project is substantially complete and is ready for its intended purpose. Once the internal-use software is ready for its intended use, the assets are depreciated on a straight-line basis over each asset's estimated useful life, which is generally three years. The net book value of capitalized costs associated with internal-use software was \$56 million and \$37 million as of March 31, 2020 and 2019, respectively.

### ***Acquisition-Related Intangibles and Other Long-Lived Assets***

We recognize acquisition-related intangible assets, such as acquired developed and core technology, in connection with business combinations. We amortize the cost of acquisition-related intangible assets that have finite useful lives on a straight-line basis over the lesser of their estimated useful lives or the agreement terms, currently from one to five years. We evaluate acquisition-related intangibles and other long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets is measured by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset group. This includes assumptions about future prospects for the business that the asset relates to and typically involves computations of the estimated future cash flows to be generated by these businesses. Based on these judgments and assumptions, we determine whether we need to take an impairment charge to reduce the value of the asset stated on our Consolidated Balance Sheets to reflect its estimated fair value. When we consider such assets to be impaired, the amount of impairment we recognize is measured by the amount by which the carrying amount of the asset exceeds its fair value.

### ***Goodwill Impairment***

In assessing impairment on our goodwill, we first analyze qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform a goodwill impairment test. The qualitative factors we assess include long-term prospects of our performance, share price trends and market capitalization, and Company specific events. If we conclude it is more likely than not that the fair value of a reporting unit exceeds its carrying amount, we do not need to perform an impairment test. If based on that assessment, we believe it is more likely than not that the fair value of the reporting unit is less than its carrying value we will measure goodwill for impairment by applying fair value-based tests at the reporting unit level. Reporting units are determined by the components of operating segments that constitute a business for which (1) discrete financial information is available, (2) segment management regularly reviews the operating results of that component, and (3) whether the component has dissimilar economic characteristics to other components. As of March 31, 2020, we have only one reportable segment, which represents our only operating segment.

### ***Revenue Recognition***

We adopted ASC Topic 606, *Revenue From Contracts with Customers* (the "New Revenue Standard" or "ASC 606"), on April 1, 2018, the beginning of fiscal year 2019, using the modified retrospective method. The comparative information for periods prior to April 1, 2018 has not been restated and continues to be reported under the accounting standards in effect for those periods.

We derive revenue principally from sales of our games, and related extra content and services that can be played by customers on a variety of platforms which include game consoles, PCs, mobile phones and tablets. Our product and service offerings include, but are not limited to, the following:

- full games with both online and offline functionality (“Games with Services”), which generally includes (1) the initial game delivered digitally or via physical disc at the time of sale and typically provide access to offline core game content (“software license”); (2) updates on a when-and-if-available basis, such as software patches or updates, and/or additional free content to be delivered in the future (“future update rights”); and (3) a hosted connection for online playability (“online hosting”);
- full games with online-only functionality which require an Internet connection to access all gameplay and functionality (“Online-Hosted Service Games”);
- extra content related to Games with Services and Online-Hosted Service Games which provides access to additional in-game content;
- subscriptions, such as Origin Access, Origin Access Premier and EA Access, that generally offers access to a selection of full games, in-game content, online services and other benefits typically for a recurring monthly or annual fee; and
- licensing to third parties to distribute and host our games and content.

We evaluate and recognize revenue by:

- identifying the contract(s) with the customer;
- identifying the performance obligations in the contract;
- determining the transaction price;
- allocating the transaction price to performance obligations in the contract; and
- recognizing revenue as each performance obligation is satisfied through the transfer of a promised good or service to a customer (i.e., “transfer of control”).

Certain of our full game and/or extra content are sold to resellers with a contingency that the full game and/or extra content cannot be resold prior to a specific date (“Street Date Contingency”). We recognize revenue for transactions that have a Street Date Contingency when the Street Date Contingency is removed and the full game and/or extra content can be resold by the reseller. For digital full game and/or extra content downloads sold to customers, we recognize revenue when the full game and/or extra content is made available for download to the customer.

#### *Online-Enabled Games*

*Games with Services.* Our sales of Games with Services are evaluated to determine whether the software license, future update rights and the online hosting are distinct and separable. Sales of Games with Services are generally determined to have three distinct performance obligations: software license, future update rights, and the online hosting.

Since we do not sell the performance obligations on a stand-alone basis, we consider market conditions and other observable inputs to estimate the stand-alone selling price for each performance obligation. For Games with Services, generally 75 percent of the sales price is allocated to the software license performance obligation and recognized at a point in time when control of the license has been transferred to the customer (which is usually at or near the same time as the booking of the transaction). The remaining 25 percent is allocated to the future update rights and the online hosting performance obligations and recognized ratably as the service is provided (over the Estimated Offering Period).

*Online-Hosted Service Games.* Sales of our Online-Hosted Service Games are determined to have one distinct performance obligation: the online hosting. We recognize revenue from these arrangements as the service is provided.

*Extra Content.* Revenue received from sales of downloadable content are derived primarily from the sale of virtual currencies and digital in-game content designed to provide value to players and to extend and enhance gameplay. Sales of extra content are accounted for in a manner consistent with the treatment for our Games with Services and Online-Hosted Service Games as discussed above, depending upon whether or not the extra content has offline functionality. That is, if the extra content has offline functionality, then the extra content is accounted for similarly to Games with Services (generally determined to have three distinct performance obligations: software license, future update rights, and the online hosting). If the extra content does not have offline functionality, then the extra content is determined to have one distinct performance obligation: the online-hosted service offering.

### *Subscriptions*

Sales of our subscriptions are deemed to be one performance obligation and we recognize revenue from these arrangements ratably over the subscription term as the performance obligation is satisfied.

### *Licensing Revenue*

In certain countries, we utilize third-party licensees to distribute and host our games and content in accordance with license agreements, for which the licensees typically pay us a fixed minimum guarantee and/or sales-based royalties. These arrangements typically include multiple performance obligations, such as a time-based license of software and future update rights. We recognize as revenue a portion of the minimum guarantee when we transfer control of the license of software (generally upon commercial launch) and the remaining portion ratably over the contractual term in which we provide the licensee with future update rights. Any sales-based royalties are generally recognized as the related sales occur by the licensee.

### *Significant Judgments around Revenue Arrangements*

*Identifying performance obligations.* Performance obligations promised in a contract are identified based on the goods and services that will be transferred to the customer that are both capable of being distinct, (i.e., the customer can benefit from the goods or services either on its own or together with other resources that are readily available), and are distinct in the context of the contract (i.e., it is separately identifiable from other goods or services in the contract). To the extent a contract includes multiple promises, we must apply judgment to determine whether those promises are separate and distinct performance obligations. If these criteria are not met, the promises are accounted for as a combined performance obligation.

*Determining the transaction price.* The transaction price is determined based on the consideration that we will be entitled to receive in exchange for transferring our goods and services to the customer. Determining the transaction price often requires judgment, based on an assessment of contractual terms and business practices. It further includes review of variable consideration such as discounts, sales returns, price protection, and rebates, which is estimated at the time of the transaction. See below for additional information regarding our sales returns and price protection reserves. In addition, the transaction price does not include an estimate of the variable consideration related to sales-based royalties. Sales-based royalties are recognized as the sales occur.

*Allocating the transaction price.* Allocating the transaction price requires that we determine an estimate of the relative stand-alone selling price for each distinct performance obligation. Determining the relative stand-alone selling price is inherently subjective, especially in situations where we do not sell the performance obligation on a stand-alone basis (which occurs in the majority of our transactions). In those situations, we determine the relative stand-alone selling price based on various observable inputs using all information that is reasonably available. Examples of observable inputs and information include: historical internal pricing data, cost plus margin analyses, third-party external pricing of similar or same products and services such as software licenses and maintenance support within the enterprise software industry. The results of our analysis resulted in a specific percentage of the transaction price being allocated to each performance obligation.

*Determining the Estimated Offering Period.* The offering period is the period in which we offer to provide the future update rights and/or online hosting for the game and related extra content sold. Because the offering period is not an explicitly defined period, we must make an estimate of the offering period for the service related performance obligations (i.e., future update rights and online hosting). Determining the Estimated Offering Period is inherently subjective and is subject to regular revision. Generally, we consider the average period of time customers are online when estimating the offering period. We also consider the estimated period of time between the date a game unit is sold to a reseller and the date the reseller sells the game unit to the customer (i.e., time in channel). Based on these two factors, we then consider the method of distribution. For example, games sold at retail would have a composite offering period equal to the online gameplay period plus time in channel as opposed to digitally-distributed software licenses which are delivered immediately via digital download and therefore, the offering period is estimated to be only the online gameplay period.

Additionally, we consider results from prior analyses, known and expected online gameplay trends, as well as disclosed service periods for competitors' games in determining the Estimated Offering Period for future sales. We believe this provides a reasonable depiction of the transfer of future update rights and online hosting to our customers, as it is the best representation of the time period during which our games are played. We recognize revenue for future update rights and online hosting performance obligations ratably on a straight-line basis over this period as there is a consistent pattern of delivery for these performance obligations. These performance obligations are generally recognized over an estimated nine-month period beginning in the month after shipment for software licenses sold through retail and an estimated six-month period for digitally-distributed software licenses beginning in the month of sale.

#### *Deferred Net Revenue*

Because the majority of our sales transactions include future update rights and online hosting performance obligations, which are subject to a recognition period of generally six to nine months, our deferred net revenue balance is material. This balance increases from period to period by the revenue being deferred for current sales with these service obligations and is reduced by the recognition of revenue from prior sales that were deferred. Generally, revenue is recognized as the services are provided.

#### *Principal Agent Considerations*

We evaluate sales to end customers of our full games and related content via third-party storefronts, including digital storefronts such as Microsoft's Xbox Store, Sony's PlayStation Store, Apple App Store, and Google Play Store, in order to determine whether or not we are acting as the principal in the sale to the end customer, which we consider in determining if revenue should be reported gross or net of fees retained by the third-party storefront. An entity is the principal if it controls a good or service before it is transferred to the end customer. Key indicators that we evaluate in determining gross versus net treatment include but are not limited to the following:

- the underlying contract terms and conditions between the various parties to the transaction;
- which party is primarily responsible for fulfilling the promise to provide the specified good or service to the end customer;
- which party has inventory risk before the specified good or service has been transferred to the end customer; and
- which party has discretion in establishing the price for the specified good or service.

Based on an evaluation of the above indicators, except as discussed below, we have determined that generally the third party is considered the principal to end customers for the sale of our full games and related content. We therefore report revenue related to these arrangements net of the fees retained by the storefront. However, for sales arrangements via Apple App Store and Google Play Store, EA is considered the principal to the end customer and thus, we report revenue on a gross basis and mobile platform fees are reported within cost of revenue.



### *Payment Terms*

Substantially all of our transactions have payment terms, whether customary or on an extended basis, of less than one year; therefore, we generally do not adjust the transaction price for the effects of any potential financing components that may exist.

### *Sales and Value-Added Taxes*

Revenue is recorded net of taxes assessed by governmental authorities that are imposed at the time of the specific revenue-producing transaction between us and our customer, such as sales and value-added taxes.

### *Sales Returns and Price Protection Reserves*

Sales returns and price protection are considered variable consideration under ASC 606. We reduce revenue for estimated future returns and price protection which may occur with our distributors and retailers (“channel partners”). Price protection represents our practice to provide our channel partners with a credit allowance to lower their wholesale price on a particular game unit that they have not resold to customers. The amount of the price protection for permanent markdowns is the difference between the old wholesale price and the new reduced wholesale price. Credits are also given for short-term promotions that temporarily reduce the wholesale price. In certain countries we also have a practice for allowing channel partners to return older products in the channel in exchange for a credit allowance.

When evaluating the adequacy of sales returns and price protection reserves, we analyze the following: historical credit allowances, current sell-through of our channel partners’ inventory of our products, current trends in retail and the video game industry, changes in customer demand, acceptance of our products, and other related factors. In addition, we monitor the volume of sales to our channel partners and their inventories, as substantial overstocking in the distribution channel could result in high returns or higher price protection in subsequent periods.

### *Taxes Collected from Customers and Remitted to Governmental Authorities*

Taxes assessed by a government authority that are both imposed on and concurrent with specific revenue transactions between us and our customers are presented on a net basis in our Consolidated Statements of Operations.

### *Concentration of Credit Risk and Significant Customers*

We extend credit to various customers. Collection of trade receivables may be affected by changes in economic or other industry conditions and may, accordingly, impact our overall credit risk. Although we generally do not require collateral, we perform ongoing credit evaluations of our customers and maintain reserves for potential credit losses. Invoices are aged based on contractual terms with our customers. The provision for doubtful accounts is recorded as a charge to general and administrative expense when a potential loss is identified. Losses are written off against the allowance when the receivable is determined to be uncollectible. At March 31, 2020, we had two customers who accounted for approximately 31 percent and 27 percent of our consolidated gross receivables, respectively. At March 31, 2019, we had two customers who accounted for 34 percent and 33 percent of our consolidated gross receivables, respectively.

A majority of our sales are made via digital resellers, channel and platform partners. During the fiscal years 2020, 2019, and 2018, approximately 68 percent, 65 percent, and 67 percent, respectively, of our net revenue was derived from our top ten customers and/or platform partners.

Currently, a majority of our revenue is derived through sales of products and services playable on hardware consoles from Sony and Microsoft. For the fiscal years ended March 31, 2020, 2019 and 2018, our net revenue for products and services on Sony’s PlayStation 3 and 4, and Microsoft’s Xbox 360 and One consoles (combined



across all four platforms) was 67 percent, 66 percent, and 70 percent, respectively. These platform partners have significant influence over the products and services that we offer on their platforms. Our agreements with Sony and Microsoft typically give significant control to them over the approval, manufacturing and distribution of our products and services that are distributed through their platform, which could, in certain circumstances, leave us unable to get our products and services approved, manufactured or distributed to customers.

Short-term investments are placed with high quality financial institutions or in short-duration, investment-grade securities. We limit the amount of credit exposure in any one financial institution or type of investment instrument.

### ***Royalties and Licenses***

Royalty-based obligations with content licensors and distribution affiliates are either paid in advance and capitalized as prepaid royalties or are accrued as incurred and subsequently paid. These royalty-based obligations are generally expensed to cost of revenue generally at the greater of the contractual rate or an effective royalty rate based on the total projected net revenue for contracts with guaranteed minimums. Prepayments made to thinly capitalized independent software developers and co-publishing affiliates are generally made in connection with the development of a particular product, and therefore, we are generally subject to development risk prior to the release of the product. Accordingly, payments that are due prior to completion of a product are generally expensed to research and development over the development period as the services are incurred. Payments due after completion of the product (primarily royalty-based in nature) are generally expensed as cost of revenue.

Our contracts with some licensors include minimum guaranteed royalty payments, which are initially recorded as an asset and as a liability at the contractual amount when no performance remains with the licensor. When performance remains with the licensor, we record guarantee payments as an asset when actually paid and as a liability when incurred, rather than recording the asset and liability upon execution of the contract.

Each quarter, we also evaluate the expected future realization of our royalty-based assets, as well as any unrecognized minimum commitments not yet paid to determine amounts we deem unlikely to be realized through future revenue. Any impairments or losses determined before the launch of a product are generally charged to research and development expense. Impairments or losses determined post-launch are charged to cost of revenue. We evaluate long-lived royalty-based assets for impairment using undiscounted cash flows when impairment indicators exist. If an impairment exists, then the related assets are written down to fair value. Unrecognized minimum royalty-based commitments are accounted for as executory contracts, and therefore, any losses on these commitments are recognized when the underlying intellectual property is abandoned (i.e., cease use) or the contractual rights to use the intellectual property are terminated.

### ***Advertising Costs***

We generally expense advertising costs as incurred, except for production costs associated with media campaigns, which are recognized as prepaid assets (to the extent paid in advance) and expensed at the first run of the advertisement. Cooperative advertising costs are recognized when incurred and are classified as marketing and sales expense if there is a separate identifiable benefit for which we can reasonably estimate the fair value of the benefit identified. Otherwise, they are classified as a reduction of revenue and are generally accrued when revenue is recognized. We then reimburse the channel partner when qualifying claims are submitted.

We are also reimbursed by our vendors for certain advertising costs incurred by us that benefit our vendors. Such amounts are recognized as a reduction of marketing and sales expense if the advertising (1) is specific to the vendor, (2) represents an identifiable benefit to us, and (3) represents an incremental cost to us. Otherwise, vendor reimbursements are recognized as a reduction of the cost incurred with the same vendor. Vendor reimbursements of advertising costs of \$38 million, \$46 million, and \$45 million reduced marketing and sales expense for the fiscal years ended March 31, 2020, 2019 and 2018, respectively. For the fiscal years ended March 31, 2020, 2019 and 2018, advertising expense, net of vendor reimbursements, totaled approximately \$195 million, \$271 million, and \$261 million, respectively.

### ***Software Development Costs***

Research and development costs, which consist primarily of software development costs, are expensed as incurred. We are required to capitalize software development costs incurred for computer software to be sold, leased or otherwise marketed after technological feasibility of the software is established or for development costs that have alternative future uses. Under our current practice of developing new games, the technological feasibility of the underlying software is not established until substantially all product development and testing is complete, which generally includes the development of a working model. Software development costs that have been capitalized to date have been insignificant.

### ***Foreign Currency Translation***

Generally, the functional currency for our foreign operating subsidiaries is its local currency. Assets and liabilities of foreign operations are translated into U.S. dollars using month-end exchange rates, and revenue and expenses are translated into U.S. dollars using average exchange rates. The effects of foreign currency translation adjustments are included as a component of accumulated other comprehensive income (loss) in stockholders' equity.

Foreign currency transaction gains and losses are a result of the effect of exchange rate changes on transactions denominated in currencies other than the functional currency. Net foreign currency transaction gains (losses) of \$11 million, \$(9) million, and \$18 million for the fiscal years ended March 31, 2020, 2019 and 2018, respectively, are included in interest and other income (expense), net, in our Consolidated Statements of Operations. These net foreign currency transaction gains (losses) are partially offset by net gains (losses) on our foreign currency forward contracts of \$(4) million, \$50 million, and \$(16) million for the fiscal years ended March 31, 2020, 2019 and 2018, respectively. See Note 5 for additional information on our foreign currency forward contracts.

### ***Income Taxes***

We recognize deferred tax assets and liabilities for both the expected impact of differences between the financial statement amount and the tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax losses and tax credit carryforwards.

During the fiscal year ended March 31, 2020, we completed an intra-entity sale of some of our intellectual property rights to our Swiss subsidiary, where our international business is headquartered (the "Swiss intra-entity sale"). The transaction did not result in a taxable gain. Under U.S. GAAP, any profit resulting from this intercompany transaction will be eliminated upon consolidation. However, the transaction resulted in a step-up of the Swiss tax-deductible basis in the transferred intellectual property rights and, accordingly, created a temporary difference between the book basis and the tax basis of such intellectual property rights ("Swiss Deferred Tax Asset"). The Swiss Deferred Tax Asset and the one-time tax benefit was measured and will be periodically remeasured based on the Swiss tax rate in effect for the years the asset will be recovered.

During the fiscal year ended March 31, 2020, we recognized \$1.840 billion of tax benefits related to the Swiss Deferred Tax Asset, which is net of the impact of a \$131 million valuation allowance and a \$393 million reduction due to the impact of the decision of the Ninth Circuit Court of Appeals in *Altera Corp. v Commissioner* ("the Altera opinion"). The Altera opinion also resulted in the recognition of a one-time charge of \$80 million related to prior period U.S. uncertain tax positions during the fiscal year ended March 31, 2020. In total, during the fiscal year ended March 31, 2020, we recognized one-time tax benefits of \$1.760 billion related to the \$1.840 billion Swiss Deferred Tax Asset, partially offset by the \$80 million one-time Altera opinion charge.

Every quarter, we perform a realizability analysis to evaluate whether it is more likely than not that all or a portion of our deferred tax assets will not be realized. As of March 31, 2020, we have recognized a \$131 million valuation allowance related to our Swiss deferred tax assets. Our Swiss deferred tax asset realizability analysis relies upon future Swiss taxable income as the primary source of taxable income but considers all available

sources of Swiss income based on the positive and negative evidence. We give more weight to evidence that can be objectively verified. However, there is significant judgment involved in estimating future Swiss taxable income over the 20-year period over which the Swiss deferred tax asset will reverse, specifically related to assumptions about expected growth rates of future Swiss taxable income, which are based primarily on third party market and industry growth data. Actual results that differ materially from those estimates could have a material impact on our valuation allowance assessment. Although objectively verifiable, Swiss interest rates have an impact on the valuation allowance and are based on published Swiss guidance. Any significant changes to such interest rates could result in a material impact to the valuation allowance. Switzerland has a seven-year carryforward period and does not permit the carry back of losses. We do not recognize any deferred taxes related to the U.S. taxes on foreign earnings as we recognize these taxes as a period cost.

### *Share Repurchases*

Shares of our common stock repurchased pursuant to our repurchase program, if any, are retired. The purchase price of such repurchased shares of common stock is recorded as a reduction to additional paid-in capital. If the balance in additional paid-in capital is exhausted, the excess is recorded as a reduction to retained earnings.

### **(3) FAIR VALUE MEASUREMENTS**

There are various valuation techniques used to estimate fair value, the primary one being the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining fair value, we consider the principal or most advantageous market in which we would transact and consider assumptions that market participants would use when pricing the asset or liability. We measure certain financial and nonfinancial assets and liabilities at fair value on a recurring and nonrecurring basis.

### *Fair Value Hierarchy*

The three levels of inputs that may be used to measure fair value are as follows:

- *Level 1.* Quoted prices in active markets for identical assets or liabilities.
- *Level 2.* Observable inputs other than quoted prices included within Level 1, such as quoted prices for similar assets or liabilities, quoted prices in markets with insufficient volume or infrequent transactions (less active markets), or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated with observable market data for substantially the full term of the assets or liabilities.
- *Level 3.* Unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of assets or liabilities.

**Assets and Liabilities Measured at Fair Value on a Recurring Basis**

As of March 31, 2020 and 2019, our assets and liabilities that were measured and recorded at fair value on a recurring basis were as follows (in millions):

	Fair Value Measurements at Reporting Date Using				Balance Sheet Classification
	As of March 31, 2020	Quoted Prices in Active Markets for Identical Financial Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>Assets</b>					
Bank and time deposits . . . . .	\$ 78	\$ 78	\$ —	\$ —	Cash equivalents
Money market funds . . . . .	1,599	1,599	—	—	Cash equivalents
Available-for-sale securities:					
Corporate bonds . . . . .	687	—	687	—	Short-term investments and cash equivalents
U.S. Treasury securities . . . . .	603	603	—	—	Short-term investments and cash equivalents
U.S. agency securities . . . . .	8	—	8	—	Short-term investments
Commercial paper . . . . .	414	—	414	—	Short-term investments and cash equivalents
Foreign government securities . . . . .					
Foreign government securities . . . . .	42	—	42	—	Short-term investments
Asset-backed securities . . . . .	269	—	269	—	Short-term investments
Certificates of deposit . . . . .	56	—	56	—	Short-term investments
Foreign currency derivatives . . . . .	76	—	76	—	Other current assets and other assets
Deferred compensation plan assets <sup>(a)</sup> . . . . .					
Deferred compensation plan assets <sup>(a)</sup> . . . . .	13	13	—	—	Other assets
Total assets at fair value . . . . .	<u>\$3,845</u>	<u>\$2,293</u>	<u>\$1,552</u>	<u>\$ —</u>	
<b>Liabilities</b>					
Foreign currency derivatives . . . . .					
Foreign currency derivatives . . . . .	\$ 36	\$ —	\$ 36	\$ —	Accrued and other current liabilities and other liabilities
Deferred compensation plan liabilities <sup>(a)</sup> . . . . .					
Deferred compensation plan liabilities <sup>(a)</sup> . . . . .	14	14	—	—	Other liabilities
Total liabilities at fair value . . . . .	<u>\$ 50</u>	<u>\$ 14</u>	<u>\$ 36</u>	<u>\$ —</u>	

	Fair Value Measurements at Reporting Date Using				Balance Sheet Classification
	As of March 31, 2019	Quoted Prices in Active Markets for Identical Financial Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>Assets</b>					
Bank and time deposits . . . . .	\$ 23	\$ 23	\$ —	\$ —	Cash equivalents
Money market funds . . . . .	2,704	2,704	—	—	Cash equivalents
Available-for-sale securities:					
Corporate bonds . . . . .	327	—	327	—	Short-term investments and cash equivalents
U.S. Treasury securities . . . . .	294	294	—	—	Short-term investments and cash equivalents
U.S. agency securities . . . . .	57	—	57	—	Short-term investments and cash equivalents
Commercial paper . . . . .	233	—	233	—	Short-term investments and cash equivalents
Foreign government securities . . . . .	58	—	58	—	Short-term investments and cash equivalents
Asset-backed securities . . . . .	55	—	55	—	Short-term investments and cash equivalents
Certificates of deposit . . . . .	2	—	2	—	Short-term investments and cash equivalents
Foreign currency derivatives . . . . .	33	—	33	—	Other current assets and other assets
Deferred compensation plan assets <sup>(a)</sup> . . . . .	11	11	—	—	Other assets
Total assets at fair value . . . . .	<u>\$3,797</u>	<u>\$3,032</u>	<u>\$765</u>	<u>\$ —</u>	
<b>Liabilities</b>					
Contingent consideration <sup>(b)</sup> . . . . .	\$ 136	\$ —	\$ —	\$136	Accrued and other current liabilities
Foreign currency derivatives . . . . .	16	—	16	—	Accrued and other current liabilities and other liabilities
Deferred compensation plan liabilities <sup>(a)</sup> . . . . .	12	12	—	—	Other liabilities
Total liabilities at fair value . . . . .	<u>\$ 164</u>	<u>\$ 12</u>	<u>\$ 16</u>	<u>\$136</u>	

<sup>(a)</sup> The Deferred Compensation Plan assets consist of various mutual funds. See Note 15 for additional information regarding our Deferred Compensation Plan.

<sup>(b)</sup> The contingent consideration represented the estimated fair value of the additional variable cash consideration payable in connection with our acquisition of Respawn Entertainment, LLC (“Respawn”) that was contingent upon the achievement of certain performance milestones. At March 31, 2019, we estimated fair value using a probability-weighted income approach combined with a real options methodology, and applied a discount rate that appropriately captures the risk associated with the obligation, ranging from 2.9 percent to 3.1 percent. As of March 31, 2020, all performance milestones have been achieved and a total of \$140 million in payments for performance milestones was made. See Note 7 in our Annual Report on Form 10-K for the fiscal year ended March 31, 2019 for additional information regarding the Respawn acquisition.

#### (4) FINANCIAL INSTRUMENTS

##### *Cash and Cash Equivalents*

As of March 31, 2020 and 2019, our cash and cash equivalents were \$3,768 million and \$4,708 million, respectively. Cash equivalents were valued using quoted market prices or other readily available market information.

##### *Short-Term Investments*

Short-term investments consisted of the following as of March 31, 2020 and 2019 (in millions):

	As of March 31, 2020				As of March 31, 2019			
	Cost or Amortized Cost	Gross Gains	Unrealized Losses	Fair Value	Cost or Amortized Cost	Gross Gains	Unrealized Losses	Fair Value
Corporate bonds	\$ 684	\$ 1	\$ (4)	\$ 681	\$325	\$—	\$ (1)	\$324
U.S. Treasury securities	530	4	—	534	153	—	—	153
U.S. agency securities	8	—	—	8	44	—	—	44
Commercial paper	377	—	—	377	112	—	—	112
Foreign government securities	42	—	—	42	50	—	—	50
Asset-backed securities	273	—	(4)	269	53	—	—	53
Certificates of deposit	56	—	—	56	1	—	—	1
Short-term investments	<u>\$1,970</u>	<u>\$ 5</u>	<u>\$ (8)</u>	<u>\$1,967</u>	<u>\$738</u>	<u>\$—</u>	<u>\$ (1)</u>	<u>\$737</u>

The following table summarizes the amortized cost and fair value of our short-term investments, classified by stated maturity as of March 31, 2020 and 2019 (in millions):

	As of March 31, 2020		As of March 31, 2019	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Short-term investments				
Due within 1 year	\$1,568	\$1,567	\$449	\$448
Due 1 year through 5 years	395	393	287	287
Due after 5 years	7	7	2	2
Short-term investments	<u>\$1,970</u>	<u>\$1,967</u>	<u>\$738</u>	<u>\$737</u>

#### (5) DERIVATIVE FINANCIAL INSTRUMENTS

Assets or liabilities associated with our derivative instruments and hedging activities are recorded at fair value in other current assets/other assets, or accrued and other current liabilities/other liabilities, respectively, on our Consolidated Balance Sheets. As discussed below, the accounting for gains and losses resulting from changes in fair value depends on the use of the derivative instrument and whether it is designated and qualifies for hedge accounting.

We transact business in various foreign currencies and have significant international sales and expenses denominated in foreign currencies, subjecting us to foreign currency risk. We purchase foreign currency forward contracts, generally with maturities of 18 months or less, to reduce the volatility of cash flows primarily related to forecasted revenue and expenses denominated in certain foreign currencies. Our cash flow risks are primarily related to fluctuations in the Euro, British pound sterling, Canadian dollar, Swedish krona, Australian dollar, Chinese yuan, South Korean won and Polish zloty. In addition, we utilize foreign currency forward contracts to mitigate foreign currency exchange risk associated with foreign-currency-denominated monetary assets and

liabilities, primarily intercompany receivables and payables. The foreign currency forward contracts not designated as hedging instruments generally have a contractual term of approximately three months or less and are transacted near month-end. We do not use foreign currency forward contracts for speculative trading purposes.

### **Cash Flow Hedging Activities**

Certain of our forward contracts are designated and qualify as cash flow hedges. The effectiveness of the cash flow hedge contracts, including time value, is assessed monthly using regression analysis, as well as other timing and probability criteria. To qualify for hedge accounting treatment, all hedging relationships are formally documented at the inception of the hedges and must be highly effective in offsetting changes to future cash flows on hedged transactions. The derivative assets or liabilities associated with our hedging activities are recorded at fair value in other current assets/other assets, or accrued and other current liabilities/other liabilities, respectively, on our Consolidated Balance Sheets. The gains or losses resulting from changes in the fair value of these hedges is initially reported, net of tax, as a component of accumulated other comprehensive income (loss) in stockholders' equity. The gross amount of gains or losses resulting from changes in the fair value of these hedges is subsequently reclassified into net revenue or research and development expenses, as appropriate, in the period when the forecasted transaction is recognized in our Consolidated Statements of Operations. In the event that the underlying forecasted transactions do not occur, or it becomes remote that they will occur, within the defined hedge period, the gains or losses on the related cash flow hedges are reclassified from accumulated other comprehensive income (loss) to net revenue or research and development expenses, in our Consolidated Statements of Operations.

Total gross notional amounts and fair values for currency derivatives with cash flow hedge accounting designation are as follows (in millions):

	As of March 31, 2020			As of March 31, 2019		
	Notional Amount	Fair Value		Notional Amount	Fair Value	
		Asset	Liability		Asset	Liability
Forward contracts to purchase . . . . .	\$ 316	\$ 1	\$19	\$ 295	\$—	\$10
Forward contracts to sell . . . . .	\$1,371	\$61	\$ 1	\$1,355	\$31	\$ 4

The effects of cash flow hedge accounting in our Consolidated Statements of Operations for the fiscal years ended March 31, 2020 and 2019 are as follows (in millions):

	Amount of Gain (Loss) Recognized in the Statements of Operations					
	Year Ended March 31,					
	2020		2019		2018	
	Net revenue	Research and development	Net revenue	Research and development	Net revenue	Research and development
Total amounts presented in our Consolidated Statements of Operations in which the effects of cash flow hedges are recorded . . . . .	\$5,537	\$1,559	\$4,950	\$1,433	\$5,150	\$1,320
Gains (losses) on foreign currency forward contracts designated as cash flow hedges . . . . .	\$ 71	\$ (9)	\$ 18	\$ (10)	\$ (10)	\$ 5

The amount excluded from the assessment of hedge effectiveness and recognized in interest and other income (expense) was a gain of \$25 million and \$10 million during fiscal year ended March 31, 2019 and 2018.



### *Balance Sheet Hedging Activities*

Our foreign currency forward contracts that are not designated as hedging instruments are accounted for as derivatives whereby the fair value of the contracts are reported as other current assets or accrued and other current liabilities on our Consolidated Balance Sheets, and gains and losses resulting from changes in the fair value are reported in interest and other income (expense), net, in our Consolidated Statements of Operations. The gains and losses on these foreign currency forward contracts generally offset the gains and losses in the underlying foreign-currency-denominated monetary assets and liabilities, which are also reported in interest and other income (expense), net, in our Consolidated Statements of Operations.

Total gross notional amounts and fair values for currency derivatives that are not designated as hedging instruments are accounted for as follows (in millions):

	As of March 31, 2020			As of March 31, 2019		
	Notional Amount	Fair Value		Notional Amount	Fair Value	
		Asset	Liability		Asset	Liability
Forward contracts to purchase . . . . .	\$388	\$ 1	\$16	\$449	\$—	\$ 2
Forward contracts to sell . . . . .	\$292	\$13	\$—	\$394	\$ 2	\$—

The effect of foreign currency forward contracts not designated as hedging instruments in our Consolidated Statements of Operations for the fiscal years ended March 31, 2020, 2019 and 2018, was as follows (in millions):

	Amount of Gain (Loss) Recognized in the Statements of Operations		
	Year Ended March 31,		
	2020	2019	2018
	Interest and other income (expense), net		
Total amounts presented in our Consolidated Statements of Operations in which the effects of balance sheet hedges are recorded . . . . .	\$63	\$83	\$ 15
Gain (losses) on foreign currency forward contracts not designated as hedging instruments . . . . .	\$(4)	\$25	\$(26)

**(6) ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)**

The changes in accumulated other comprehensive income (loss) by component, net of tax, for the fiscal years ended March 31, 2020, 2019 and 2018 are as follows (in millions):

	Unrealized Net Gains (Losses) on Available-for-Sale Securities	Unrealized Net Gains (Losses) on Derivative Instruments	Foreign Currency Translation Adjustments	Total
Balances as of March 31, 2017 .....	\$ (3)	\$ 32	\$(48)	\$ (19)
Other comprehensive income (loss) before reclassifications .....	(9)	(126)	28	(107)
Amounts reclassified from accumulated other comprehensive income (loss) .....	4	5	(10)	(1)
Total other comprehensive income (loss), net of tax .....	(5)	(121)	18	(108)
Balances as of March 31, 2018 .....	\$ (8)	\$ (89)	\$(30)	\$(127)
Cumulative-effect adjustment from the adoption of ASC 606 .....	—	22	—	22
Cumulative-effect adjustment from the adoption of ASU 2018-02 .....	—	1	—	1
Balances as of April 1, 2018 .....	\$ (8)	\$ (66)	\$(30)	\$(104)
Other comprehensive income (loss) before reclassifications .....	6	96	(21)	81
Amounts reclassified from accumulated other comprehensive income (loss) .....	1	(8)	—	(7)
Total other comprehensive income (loss), net of tax .....	7	88	(21)	74
Balances as of March 31, 2019 .....	\$ (1)	\$ 22	\$(51)	\$ (30)
Other comprehensive income (loss) before reclassifications .....	(1)	79	(34)	44
Amounts reclassified from accumulated other comprehensive income (loss) .....	(2)	(62)	—	(64)
Total other comprehensive income (loss), net of tax .....	(3)	17	(34)	(20)
Balances as of March 31, 2020 .....	\$ (4)	\$ 39	\$(85)	\$ (50)

The effects on net income of amounts reclassified from accumulated other comprehensive income (loss) for the fiscal years ended March 31, 2020, 2019 and 2018 were as follows (in millions):

Statement of Operations Classification	Amount Reclassified From Accumulated Other Comprehensive Income (Loss)		
	Year Ended March 31,		
	2020	2019	2018
(Gains) losses on available-for-sale securities:			
Interest and other income (expense), net	\$ (2)	\$ 1	\$ 4
Total, net of tax	(2)	1	4
(Gains) losses on foreign currency forward contracts designated as cash flow hedges			
Net revenue	(71)	(18)	10
Research and development	9	10	(5)
Total, net of tax	(62)	(8)	5
(Gains) losses on foreign currency translation:			
Interest and other income (expense), net	—	—	(10)
Total, net of tax	—	—	(10)
Total net (gain) loss reclassified, net of tax	<u>\$(64)</u>	<u>\$ (7)</u>	<u>\$ (1)</u>

#### (7) GOODWILL AND ACQUISITION-RELATED INTANGIBLES, NET

The changes in the carrying amount of goodwill for the fiscal year ended March 31, 2020 are as follows (in millions):

	As of March 31, 2019	Activity	Effects of Foreign Currency Translation	As of March 31, 2020
Goodwill	\$2,260	\$—	\$ (7)	\$2,253
Accumulated impairment	(368)	—	—	(368)
Total	<u>\$1,892</u>	<u>\$—</u>	<u>\$ (7)</u>	<u>\$1,885</u>

The changes in the carrying amount of goodwill for the fiscal year ended March 31, 2019 are as follows (in millions):

	As of March 31, 2018	Activity	Effects of Foreign Currency Translation	As of March 31, 2019
Goodwill	\$2,251	\$14	\$ (5)	\$2,260
Accumulated impairment	(368)	—	—	(368)
Total	<u>\$1,883</u>	<u>\$14</u>	<u>\$ (5)</u>	<u>\$1,892</u>

Goodwill represents the excess of the purchase price over the fair value of the underlying acquired net tangible and intangible assets.

Acquisition-related intangibles consisted of the following (in millions):

	As of March 31, 2020			As of March 31, 2019		
	Gross Carrying Amount	Accumulated Amortization	Acquisition-Related Intangibles, Net	Gross Carrying Amount	Accumulated Amortization	Acquisition-Related Intangibles, Net
Developed and core technology . . . . .	\$474	\$(450)	\$24	\$469	\$(427)	\$42
Trade names and trademarks . . . . .	161	(132)	29	161	(121)	40
Registered user base and other intangibles . . . . .	5	(5)	—	5	(5)	—
Carrier contracts and related . . . . .	85	(85)	—	85	(85)	—
In-process research and development . . . . .	—	—	—	5	—	5
Total . . . . .	<u>\$725</u>	<u>\$(672)</u>	<u>\$53</u>	<u>\$725</u>	<u>\$(638)</u>	<u>\$87</u>

Amortization of intangibles for the fiscal years ended March 31, 2020, 2019 and 2018 are classified in the Consolidated Statements of Operations as follows (in millions):

	Year Ended March 31,		
	2020	2019	2018
Cost of revenue . . . . .	\$12	\$ 4	\$ 2
Operating expenses . . . . .	<u>22</u>	<u>23</u>	<u>9</u>
Total . . . . .	<u>\$34</u>	<u>\$27</u>	<u>\$11</u>

There were no impairment charges for acquisition-related intangible assets during fiscal years 2020, 2019 and 2018.

Acquisition-related intangible assets are amortized using the straight-line method over the lesser of their estimated useful lives or the agreement terms, currently from 1 to 5 years. As of March 31, 2020 and 2019, the weighted-average remaining useful life for acquisition-related intangible assets was approximately 2.4 and 3.2 years, respectively.

As of March 31, 2020, future amortization of finite-lived acquisition-related intangibles that will be recorded in the Consolidated Statements of Operations is estimated as follows (in millions):

<u>Fiscal Year Ending March 31,</u>	
2021 . . . . .	\$22
2022 . . . . .	22
2023 . . . . .	9
2024 and thereafter . . . . .	—
Total . . . . .	<u>\$53</u>

## (8) ROYALTIES AND LICENSES

Our royalty expenses consist of payments to (1) content licensors, (2) independent software developers, and (3) co-publishing and distribution affiliates. License royalties consist of payments made to celebrities, professional sports organizations, movie studios and other organizations for our use of their trademarks, copyrights, personal publicity rights, content and/or other intellectual property. Royalty payments to independent software developers are payments for the development of intellectual property related to our games. Co-publishing and distribution royalties are payments made to third parties for the delivery of products.

During fiscal years 2020, 2019 and 2018 we did not recognize any material losses or impairment charges on royalty-based commitments.

The current and long-term portions of prepaid royalties and minimum guaranteed royalty-related assets, included in other current assets and other assets, consisted of (in millions):

	As of March 31,	
	2020	2019
Other current assets .....	\$74	\$53
Other assets .....	25	30
Royalty-related assets .....	<u>\$99</u>	<u>\$83</u>

At any given time, depending on the timing of our payments to our co-publishing and/or distribution affiliates, content licensors, and/or independent software developers, we classify any recognized unpaid royalty amounts due to these parties as accrued liabilities. The current and long-term portions of accrued royalties, included in accrued and other current liabilities and other liabilities, consisted of (in millions):

	As of March 31,	
	2020	2019
Accrued royalties .....	\$171	\$144
Other liabilities .....	26	51
Royalty-related liabilities .....	<u>\$197</u>	<u>\$195</u>

As of March 31, 2020, we were committed to pay approximately \$665 million to content licensors, independent software developers, and co-publishing and/or distribution affiliates, but performance remained with the counterparty (i.e., delivery of the product or content or other factors) and such commitments were therefore not recorded in our Consolidated Financial Statements. See Note 13 for further information on our developer and licensor commitments.

## (9) BALANCE SHEET DETAILS

### *Property and Equipment, Net*

Property and equipment, net, as of March 31, 2020 and 2019 consisted of (in millions):

	As of March 31,	
	2020	2019
Computer, equipment and software .....	\$ 722	\$ 710
Buildings .....	340	343
Leasehold improvements .....	161	139
Equipment, furniture and fixtures, and other .....	83	80
Land .....	65	66
Construction in progress .....	20	21
	<u>1,391</u>	<u>1,359</u>
Less: accumulated depreciation .....	(942)	(911)
Property and equipment, net .....	<u>\$ 449</u>	<u>\$ 448</u>

Depreciation expense associated with property and equipment was \$120 million, \$121 million and \$120 million for the fiscal years ended March 31, 2020, 2019 and 2018, respectively.

### *Accrued and Other Current Liabilities*

Accrued and other current liabilities as of March 31, 2020 and 2019 consisted of (in millions):

	As of March 31,	
	2020	2019
Other accrued expenses	\$ 273	\$ 290
Accrued compensation and benefits	326	238
Accrued royalties	171	144
Sales returns and price protection reserves	109	150
Contingent consideration	—	136
Deferred net revenue (other)	104	94
Operating lease liabilities (See Note 12)	69	—
Accrued and other current liabilities	<u>\$1,052</u>	<u>\$1,052</u>

Deferred net revenue (other) includes the deferral of subscription revenue, advertising revenue, licensing arrangements, and other revenue for which revenue recognition criteria has not been met.

### *Deferred net revenue*

Deferred net revenue as of March 31, 2020 and 2019, consisted of (in millions):

	As of	As of
	March 31, 2020	March 31, 2019
Deferred net revenue (online-enabled games)	\$ 945	\$1,100
Deferred net revenue (other)	104	94
Deferred net revenue (noncurrent)	8	23
Total Deferred net revenue	<u>\$1,057</u>	<u>\$1,217</u>

During the fiscal years ended March 31, 2020 and 2019, we recognized \$1,178 million and \$1,054 million of revenues, respectively, that were included in the deferred revenue balance at the beginning of the period.

### *Remaining Performance Obligations*

As of March 31, 2020, revenue allocated to remaining performance obligations consists of our deferred revenue balance of \$1,057 million. These balances exclude any estimates for future variable consideration as we have elected the optional exemption to exclude sales-based royalty revenue. We expect to recognize substantially all of these balances as revenue over the next 12 months.

## **(10) INCOME TAXES**

The components of our income before provision for (benefit from) income taxes for the fiscal years ended March 31, 2020, 2019 and 2018 are as follows (in millions):

	Year Ended March 31,		
	2020	2019	2018
Domestic	\$ 380	\$ 170	\$ 440
Foreign	1,128	909	1,009
Income before provision for (benefit from) income taxes	<u>\$1,508</u>	<u>\$1,079</u>	<u>\$1,449</u>

Provision for (benefit from) income taxes for the fiscal years ended March 31, 2020, 2019 and 2018 consisted of (in millions):

	<u>Current</u>	<u>Deferred</u>	<u>Total</u>
Year Ended March 31, 2020			
Federal .....	\$258	\$ (14)	\$ 244
State .....	39	(2)	37
Foreign .....	48	(1,860)	(1,812)
	<u>\$345</u>	<u>\$(1,876)</u>	<u>\$(1,531)</u>
Year Ended March 31, 2019			
Federal .....	\$ 29	\$ (18)	\$ 11
State .....	5	—	5
Foreign .....	42	2	44
	<u>\$ 76</u>	<u>\$ (16)</u>	<u>\$ 60</u>
Year Ended March 31, 2018			
Federal .....	\$138	\$ 197	\$ 335
State .....	4	9	13
Foreign .....	61	(3)	58
	<u>\$203</u>	<u>\$ 203</u>	<u>\$ 406</u>

The differences between the statutory tax rate and our effective tax rate, expressed as a percentage of income before provision for (benefit from) income taxes, for the fiscal years ended March 31, 2020, 2019 and 2018 were as follows:

	<u>Year Ended March 31,</u>		
	<u>2020</u>	<u>2019</u>	<u>2018</u>
Statutory federal tax expense rate .....	21.0 %	21.0 %	31.5 %
State taxes, net of federal benefit .....	1.0 %	0.7 %	0.8 %
Differences between statutory rate and foreign effective tax rate .....	(8.4)%	(14.4)%	(19.1)%
Tax reform .....	— %	(0.4)%	16.2 %
Excess tax benefit .....	(0.1)%	(1.9)%	(3.0)%
Research and development credits .....	(1.2)%	(2.4)%	(1.4)%
Swiss Deferred Tax Asset .....	(122.1)%	— %	— %
The Altera opinion .....	5.4 %	— %	— %
Non-deductible stock-based compensation .....	2.3 %	2.3 %	2.7 %
Other .....	0.6 %	0.7 %	0.3 %
Effective tax rate .....	<u>(101.5)%</u>	<u>5.6 %</u>	<u>28.0 %</u>

Our effective tax rate and resulting provision for income taxes for the fiscal year ended March 31, 2020 were significantly impacted by the Swiss Deferred Tax Asset. During the fiscal year ended March 31, 2020, we recognized total one-time tax benefits of \$1.760 billion related to the \$1.840 billion Swiss Deferred Tax Asset, partially offset by the \$80 million one-time Altera opinion charge.

We generated income in lower tax jurisdictions primarily related to our European, Latin American, and Asia Pacific businesses that are headquartered in Switzerland.

Our effective tax rate and resulting provision for income taxes for the fiscal year ended March 31, 2018 were significantly impacted by the U.S. Tax Cuts and Jobs Act (the “U.S. Tax Act”), enacted on December 22, 2017. The U.S. Tax Act significantly revised the U.S. corporate income tax system by, among other things, lowering U.S. corporate income tax rate to 21 percent, generally implementing a territorial tax system and imposing a one-time transition tax on the deemed repatriation of undistributed earnings of foreign subsidiaries (the “Transition Tax”).



Our foreign subsidiaries will generally be subject to U.S. tax, and to the extent earnings from these subsidiaries can be repatriated without a material tax cost, such earnings will not be indefinitely reinvested. As of March 31, 2020, approximately \$4.4 billion of our cash, cash equivalents, and short-term investments were domiciled in foreign tax jurisdictions, of which approximately \$2.7 billion is available for immediate repatriation without a material tax cost.

The components of net deferred tax assets, as of March 31, 2020 and 2019 consisted of (in millions):

	As of March 31,	
	2020	2019
Deferred tax assets:		
Accruals, reserves and other expenses	\$ 141	\$ 101
Tax credit carryforwards	137	140
Stock-based compensation	37	33
Net operating loss and capital loss carryforwards	195	22
Swiss intra-entity tax asset	1,818	—
Total	<u>2,328</u>	<u>296</u>
Valuation allowance	(288)	(162)
Deferred tax assets, net of valuation allowance	<u>2,040</u>	<u>134</u>
Deferred tax liabilities:		
Amortization and depreciation	(85)	(28)
ASC 606 Revenue Recognition	(43)	(66)
Other	(10)	(7)
Total	<u>(138)</u>	<u>(101)</u>
Deferred tax assets, net of valuation allowance and deferred tax liabilities	<u>\$1,902</u>	<u>\$ 33</u>

As of March 31, 2020, the ending Swiss intra-entity tax asset balance is \$1.818 billion, which is net of a \$393 million reduction due to the Altera opinion.

As of March 31, 2020, we maintained a total valuation allowance of \$288 million related to certain U.S. state deferred tax assets, Swiss deferred tax assets, and foreign capital loss carryovers, due to uncertainty about the future realization of these assets.

Every quarter, we perform a realizability analysis to evaluate whether it is more likely than not that all or a portion of our deferred tax assets will not be realized. As of March 31, 2020, we have recognized a \$131 million valuation allowance related to our Swiss deferred tax assets. Our Swiss deferred tax assets realizability analysis relies upon future Swiss taxable income as the primary source of taxable income but considers all available sources of Swiss income based on the positive and negative evidence. We give more weight to evidence that can be objectively verified. However, there is significant judgment involved in estimating future Swiss taxable income over the 20-year period over which the Swiss deferred tax assets will reverse, specifically related to assumptions about expected growth rates of future Swiss taxable income, which are based primarily on third party market and industry growth data. Actual results that differ materially from those estimates could have a material impact on our valuation allowance assessment. Although objectively verifiable, Swiss interest rates have an impact on the valuation allowance and are based on published Swiss guidance. Any significant changes to such interest rates could result in a material impact to the valuation allowance. Switzerland has a seven-year carryforward period and does not permit the carry back of losses. We do not recognize any deferred taxes related to the U.S. taxes on foreign earnings as we recognize these taxes as a period cost.

As of March 31, 2020, we have net operating loss carry forwards of approximately \$1.5 billion of which approximately \$5 million is attributable to various acquired companies. These carryforwards, if not fully realized, will begin to expire in 2027. Switzerland has a seven-year carryforward period and does not permit the carry back of losses. We also have California and Canada tax credit carryforwards of \$131 million and \$5 million, respectively. The California and Canada tax credit carryforwards can be carried forward indefinitely.

The total unrecognized tax benefits as of March 31, 2020, 2019 and 2018 were \$983 million, \$417 million and \$457 million, respectively. A reconciliation of the beginning and ending balance of unrecognized tax benefits is summarized as follows (in millions):

Balance as of March 31, 2017	\$389
Increases in unrecognized tax benefits related to prior year tax positions	10
Decreases in unrecognized tax benefits related to prior year tax positions	(12)
Increases in unrecognized tax benefits related to current year tax positions	75
Decreases in unrecognized tax benefits related to settlements with taxing authorities	(7)
Reductions in unrecognized tax benefits due to lapse of applicable statute of limitations	(2)
Changes in unrecognized tax benefits due to foreign currency translation	4
	<u>457</u>
Balance as of March 31, 2018	457
Increases in unrecognized tax benefits related to prior year tax positions	—
Decreases in unrecognized tax benefits related to prior year tax positions	(41)
Increases in unrecognized tax benefits related to current year tax positions	43
Decreases in unrecognized tax benefits related to settlements with taxing authorities	(16)
Reductions in unrecognized tax benefits due to lapse of applicable statute of limitations	(21)
Changes in unrecognized tax benefits due to foreign currency translation	(5)
	<u>417</u>
Balance as of March 31, 2019	417
Increases in unrecognized tax benefits related to prior year tax positions	111
Decreases in unrecognized tax benefits related to prior year tax positions	(4)
Increases in unrecognized tax benefits related to current year tax positions	468
Decreases in unrecognized tax benefits related to settlements with taxing authorities	—
Reductions in unrecognized tax benefits due to lapse of applicable statute of limitations	(5)
Changes in unrecognized tax benefits due to foreign currency translation	(4)
	<u>983</u>
Balance as of March 31, 2020	<u>\$983</u>

As of March 31, 2020, approximately \$722 million of the unrecognized tax benefits would affect our effective tax rate, a portion of which would be impacted by a valuation allowance.

Interest and penalties related to estimated obligations for tax positions taken in our tax returns are recognized in income tax expense in our Consolidated Statements of Operations. The combined amount of accrued interest and penalties related to tax positions taken on our tax returns and included in non-current other liabilities was approximately \$34 million as of March 31, 2020 and \$17 million as of March 31, 2019.

We file income tax returns in the United States, including various state and local jurisdictions. Our subsidiaries file tax returns in various foreign jurisdictions, including Sweden, Italy, Canada, France, Germany, Switzerland and the United Kingdom. We remain subject to income tax examination by the IRS for fiscal years after 2015. In addition, as of the period ended March 31, 2020, we remain subject to income tax examination for several other jurisdictions including in Sweden for fiscal years after 2013, Italy for fiscal years after 2015, Germany for fiscal years after 2012, France for fiscal years after 2016, the United Kingdom for fiscal years after 2017, Canada for fiscal years after 2012, and Switzerland for fiscal years after 2010.

We are also currently under income tax examination in the United States for fiscal year 2017, Germany for fiscal years 2013 through 2016, Sweden for fiscal years 2016 through 2017, and Italy for fiscal year 2016.

We are subject to income tax examinations in various jurisdictions with respect to fiscal years after 2010. The timing and potential resolution of income tax examinations is highly uncertain. While we continue to measure our uncertain tax positions, the amounts ultimately paid, if any, upon resolution of the issues raised by the taxing authorities may differ materially from the amounts accrued. A final determination of Altera is reasonably possible within the next 12 months. If the Altera opinion stands, it would result in a \$541 million reduction of our gross unrecognized tax benefits; approximately \$148 million of which relates to gross U.S. uncertain tax positions recognized as of March 31, 2020 and approximately \$393 million of which reduced the Swiss Deferred Tax Asset recognized as of March 31, 2020.

It is also reasonably possible that an additional reduction of up to \$25 million of unrecognized tax benefits may occur within the next 12 months, unrelated to the Altera opinion, a portion of which would impact our effective tax rate. The actual amount could vary significantly depending on the ultimate timing and nature of any settlements and tax interpretations.

## (11) FINANCING ARRANGEMENTS

### *Senior Notes*

In February 2016, we issued \$600 million aggregate principal amount of 3.70% Senior Notes due March 1, 2021 (the “2021 Notes”) and \$400 million aggregate principal amount of 4.80% Senior Notes due March 1, 2026 (the “2026 Notes,” and together with the 2021 Notes, the “Senior Notes”). Our proceeds were \$989 million, net of discount of \$2 million and issuance costs of \$9 million. Both the discount and issuance costs are being amortized to interest expense over the respective terms of the 2021 Notes and the 2026 Notes using the effective interest rate method. The effective interest rate is 3.94% for the 2021 Notes and 4.97% for the 2026 Notes. Interest is payable semiannually in arrears, on March 1 and September 1 of each year.

The carrying and fair values of the Senior Notes are as follows (in millions):

	As of March 31, 2020	As of March 31, 2019
Senior Notes:		
3.70% Senior Notes due 2021 .....	\$ 600	\$ 600
4.80% Senior Notes due 2026 .....	400	400
Total principal amount .....	\$1,000	\$1,000
Unaccreted discount .....	(1)	(1)
Unamortized debt issuance costs .....	(3)	(5)
Net carrying value of Senior Notes .....	<u>\$ 996</u>	<u>\$ 994</u>
Fair value of Senior Notes (Level 2) .....	<u>\$1,030</u>	<u>\$1,039</u>

As of March 31, 2020, the remaining life of the 2021 Notes and 2026 Notes is approximately 0.9 years and 5.9 years, respectively.

The Senior Notes are senior unsecured obligations and rank equally with all our other existing and future unsubordinated obligations and any indebtedness that we may incur from time to time under our Credit Facility.

The 2021 Notes and the 2026 Notes are redeemable at our option at any time prior to February 1, 2021 or December 1, 2025, respectively, subject to a make-whole premium. Within one and three months of maturity, we may redeem the 2021 Notes or the 2026 Notes, respectively, at a redemption price equal to 100% of the aggregate principal amount plus accrued and unpaid interest. In addition, upon the occurrence of a change of control repurchase event, the holders of the Senior Notes may require us to repurchase all or a portion of the Senior Notes, at a price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase. The Senior Notes also include covenants that limit our ability to incur liens on assets and to enter into sale and leaseback transactions, subject to certain allowances.

### *Credit Facility*

On August 29, 2019, we entered into a \$500 million unsecured revolving credit facility (“Credit Facility”) with a syndicate of banks. The Credit Facility terminates on August 29, 2024 unless the maturity is extended in accordance with its terms. The Credit Facility contains an option to arrange with existing lenders and/or new lenders to provide up to an aggregate of \$500 million in additional commitments for revolving loans. Proceeds of loans made under the Credit Facility may be used for general corporate purposes.

The loans bear interest, at our option, at the base rate plus an applicable spread or an adjusted LIBOR rate plus an applicable spread, in each case with such spread being determined based on our debt credit ratings. We are also obligated to pay other customary fees for a credit facility of this size and type. Interest is due and payable in arrears quarterly for loans bearing interest at the base rate and at the end of an interest period (or at each three month interval in the case of loans with interest periods greater than three months) in the case of loans bearing interest at the adjusted LIBOR rate. Principal, together with all accrued and unpaid interest, is due and payable at maturity. We may prepay the loans and terminate the commitments, in whole or in part, at any time without premium or penalty, subject to certain conditions.

The credit agreement contains customary affirmative and negative covenants, including covenants that limit or restrict our ability to, among other things, incur subsidiary indebtedness, grant liens, and dispose of all or substantially all assets, in each case subject to customary exceptions for a credit facility of this size and type. We are also required to maintain compliance with a debt to EBITDA ratio. As of March 31, 2020, we were in compliance with the debt to EBITDA ratio.

The credit agreement contains customary events of default, including among others, non-payment defaults, covenant defaults, cross-defaults to material indebtedness, bankruptcy and insolvency defaults, material judgment defaults and a change of control default, in each case, subject to customary exceptions for a credit facility of this size and type. The occurrence of an event of default could result in the acceleration of the obligations under the Credit Facility and an increase in the applicable interest rate.

As of March 31, 2020 and 2019, no amounts were outstanding under the Credit Facility. \$2 million of debt issuance costs that were paid in connection with obtaining this credit facility are being amortized to interest expense over the 5-year term of the Credit Facility.

### ***Interest Expense***

The following table summarizes our interest expense recognized for fiscal years 2020, 2019, and 2018 that is included in interest and other income (expense), net on our Consolidated Statements of Operations (in millions):

	<b>Year Ended March 31,</b>		
	<b>2020</b>	<b>2019</b>	<b>2018</b>
Amortization of debt discount . . . . .	\$ —	\$ (1)	\$ —
Amortization of debt issuance costs . . . . .	(2)	(2)	(2)
Coupon interest expense . . . . .	(42)	(41)	(42)
Other interest expense . . . . .	—	(1)	—
Total interest expense . . . . .	<u>\$(44)</u>	<u>\$(45)</u>	<u>\$(44)</u>

## **(12) LEASES**

Our leases primarily consist of facility leases for our offices and development studios, data centers, and server equipment, with remaining lease terms up to 15 years. Our lease terms may include options to extend or terminate the lease. When it is reasonably certain that we will exercise that option, we include the renewals or reduced lease terms in our calculation of operating lease liabilities. All of our leases are classified as operating leases.

We determine if an arrangement is or contains a lease at contract inception. The contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. In determining if a contract is or contains a lease, we apply judgment whether the contract provides the right to obtain substantially all of the economic benefits, the right to direct, or control the use of the identified asset throughout the period of use.

Operating lease ROU assets and liabilities are recognized at the commencement date based on the present value of future lease payments over the lease term. In determining the present value of the future lease payments, we use our incremental borrowing rate as none of our leases provide an implicit rate. Our incremental borrowing rate is an assumed rate based on our credit rating, credit history, current economic environment, and the lease term. Operating lease ROU assets are further adjusted for any payments made, incentives received, and initial direct costs incurred prior to the commencement date.

Operating lease ROU assets are amortized on a straight-line basis over the lease term and recognized as lease expense within cost of revenue or operating expenses on our Consolidated Statements of Operations. Operating lease liabilities decrease by lease payments we make over the lease term. Leases with an initial term of 12 months or less are not recorded on the balance sheet.

Some of our operating leases contain lease and non-lease components. Non-lease components primarily include fixed payments for common area maintenance and utilities. We elected to account for lease and non-lease components as a single lease component. Variable lease and non-lease components are recognized on our Consolidated Statements of Operations as incurred.

The components of lease expense are as follows (in millions):

	<b>Year Ended March 31, 2020</b>
Operating lease costs	\$ 70
Variable lease costs	37
Short-term lease costs	14
Total lease expense	<u>\$121</u>

Supplemental cash and noncash information related to our operating leases are as follows (in millions):

	<b>Year Ended March 31, 2020</b>
Cash paid for amounts included in the measurement of lease liability	\$69
ROU assets obtained in exchange for new lease obligations	\$52

Weighted average remaining lease term and discount rate are as follows:

	<b>At March 31, 2020</b>
Lease term	4.5 years
Discount rate	3.2%

Operating lease ROU assets and liabilities recorded on our Consolidated Balance Sheets as of April 1, 2019 and March 31, 2020 are as follows (in millions):

	<b>Balance at April 1, 2019</b>	<b>Balance as of March 31, 2020</b>	<b>Balance Sheet Classification</b>
Operating lease ROU assets	\$ 215	\$ 193	Other assets
Operating lease liabilities	\$ 50	\$ 69	Accrued and other current liabilities
Noncurrent operating lease liabilities	197	155	Other liabilities
Total operating lease liabilities	<u>\$247</u>	<u>\$224</u>	

Future minimum lease payments under operating leases as of March 31, 2020 were as follows (in millions):

**Fiscal Years Ending March 31,**

2021 .....	\$ 74
2022 .....	58
2023 .....	33
2024 .....	28
2025 .....	21
Thereafter .....	28
Total future lease payments .....	242
Less imputed interest .....	(18)
Total operating lease liabilities .....	<u>\$224</u>

Future minimum lease payments as of March 31, 2019, prior to our adoption of the New Lease Standard, were as follows (in millions):

**Fiscal Years Ending March 31,**

2020 .....	\$ 52
2021 .....	54
2022 .....	44
2023 .....	36
2024 .....	28
Thereafter .....	50
Total future lease payments .....	<u>\$264</u>

As of March 31, 2020, we have entered into two office leases that have not yet commenced with aggregate future lease payments of approximately \$169 million. These office leases are expected to commence in fiscal year 2021 and 2023, and will have lease terms of 15 and 12 years, respectively.

**(13) COMMITMENTS AND CONTINGENCIES**

***Development, Celebrity, League and Content Licenses: Payments and Commitments***

The products we produce in our studios are designed and created by our employee designers, artists, software programmers and by non-employee software developers (“independent artists” or “third-party developers”). We typically advance development funds to the independent artists and third-party developers during development of our games, usually in installment payments made upon the completion of specified development milestones. Contractually, these payments are generally considered advances against subsequent royalties on the sales of the products. These terms are set forth in written agreements entered into with the independent artists and third-party developers.

In addition, we have certain celebrity, league and content license contracts that contain minimum guarantee payments and marketing commitments that may not be dependent on any deliverables. Celebrities and organizations with whom we have contracts include, but are not limited to: FIFA (Fédération Internationale de Football Association), FIFPRO Foundation, FAPL (Football Association Premier League Limited), and DFL Deutsche Fußball Liga E.V. (German Soccer League) (professional soccer); Liga Nacional De Futbol Profesional (professional soccer); National Basketball Association and National Basketball Players Association (professional basketball); National Hockey League and NHL Players’ Association (professional hockey); National Football League Properties and PLAYERS Inc. (professional football); William Morris Endeavor Entertainment LLC (professional mixed martial arts); ESPN (content in EA SPORTS games); Disney Interactive (Star Wars); and Fox Digital Entertainment, Inc. (The Simpsons). These developer and content license commitments represent the sum of (1) the cash payments due under non-royalty-bearing licenses and services agreements and (2) the minimum guaranteed payments and advances against royalties due under royalty-bearing licenses and services agreements, the majority of which are conditional upon performance by the counterparty. These minimum guarantee payments and any related marketing commitments are included in the table below.

The following table summarizes our minimum contractual obligations as of March 31, 2020 (in millions):

	Total	Fiscal Year Ending March 31,					
		2021	2022	2023	2024	2025	Thereafter
<b>Unrecognized commitments</b>							
Developer/licensor commitments . . . . .	\$ 665	\$ 178	\$248	\$ 90	\$ 87	\$ 58	\$ 4
Marketing commitments . . . . .	282	95	85	39	37	26	—
Senior Notes interest . . . . .	134	38	20	19	19	19	19
Operating lease imputed interest . . . . .	18	6	4	3	2	1	2
Operating leases not yet commenced . . . . .	169	—	—	8	12	12	137
Other purchase obligations . . . . .	105	46	45	10	2	2	—
Total unrecognized commitments . . . . .	<u>1,373</u>	<u>363</u>	<u>402</u>	<u>169</u>	<u>159</u>	<u>118</u>	<u>162</u>
<b>Recognized commitments</b>							
Senior Notes principal and interest . . . . .	1,003	603	—	—	—	—	400
Operating leases . . . . .	224	68	54	30	26	20	26
Transition Tax and other taxes . . . . .	66	22	24	3	4	4	9
Licensing commitments . . . . .	53	26	27	—	—	—	—
Total recognized commitments . . . . .	<u>1,346</u>	<u>719</u>	<u>105</u>	<u>33</u>	<u>30</u>	<u>24</u>	<u>435</u>
Total Commitments . . . . .	<u>\$2,719</u>	<u>\$1,082</u>	<u>\$507</u>	<u>\$202</u>	<u>\$189</u>	<u>\$142</u>	<u>\$597</u>

The unrecognized amounts represented in the table above reflect our minimum cash obligations for the respective fiscal years, but do not necessarily represent the periods in which they will be recognized and expensed in our Consolidated Financial Statements.

In addition, the amounts in the table above are presented based on the dates the amounts are contractually due as of March 31, 2020; however, certain payment obligations may be accelerated depending on the performance of our operating results. Furthermore, up to \$20 million of the unrecognized amounts in the table above may be payable, at the licensor's election, in shares of our common stock, subject to a \$10 million maximum during any fiscal year. The number of shares to be issued will be based on their fair market value at the time of issuance.

In addition to what is included in the table above, as of March 31, 2020, we had a liability for unrecognized tax benefits and an accrual for the payment of related interest totaling \$352 million, of which we are unable to make a reasonably reliable estimate of when cash settlement with a taxing authority will occur.

### ***Legal Proceedings***

We are subject to claims and litigation arising in the ordinary course of business. We do not believe that any liability from any reasonably foreseeable disposition of such claims and litigation, individually or in the aggregate, would have a material adverse effect on our Consolidated Financial Statements.

### **(14) PREFERRED STOCK**

As of March 31, 2020 and 2019, we had 10 million shares of preferred stock authorized but unissued. The rights, preferences, and restrictions of the preferred stock may be designated by our Board of Directors without further action by our stockholders.

### **(15) STOCK-BASED COMPENSATION AND EMPLOYEE BENEFIT PLANS**

#### ***Valuation Assumptions***

We recognize compensation cost for stock-based awards to employees based on the awards' estimated grant-date fair value using a straight-line approach over the service period for which such awards are expected to vest. We account for forfeitures as they occur.



The estimation of the fair value of market-based restricted stock units, stock options and ESPP purchase rights is affected by assumptions regarding subjective and complex variables. Generally, our assumptions are based on historical information and judgment is required to determine if historical trends may be indicators of future outcomes. We estimate the fair value of our stock-based awards as follows:

- *Restricted Stock Units and Performance-Based Restricted Stock Units.* The fair value of restricted stock units and performance-based restricted stock units (other than market-based restricted stock units) is determined based on the quoted market price of our common stock on the date of grant.
- *Market-Based Restricted Stock Units.* Market-based restricted stock units consist of grants of performance-based restricted stock units to certain members of executive management that vest contingent upon the achievement of pre-determined market and service conditions (referred to herein as “market-based restricted stock units”). The fair value of our market-based restricted stock units is estimated using a Monte-Carlo simulation model. Key assumptions for the Monte-Carlo simulation model are the risk-free interest rate, expected volatility, expected dividends and correlation coefficient.
- *Stock Options and Employee Stock Purchase Plan.* The fair value of stock options and stock purchase rights granted pursuant to our equity incentive plans and our 2000 Employee Stock Purchase Plan, as amended (“ESPP”), respectively, is estimated using the Black-Scholes valuation model based on the multiple-award valuation method. Key assumptions of the Black-Scholes valuation model are the risk-free interest rate, expected volatility, expected term and expected dividends. The risk-free interest rate is based on U.S. Treasury yields in effect at the time of grant for the expected term of the option. Expected volatility is based on a combination of historical stock price volatility and implied volatility of publicly-traded options on our common stock. An expected term is estimated based on historical exercise behavior, post-vesting termination patterns, options outstanding and future expected exercise behavior.

There were an insignificant number of stock options granted during fiscal years 2020, 2019, and 2018.

The estimated assumptions used in the Black-Scholes valuation model to value our ESPP purchase rights were as follows:

	ESPP Purchase Rights		
	Year Ended March 31,		
	2020	2019	2018
Risk-free interest rate	1.5 - 1.9%	2.2 - 2.5%	1.1 - 2.0%
Expected volatility	23 - 37%	29 - 33%	28 - 30%
Weighted-average volatility	26%	33%	29%
Expected term	6 - 12 months	6 - 12 months	6 - 12 months
Expected dividends	None	None	None

The assumptions used in the Monte-Carlo simulation model to value our market-based restricted stock units were as follows:

	Year Ended March 31,		
	2020	2019	2018
Risk-free interest rate	1.6 - 1.8%	2.6%	1.5 - 1.6%
Expected volatility	14 - 65%	16 - 47%	17 - 46%
Weighted-average volatility	29%	28%	28%
Expected dividends	None	None	None

### *Summary of Plans and Plan Activity*

#### **Equity Incentive Plans**

At our Annual Meeting of Stockholders, held on August 8, 2019, our stockholders approved the 2019 Equity Incentive Plan (the “2019 Equity Plan”), which replaced our 2000 Equity Incentive Plan, as amended (the “2000 Equity Plan”). Our 2019 Equity Plan allows us to grant options to purchase our common stock and to grant

restricted stock, restricted stock units and stock appreciation rights to our employees, officers, and directors, up to a maximum of 13.5 million shares, plus any shares authorized for grant or subject to awards under the 2000 Equity Plan that are not delivered to participants for any reason. Pursuant to the 2019 Equity Plan, incentive stock options may be granted to employees and officers and non-qualified options may be granted to employees, officers, and directors, at not less than 100 percent of the fair market value on the date of grant.

Approximately 22.4 million options or 15.7 million restricted stock units were available for grant under our 2019 Equity Plan as of March 31, 2020.

### *Stock Options*

Options granted under the 2019 Equity Plan and the 2000 Equity Plan generally expire ten years from the date of grant. All outstanding options are fully vested and exercisable.

The following table summarizes our stock option activity for the fiscal year ended March 31, 2020:

	Options (in thousands)	Weighted- Average Exercise Prices	Weighted- Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
Outstanding as of March 31, 2019	1,375	\$30.63		
Granted	5	97.16		
Exercised	(306)	30.96		
Forfeited, cancelled or expired	—	—		
Outstanding as of March 31, 2020	<u>1,074</u>	\$30.85	3.89	\$69
Vested and expected to vest	<u>1,074</u>	\$30.85	3.89	\$69
Exercisable as of March 31, 2020	<u>1,074</u>	\$30.85	3.89	\$69

The aggregate intrinsic value represents the total pre-tax intrinsic value based on our closing stock price as of March 31, 2020, which would have been received by the option holders had all the option holders exercised their options as of that date. The total intrinsic values of stock options exercised during fiscal years 2020, 2019, and 2018 were \$22 million, \$24 million and \$43 million, respectively. We issue new common stock from our authorized shares upon the exercise of stock options.

The following table summarizes outstanding and exercisable stock options as of March 31, 2020:

Range of Exercise Prices	Options Outstanding and Exercisable			
	Number of Shares (in thousands)	Weighted- Average Remaining Contractual Term (in years)	Weighted- Average Exercise Prices	Potential Dilution
\$11.53-\$22.42	7	1.81	\$16.80	—%
26.25-26.25	550	3.59	26.25	0.2%
33.60-37.12	517	4.23	35.92	0.2%
\$11.53-\$37.12	<u>1,074</u>	3.89	\$30.85	<u>0.4%</u>

Potential dilution is computed by dividing the options in the related range of exercise prices by 288 million shares of common stock, which were issued and outstanding as of March 31, 2020.

### ***Restricted Stock Units***

We grant restricted stock units under our 2019 Equity Plan to employees worldwide. Restricted stock units are unfunded, unsecured rights to receive common stock upon the satisfaction of certain vesting criteria. Upon vesting, a number of shares of common stock equivalent to the number of restricted stock units is typically issued net of required tax withholding requirements, if any. Restricted stock units are subject to forfeiture and transfer restrictions. Vesting for restricted stock units is based on the holders' continued employment with us through each applicable vest date. If the vesting conditions are not met, unvested restricted stock units will be forfeited. Our restricted stock units generally vest over 35 months to four years.

Each restricted stock unit granted reduces the number of shares available for grant by 1.43 shares under our 2019 Equity Plan. The following table summarizes our restricted stock units activity, excluding performance-based and market-based restricted stock unit activity which is discussed below, for the fiscal year ended March 31, 2020:

	<b>Restricted Stock Units (in thousands)</b>	<b>Weighted- Average Grant Date Fair Values</b>
Outstanding as of March 31, 2019 .....	4,960	\$111.03
Granted .....	4,297	93.52
Vested .....	(2,445)	108.42
Forfeited or cancelled .....	(595)	106.22
Outstanding as of March 31, 2020 .....	<u>6,217</u>	\$100.42

The grant date fair value of restricted stock units is based on the quoted market price of our common stock on the date of grant. The weighted-average grant date fair values of restricted stock units granted during fiscal years 2020, 2019, and 2018 were \$93.52, \$128.76 and \$110.05 respectively. The fair values of restricted stock units that vested during fiscal years 2020, 2019, and 2018 were \$240 million, \$300 million and \$289 million, respectively.

### ***Performance-Based Restricted Stock Units***

Our performance-based restricted stock units cliff vest after a four-year performance period contingent upon the achievement of pre-determined performance-based milestones based on our non-GAAP net revenue and free cash flow as well as service conditions. If these performance-based milestones are not met but service conditions are met, the performance-based restricted stock units will not vest, in which case any compensation expense we have recognized to date will be reversed. Each quarter, we update our assessment of the probability that the non-GAAP net revenue and free cash flow performance milestones will be achieved. We amortize the fair values of performance-based restricted stock units over the requisite service period. The performance-based restricted stock units contain threshold, target and maximum milestones for each of non-GAAP net revenue and free cash flow. The number of shares of common stock to be issued at vesting will range from zero to 200 percent of the target number of performance-based restricted stock units attributable to each performance-based milestone based on the company's performance as compared to these threshold, target and maximum performance-based milestones. Each performance-based milestone is weighted evenly where 50 percent of the total performance-based restricted stock units that vest will be determined based on non-GAAP net revenue and the other 50 percent will be determined based on free cash flow. The number of shares that vest based on each performance-based milestone is independent from the other.

The following table summarizes our performance-based restricted stock unit activity, presented with the maximum number of shares that could potentially vest, for the fiscal year ended March 31, 2020:

	<b>Performance- Based Restricted Stock Units (in thousands)</b>	<b>Weighted- Average Grant Date Fair Value</b>
Outstanding as of March 31, 2019 .....	579	\$110.51
Granted .....	—	—
Forfeited or cancelled .....	—	—
Outstanding as of March 31, 2020 .....	<u>579</u>	\$110.51

### ***Market-Based Restricted Stock Units***

Our market-based restricted stock units vest contingent upon the achievement of pre-determined market and service conditions. If these market conditions are not met but service conditions are met, the market-based restricted stock units will not vest; however, any compensation expense we have recognized to date will not be reversed. The number of shares of common stock to be issued at vesting will range from zero to 200 percent of the target number of market-based restricted stock units based on our total stockholder return (“TSR”) relative to the performance of companies in the NASDAQ-100 Index for each measurement period, over either a one-year, two-year cumulative, three-year cumulative period or a two-year and four-year cumulative period.

The following table summarizes our market-based restricted stock unit activity, presented with the maximum number of shares that could potentially vest, for the year ended March 31, 2020:

	<b>Market-Based Restricted Stock Units (in thousands)</b>	<b>Weighted- Average Grant Date Fair Value</b>
Outstanding as of March 31, 2019 .....	958	\$155.64
Granted .....	1,313	109.04
Vested .....	(93)	109.05
Forfeited or cancelled .....	<u>(280)</u>	137.08
Outstanding as of March 31, 2020 .....	<u>1,898</u>	\$128.41

The weighted-average grant date fair values of market-based restricted stock units granted during fiscal years 2020, 2019, and 2018 were \$109.04, \$185.24, and \$140.93, respectively. The fair values of market-based restricted stock units that vested during fiscal years 2020, 2019, and 2018 were \$9 million, \$54 million, and \$48 million, respectively.

### ***ESPP***

Pursuant to our ESPP, eligible employees may authorize payroll deductions of between 2 percent and 10 percent of their compensation to purchase shares of common stock at 85 percent of the lower of the market price of our common stock on the date of commencement of the applicable offering period or on the last day of each six-month purchase period.

The following table summarizes our ESPP activity for fiscal years ended March 31, 2020, 2019 and 2018:

	Shares Issued (in millions)	Exercise Prices for Purchase Rights	Weighted- Average Fair Values of Purchase Rights
Fiscal Year 2018 .....	0.6	\$67.56 - \$ 99.82	\$21.57
Fiscal Year 2019 .....	0.5	\$89.46 - \$107.51	\$31.88
Fiscal Year 2020 .....	0.7	\$74.70 - \$ 74.89	\$29.05

The fair values were estimated on the date of grant using the Black-Scholes valuation model. We issue new common stock out of the ESPP's pool of authorized shares. As of March 31, 2020, 5.6 million shares were available for grant under our ESPP.

### *Stock-Based Compensation Expense*

The following table summarizes stock-based compensation expense resulting from stock options, restricted stock units, market-based restricted stock units, performance-based restricted stock units, and the ESPP purchase rights included in our Consolidated Statements of Operations (in millions):

	Year Ended March 31,		
	2020	2019	2018
Cost of revenue .....	\$ 4	\$ 4	\$ 3
Research and development .....	229	184	146
Marketing and sales .....	37	33	32
General and administrative .....	77	63	61
Stock-based compensation expense .....	<u>\$347</u>	<u>\$284</u>	<u>\$242</u>

During the fiscal years ended March 31, 2020, 2019 and 2018, we recognized \$43 million, \$40 million and \$29 million, respectively, of deferred income tax benefit related to our stock-based compensation expense.

As of March 31, 2020, our total unrecognized compensation cost related to restricted stock units, market-based restricted stock units, and performance-based restricted stock units was \$534 million and is expected to be recognized over a weighted-average service period of 1.8 years. Of the \$534 million of unrecognized compensation cost, \$452 million relates to restricted stock units, \$75 million relates to market-based restricted stock units, and \$7 million relates to performance-based restricted stock units at a 68 percent average payout. As of March 31, 2020, there were no unrecognized compensation cost related to stock options as they were fully vested.

### *Deferred Compensation Plan*

We have a Deferred Compensation Plan ("DCP") for the benefit of a select group of management or highly compensated employees and directors, which is unfunded and intended to be a plan that is not qualified within the meaning of section 401(a) of the Internal Revenue Code. The DCP permits the deferral of the annual base salary and/or director cash compensation up to a maximum amount. The deferrals are held in a separate trust, which has been established by us to administer the DCP. The trust is a grantor trust and the specific terms of the trust agreement provide that the assets of the trust are available to satisfy the claims of general creditors in the event of our insolvency. The assets held by the trust are classified as trading securities and are held at fair value on our Consolidated Balance Sheets. The assets and liabilities of the DCP are presented in other assets and other liabilities on our Consolidated Balance Sheets, respectively, with changes in the fair value of the assets and in the deferred compensation liability recognized as compensation expense. The estimated fair value of the assets was \$13 million and \$11 million as of March 31, 2020 and 2019, respectively. As of March 31, 2020 and 2019, \$14 million and \$12 million were recorded, respectively, to recognize undistributed deferred compensation due to employees.

### **401(k) Plan, Registered Retirement Savings Plan and ITP Plan**

We have a 401(k) plan covering substantially all of our U.S. employees, a Registered Retirement Savings Plan covering substantially all of our Canadian employees, and an ITP pension plan covering substantially all our Swedish employees. These plans may permit us to make discretionary contributions to employees' accounts based on our financial performance. We contributed an aggregate of \$29 million, \$43 million and \$31 million to these plans in fiscal years 2020, 2019, and 2018, respectively.

### **Stock Repurchase Program**

In May 2015, our Board of Directors authorized a two-year program to repurchase up to \$1 billion of our common stock. We repurchased approximately 0.3 million for approximately \$31 million under this program during the fiscal year ended March 31, 2018. In May 2017, a Special Committee of our Board of Directors, on behalf of the full Board of Directors, authorized a two-year program to repurchase up to \$1.2 billion of our common stock. We repurchased approximately 0.6 million and 5.0 million shares for approximately \$76 million and \$570 million under this program, respectively, during the fiscal years ended March 31, 2019 and 2018. In May 2018, a Special Committee of our Board of Directors, on behalf of the full Board of Directors, authorized a program to repurchase up to \$2.4 billion of our common stock. We repurchased approximately 12.3 million and 10.4 million shares for approximately \$1,207 million and \$1,116 million under this program, respectively, during the fiscal years ended March 31, 2020 and 2019. The May 2018 program was scheduled to expire on May 31, 2020, however we completed repurchases under the May 2018 program in April 2020.

The following table summarizes total shares repurchased during fiscal years 2020, 2019, and 2018:

<b>(In millions)</b>	<b>May 2015 Program</b>		<b>May 2017 Program</b>		<b>May 2018 Program</b>		<b>Total</b>	
	<b>Shares</b>	<b>Amount</b>	<b>Shares</b>	<b>Amount</b>	<b>Shares</b>	<b>Amount</b>	<b>Shares</b>	<b>Amount</b>
Fiscal Year 2018 .....	0.3	\$ 31	5.0	\$570	—	\$ —	5.3	\$ 601
Fiscal Year 2019 .....	—	\$ —	0.6	\$ 76	10.4	\$1,116	11.0	\$1,192
Fiscal Year 2020 .....	—	\$ —	—	\$ —	12.3	\$1,207	12.3	\$1,207

### **(16) INTEREST AND OTHER INCOME (EXPENSE), NET**

Interest and other income (expense), net, for the fiscal years ended March 31, 2020, 2019 and 2018 consisted of (in millions):

	<b>Year Ended March 31,</b>		
	<b>2020</b>	<b>2019</b>	<b>2018</b>
Interest expense .....	(44)	(45)	(44)
Interest income .....	100	88	50
Net gain (loss) on foreign currency transactions .....	11	(9)	18
Net gain (loss) on foreign currency forward contracts .....	(4)	50	(16)
Other income (expense), net .....	—	(1)	7
Interest and other income (expense), net .....	<u>\$ 63</u>	<u>\$ 83</u>	<u>\$ 15</u>

### **(17) EARNINGS PER SHARE**

The following table summarizes the computations of basic earnings per share ("Basic EPS") and diluted earnings per share ("Diluted EPS"). Basic EPS is computed as net income divided by the weighted-average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur from common shares issuable through stock-based compensation plans including stock options, restricted stock, restricted stock units and ESPP purchase rights using the treasury stock method.

(In millions, except per share amounts)	Year Ended March 31,		
	2020	2019	2018
Net income	\$3,039	\$1,019	\$1,043
Shares used to compute earnings per share:			
Weighted-average common stock outstanding — basic	293	303	308
Dilutive potential common shares related to stock award plans and from assumed exercise of stock options	2	3	4
Weighted-average common stock outstanding — diluted	295	306	312
Earnings per share:			
Basic	\$10.37	\$ 3.36	\$ 3.39
Diluted	\$10.30	\$ 3.33	\$ 3.34

For the fiscal years ended March 31, 2020 and 2019, two million restricted stock units and market-based restricted stock units were excluded from the treasury stock method computation of diluted shares as their inclusion would have had an antidilutive effect. For the fiscal year ended March 31, 2018, an immaterial amount of restricted stock units and market-based restricted stock units were excluded from the treasury stock method computation of diluted shares as their inclusion would have had an antidilutive effect.

Our performance-based restricted stock units, which are considered contingently issuable shares, are also excluded from the treasury stock method computation because the related performance-based milestones were not achieved as of the end of the fiscal years ended March 31, 2020, 2019 and 2018.

## (18) SEGMENT AND REVENUE INFORMATION

Our reporting segment is based upon: our internal organizational structure; the manner in which our operations are managed; the criteria used by our Chief Executive Officer, our Chief Operating Decision Maker (“CODM”), to evaluate segment performance; the availability of separate financial information; and overall materiality considerations. Our CODM currently reviews total company operating results to assess overall performance and allocate resources. As of March 31, 2020, we have only one reportable segment, which represents our only operating segment.

Information about our total net revenue by timing of recognition for the fiscal years ended March 31, 2020 and 2019 is presented below (in millions):

	Year Ended March 31,	
	2020	2019
Net revenue by timing of recognition		
Revenue recognized at a point in time	\$2,043	\$1,902
Revenue recognized over time	3,494	3,048
Net revenue	\$5,537	\$4,950

Generally, performance obligations that are recognized upfront upon transfer of control are classified as revenue recognized at a point in time, while performance obligations that are recognized over the Estimated Offering Period or subscription period as the services are provided are classified as revenue recognized over time.

*Revenue recognized at a point in time* includes revenue allocated to the software license performance obligation. This also includes revenue from the licensing of software to third-parties.

*Revenue recognized over time* includes service revenue allocated to the future update rights and the online hosting performance obligations. This also includes service revenue allocated to the future update rights from the licensing of software to third-parties, software that offers an online-only service such as our *Ultimate Team* game mode, and subscription services.



Information about our total net revenue by composition for the fiscal years ended March 31, 2020, 2019 and 2018 is presented below (in millions):

	Year Ended March 31,		
	2020	2019	2018
<u>Net revenue by composition</u>			
Full game downloads	\$ 809	\$ 680	\$ 707
Live services	2,813	2,216	2,083
Mobile	692	814	660
Total Digital	<u>4,314</u>	<u>3,710</u>	<u>3,450</u>
Packaged goods and other	1,223	1,240	1,700
Net revenue	<u>\$5,537</u>	<u>\$4,950</u>	<u>\$5,150</u>

Digital net revenue includes full game downloads, live services, and mobile revenue. Full game downloads includes revenue from digital sales of full games on console and PC. Live services includes revenue from sales of extra content for console, PC, browser games, game software licensed to our third-party publishing partners who distribute our games digitally, subscriptions, and advertising. Mobile includes revenue from the sale of full games and extra content on mobile phones and tablets.

Packaged goods net revenue includes revenue from software that is sold physically. This includes (1) net revenue from game software sold physically through traditional channels such as brick and mortar retailers, and (2) our software licensing revenue from third parties (for example, makers of console platforms, personal computers or computer accessories) who include certain of our products for sale with their products (for example, OEM bundles). Other revenue includes our non-software licensing revenue.

Information about our total net revenue by platform for the fiscal years ended March 31, 2020, 2019 and 2018 is presented below (in millions):

	Year Ended March 31,		
	2020	2019	2018
<u>Platform net revenue</u>			
Console	\$3,774	\$3,333	\$3,635
PC / Browser	1,017	780	827
Mobile	727	824	672
Other	19	13	16
Net revenue	<u>\$5,537</u>	<u>\$4,950</u>	<u>\$5,150</u>

Information about our operations in North America and internationally for the fiscal years ended March 31, 2020, 2019 and 2018 is presented below (in millions):

	Year Ended March 31,		
	2020	2019	2018
<u>Net revenue from unaffiliated customers</u>			
North America	\$2,270	\$1,906	\$2,090
International	3,267	3,044	3,060
Net revenue	<u>\$5,537</u>	<u>\$4,950</u>	<u>\$5,150</u>
			<u>As of March 31,</u>
			2020
			2019
<u>Long-lived assets</u>			
North America		\$375	\$371
International		74	77
Total		<u>\$449</u>	<u>\$448</u>

We attribute net revenue from external customers to individual countries based on the location of the legal entity that sells the products and/or services. Note that revenue attributed to the legal entity that makes the sale is often not the country where the consumer resides. For example, revenue generated by our Swiss legal entity includes digital revenue from consumers who reside outside of Switzerland, including consumers who reside outside of Europe. Revenue generated by our Swiss legal entity during fiscal years 2020, 2019, and 2018 represents \$2,586 million, \$2,303 million and \$2,272 million or 47 percent, 47 percent and 44 percent of our total net revenue, respectively. Revenue generated in the United States represents over 99 percent of our total North America net revenue. There were no other countries with net revenue greater than 10 percent.

In fiscal year 2020, our direct sales to Sony and Microsoft represented approximately 32 percent and 17 percent of total net revenue, respectively. In fiscal year 2019, our direct sales to Sony and Microsoft represented approximately 29 percent and 16 percent of total net revenue, respectively. In fiscal year 2018, our direct sales to Sony and Microsoft represented approximately 27 percent and 16 percent of total net revenue, respectively.

#### (19) QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

(In millions, except per share data)	Quarter Ended				Year Ended
	June 30	September 30	December 31	March 31	
<u>Fiscal 2020 Consolidated</u>					
Net revenue	\$1,209	\$1,348	\$1,593	\$1,387	\$5,537
Gross profit	1,022	943	1,085	1,118	4,168
Operating income	415	268	361	401	1,445
Net income	1,421 <sup>(a)</sup>	854 <sup>(a)</sup>	346	418	3,039
<u>Common Stock</u>					
Earnings per share — Basic	\$ 4.78	\$ 2.89	\$ 1.18	\$ 1.44	\$10.37
Earnings per share — Diluted	\$ 4.75	\$ 2.89	\$ 1.18	\$ 1.43	\$10.30
<u>Fiscal 2019 Consolidated</u>					
Net revenue	\$1,137	\$1,286	\$1,289	\$1,238	\$4,950
Gross profit	922	868	876	962	3,628
Operating income	300	258	242	196	996
Net income	293	255	262	209	1,019
<u>Common Stock</u>					
Earnings per share — Basic	\$ 0.96	\$ 0.84	\$ 0.87	\$ 0.70	\$ 3.36
Earnings per share — Diluted	\$ 0.95	\$ 0.83	\$ 0.86	\$ 0.69	\$ 3.33

<sup>(a)</sup> During the fiscal year ended March 31, 2020, we recognized total one-time tax benefits of \$1.760 billion related to the \$1.840 billion Swiss Deferred Tax Asset, partially offset by the \$80 million one-time Altera opinion charge. Of this amount, we recognized tax benefits of \$1.17 billion and \$630 million, during the quarters ended June 30, 2019 and September 30, 2019, respectively. See *Note 2 — Summary of Significant Accounting Policies — Income Taxes* for more information on the Swiss intra-entity sale.

## Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors  
Electronic Arts Inc.:

### *Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting*

We have audited the accompanying consolidated balance sheets of Electronic Arts Inc. and subsidiaries (the Company) as of March 28, 2020 and March 30, 2019, the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended March 28, 2020, and the related notes and Schedule II (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of March 28, 2020, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of March 28, 2020 and March 30, 2019, and the results of its operations and its cash flows for each of the years in the three-year period ended March 28, 2020, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of March 28, 2020 based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

### *Change in Accounting Principles*

As discussed in Note 1 to the consolidated financial statements, the Company has changed its method of accounting for leases as of March 31, 2019, due to the adoption of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 842, *Leases*. As discussed in Note 2 to the consolidated financial statements, the Company has changed its method of accounting for revenue recognition as of April 1, 2018, due to the adoption of FASB ASC Topic 606, *Revenue From Contracts with Customers*.

### *Basis for Opinions*

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### *Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### *Critical Audit Matters*

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

### *Assessment of the Estimated Offering Period*

As discussed in Note 2 to the consolidated financial statements, revenue for transactions that include future update rights and/or online hosting performance obligations are subject to deferral and recognized over the Estimated Offering Period. Determining the Estimated Offering Period is inherently subjective because it is not an explicitly defined period. The Company's methodology and model to determine the Estimated Offering Period considers the following inputs and assumptions:

- the average period of time customers are online,
- for physical games sold at retail, the period of time between the date a game unit is sold to a reseller and the date the reseller sells the game unit to the customer,
- known and expected online gameplay trends, and
- disclosed service periods for competitors' games.

We identified the assessment of the Estimated Offering Period as a critical audit matter. Due to the complexity and subjectivity of the methods and assumptions used within the Company's model, challenging auditor judgment was required to evaluate the results of the procedures performed over the Estimated Offering Period.

The primary procedures we performed to address this critical audit matter included the following. We tested certain internal controls over the Company's process to determine the Estimated Offering Period, including controls over the relevance and reliability of data used to estimate the inputs and assumptions, and the Company's review of the Estimated Offering Period concluded for use in recognizing revenue. We evaluated the method and model the Company used to develop the Estimated Offering Period against the accounting requirements and considered potential management bias in developing or applying their methodology. We computed the average period of time customers are online as well as the period of time between the date a game unit is sold to a reseller and the date the reseller sells the game unit to the customer by using the Company's

internal data. We compared the results of this computation against the periods used by the Company in their Estimated Offering Period model. We evaluated other third-party data, such as publicly available competitor data and compared it against the third-party data used by the Company in their model. We evaluated known and expected online gameplay trends and performed a sensitivity analysis of the Company's Estimated Offering Period to assess the impact of potential changes in the Estimated Offering Period on revenue. We evaluated the overall results of the procedures performed over the Estimated Offering Period.

#### *Evaluation of the realizability of the Swiss deferred tax assets*

As discussed in Notes 2 and 10 to the consolidated financial statements, during the year ended March 28, 2020, the Company recognized \$1.840 billion of deferred tax benefits related to an intra-entity sale of some of its intellectual property rights to its Swiss subsidiary, which is net of the impact of a \$131 million valuation allowance and a \$393 million reduction due to the Altera opinion. The Company periodically performs an analysis to determine whether it is more likely than not that all or a portion of its Swiss deferred tax assets will be realized. The Company's realizability analysis considers whether sufficient taxable income will be generated by the Swiss subsidiary over the 20-year period over which the Swiss deferred tax assets will generally reverse. The Company determined that there is a greater than 50% likelihood that its Swiss deferred tax assets will not be fully realized. As a result, the Company reduced the Swiss deferred tax assets by a valuation allowance of approximately \$131 million as of March 28, 2020.

We identified the evaluation of the realizability of the Company's Swiss deferred tax assets as a critical audit matter. This evaluation required especially challenging auditor judgment to assess the Company's estimated future Swiss taxable income over the 20-year period over which the Swiss deferred tax assets will generally reverse. Specifically, the Company's assumptions of expected future growth rates of Swiss taxable income were based primarily on third-party market and industry growth data. Changes in assumptions regarding estimated future Swiss taxable income could have a significant impact on the realization of the Company's Swiss deferred tax assets and the amount of the valuation allowance.

The primary procedures we performed to address this critical audit matter included the following. We tested certain internal controls over the Company's income tax process over the valuation allowance, including controls over the process to develop estimates of future Swiss taxable income. We performed a sensitivity analysis of the valuation allowance to assess the impact of reasonably possible changes in expected future growth rates. We compared the Company's estimated future Swiss taxable income to historical growth rates and other projected financial information prepared by the Company. We involved valuation professionals with specialized skills and knowledge, who assisted in evaluating the Company's benchmarking study of third-party market and industry growth data by assessing the relevance and reliability of the benchmarking data.

/s/ KPMG LLP

We have served as the Company's auditor since 1987.

Santa Clara, California  
May 20, 2020

**Item 9: Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Not applicable.

**Item 9A: Controls and Procedures**

**Definition and Limitations of Disclosure Controls**

Our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed under the Exchange Act, such as this report, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures are also designed to ensure that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Our management evaluates these controls and procedures on an ongoing basis.

There are inherent limitations to the effectiveness of any system of disclosure controls and procedures. These limitations include the possibility of human error, the circumvention or overriding of the controls and procedures and reasonable resource constraints. In addition, because we have designed our system of controls based on certain assumptions, which we believe are reasonable, about the likelihood of future events, our system of controls may not achieve its desired purpose under all possible future conditions. Accordingly, our disclosure controls and procedures provide reasonable assurance, but not absolute assurance, of achieving their objectives.

**Evaluation of Disclosure Controls and Procedures**

Our Chief Executive Officer and our Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures, believe that as of the end of the period covered by this report, our disclosure controls and procedures were effective in providing the requisite reasonable assurance that material information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding the required disclosure.

**Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act.

Our internal control over financial reporting is designed to provide reasonable, but not absolute, assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles. There are inherent limitations to the effectiveness of any system of internal control over financial reporting. These limitations include the possibility of human error, the circumvention or overriding of the system and reasonable resource constraints. Because of its inherent limitations, our internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with our policies or procedures may deteriorate.

Our management assessed the effectiveness of our internal control over financial reporting as of the end of our most recently completed fiscal year. In making its assessment, management used the criteria set forth in *Internal Control-Integrated Framework (2013)*, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, our management believes that, as of the end of our most recently completed fiscal year, our internal control over financial reporting was effective.

KPMG LLP, our independent registered public accounting firm, has issued an auditors' report on the effectiveness of our internal control over financial reporting. That report appears on page 87.

**Changes in Internal Control over Financial Reporting**

There has been no change in our internal controls over financial reporting identified in connection with our evaluation that occurred during the fiscal quarter ended March 31, 2020 that has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

**Item 9B: *Other Information***

None.



## PART III

### **Item 10: *Directors, Executive Officers and Corporate Governance***

The information required by Item 10, other than the information regarding executive officers, which is included in Part I, Item 1 of this report, is incorporated herein by reference to the information to be included in our 2020 Proxy under the heading “Board of Directors & Corporate Governance.”

### **Item 11: *Executive Compensation***

The information required by Item 11 is incorporated herein by reference to the information to be included in the 2020 Proxy under the headings “Director Compensation and Stock Ownership Guidelines” and “Compensation Discussion and Analysis” and “Executive Compensation” and the subheadings “Compensation Committee Report on Executive Compensation” and “Compensation Committee Interlocks and Insider Participation.”

### **Item 12: *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

The information required by Item 12 is incorporated herein by reference to the information to be included in the 2020 Proxy under the heading “Security Ownership of Certain Beneficial Owners and Management” and the subheading “Equity Compensation Plan Information.”

### **Item 13: *Certain Relationships and Related Transactions, and Director Independence***

The information required by Item 13 is incorporated herein by reference to the information to be included in the 2020 Proxy under the subheadings “Director Independence,” and “Related Person Transaction Policy.”

### **Item 14: *Principal Accounting Fees and Services***

The information required by Item 14 is incorporated herein by reference to the information to be included in Proposal 3 of the 2020 Proxy under the subheadings “Fees of Independent Auditors” and “Pre-approval Procedures.”

## PART IV

### **Item 15: *Exhibits and Financial Statements***

#### **(a) Documents filed as part of this report**

1. Financial Statements: See Index to Consolidated Financial Statements under Item 8 on Page 43 of this report.
2. Financial Statement Schedule: See Schedule II on Page 93 of this report.
3. Exhibits: The exhibits listed in the accompanying index to exhibits on Page 94 are filed or incorporated by reference as part of this report.

**ELECTRONIC ARTS INC. AND SUBSIDIARIES**

**SCHEDULE II**

**VALUATION AND QUALIFYING ACCOUNTS**

**Years Ended March 31, 2020, 2019 and 2018**

**(In millions)**

<u>Allowance for Doubtful Accounts, Price Protection and Returns</u>	<u>Balance at Beginning of Period</u>	<u>Charged to Revenue, Costs and Expenses</u>	<u>Charged (Credited) to Other Accounts</u>	<u>Deductions</u>	<u>Balance at End of Period</u>
Year Ended March 31, 2020 .....	<u>\$ 7</u>	<u>(1)</u>	<u>—</u>	<u>—</u>	<u>\$ 6</u>
Year Ended March 31, 2019 .....	<u>\$165</u>	<u>—</u>	<u>(158)<sup>(a)</sup></u>	<u>—</u>	<u>\$ 7</u>
Year Ended March 31, 2018 .....	<u>\$145</u>	<u>288</u>	<u>35<sup>(b)</sup></u>	<u>(303)<sup>(c)</sup></u>	<u>\$165</u>

<sup>(a)</sup> Upon adoption of the New Revenue Standard, allowances for sales returns and price protection were reclassified to current liabilities as these reserve balances are considered refund liabilities. For additional information on the adoption impact, see Note 1 under the heading “*Recently Adopted Accounting Standards*” included in our Annual Report on Form 10-K for our fiscal year ended March 31, 2019, filed with the SEC on May 24, 2019.

<sup>(b)</sup> Primarily other reclassification adjustments and the translation effect of using the average exchange rate for expense items and the year-end exchange rate for the balance sheet item (allowance account).

<sup>(c)</sup> Primarily the utilization of returns allowance and price protection reserves.

**ELECTRONIC ARTS INC.**  
**2020 FORM 10-K ANNUAL REPORT**  
**EXHIBIT INDEX**

<u>Number</u>	<u>Exhibit Title</u>	<u>Incorporated by Reference</u>			<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Filing Date</u>	
3.01	Amended and Restated Certificate of Incorporation	8-K	000-17948	8/9/2019	
3.02	Amended and Restated Bylaws	8-K	000-17948	8/9/2019	
4.01	Specimen Certificate of Registrant's Common Stock	10-Q	000-17948	2/6/2018	
4.02	Description of Securities	10-K	000-17948	5/24/2019	
4.03	Indenture, dated as of February 24, 2016 by and between Electronic Arts Inc. and U.S. Bank National Association, as Trustee	8-K	000-17948	2/24/2016	
4.04	First Supplemental Indenture, dated as of February 24, 2016, between Electronic Arts Inc. and U.S. Bank National Association, as Trustee	8-K	000-17948	2/24/2016	
10.01*	Form of Indemnity Agreement with Directors	10-K	000-17948	6/4/2004	
10.02*	Electronic Arts Inc. Executive Bonus Plan	8-K	000-17948	5/18/2018	
10.03*	Electronic Arts Inc. Deferred Compensation Plan	10-Q	000-17948	8/6/2007	
10.04*	Electronic Arts Inc. Change in Control Plan	8-K	000-17948	5/18/2018	
10.05*	First Amendment to the Electronic Arts Deferred Compensation Plan, as amended and restated	10-K	000-17948	5/22/2009	
10.06*	EA Bonus Plan	8-K	000-17948	5/18/2018	
10.07*	EA Bonus Plan Fiscal Year 2020 Addendum	8-K	000-17948	5/20/2019	
10.08*	Form of 2018 Performance-Based Restricted Stock Unit Agreement	8-K	000-17948	5/18/2018	
10.09*	Form of 2019 Performance-Based Restricted Stock Unit Agreement	8-K	000-17948	5/20/2019	
10.10*	Form of Performance-Based Restricted Stock Unit Agreement (3-Year)				X
10.11*	Form of November 2019 Performance-Based Restricted Stock Unit Agreement (4-Year)	8-K	000-17948	11/12/2019	
10.12*	Form of 2017 Performance-Based Incremental Restricted Stock Unit Agreement	8-K	000-17948	6/7/2017	
10.13*	Form of Restricted Stock Unit Award Agreement for Outside Directors	10-Q	000-17948	11/7/2017	
10.14*	2000 Equity Incentive Plan, as amended, and related documents	8-K	000-17948	8/1/2016	
10.15*	2000 Employee Stock Purchase Plan, as amended	8-K	000-17948	8/1/2016	
10.16*	2019 Equity Incentive Plan, and related documents	8-K	000-17948	8/9/2019	

<u>Number</u>	<u>Exhibit Title</u>	<u>Incorporated by Reference</u>			<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Filing Date</u>	
10.17*	Offer Letter for Employment at Electronic Arts Inc. to Andrew Wilson, dated September 15, 2013	8-K	000-17948	9/17/2013	
10.18*	Offer Letter for Employment at Electronic Arts Inc. to Blake Jorgensen, dated July 25, 2012	8-K	000-17948	7/31/2012	
10.19*	Offer Letter for Employment at Electronic Arts Inc. to Ken Moss, dated June 6, 2014	10-Q	000-17948	8/5/2014	
10.20*	Offer Letter for Employment at Electronic Arts Inc. to Chris Bruzzo, dated July 21, 2014	10-Q	000-17948	11/4/2014	
10.21*	Offer Letter for Employment at Electronic Arts Inc. to Mala Singh, dated August 27, 2016	10-Q	000-17948	11/8/2016	
10.22**	Durango Publisher License Agreement, dated June 29, 2012, by and among Electronic Arts Inc., EA International (Studio & Publishing) Ltd., Microsoft Licensing, GP and Microsoft Corporation	10-K	000-17948	5/21/2014	
10.23**	Playstation Global Developer & Publisher Agreement, dated April 1, 2018, by and among Electronic Arts Inc., EA International (Studio & Publishing) Ltd., Sony Interactive Entertainment Inc., Sony Interactive Entertainment LLC, and Sony Interactive Entertainment Europe Ltd	10-Q	000-17948	8/8/2018	
10.24	Credit Agreement, dated August 29, 2019, by and among Electronic Arts Inc., the lenders from time to time party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent	8-K	000-17948	8/29/2019	
21.1	Subsidiaries of the Registrant				X
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm				X
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				X
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				X
Additional exhibits furnished with this report:					
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				X
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				X
101.INS <sup>†</sup>	XBRL Instance Document				X
101.SCH <sup>†</sup>	XBRL Taxonomy Extension Schema Document				X

<u>Number</u>	<u>Exhibit Title</u>	<u>Incorporated by Reference</u>			<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Filing Date</u>	
101.CAL <sup>†</sup>	XBRL Taxonomy Extension Calculation Linkbase Document				X
101.DEF <sup>†</sup>	XBRL Taxonomy Extension Definition Linkbase Document				X
101.LAB <sup>†</sup>	XBRL Taxonomy Extension Label Linkbase Document				X
101.PRE <sup>†</sup>	XBRL Taxonomy Extension Presentation Linkbase Document				X
*	Management contract or compensatory plan or arrangement.				
**	Confidential portions of these documents have been omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment that was granted in accordance with Exchange Act Rule 24b-2.				
†	Attached as Exhibit 101 to this Annual Report on Form 10-K for the year ended March 31, 2020 are the following formatted in eXtensible Business Reporting Language (“XBRL”): (1) Consolidated Balance Sheets, (2) Consolidated Statements of Operations, (3) Consolidated Statements of Comprehensive Income (Loss), (4) Consolidated Statements of Stockholders’ Equity, (5) Consolidated Statements of Cash Flows, and (6) Notes to Consolidated Financial Statements.				

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ELECTRONIC ARTS INC.

By: /s/ Andrew Wilson

Andrew Wilson  
Chief Executive Officer  
Date: May 20, 2020

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated and on the 20<sup>th</sup> of May 2020.

<u>Name</u>	<u>Title</u>
<u>/s/ Andrew Wilson</u> Andrew Wilson	Chief Executive Officer
<u>/s/ Blake Jorgensen</u> Blake Jorgensen	Chief Operating Officer and Chief Financial Officer
<u>/s/ Kenneth A. Barker</u> Kenneth A. Barker	Chief Accounting Officer (Principal Accounting Officer)
Directors:	
<u>/s/ Lawrence F. Probst III</u> Lawrence F. Probst III	Chairman of the Board
<u>/s/ Leonard S. Coleman</u> Leonard S. Coleman	Director
<u>/s/ Jay C. Hoag</u> Jay C. Hoag	Director
<u>/s/ Jeffrey T. Huber</u> Jeffrey T. Huber	Director
<u>/s/ Talbott Roche</u> Talbott Roche	Director
<u>/s/ Richard A. Simonson</u> Richard A. Simonson	Director
<u>/s/ Luis A. Ubiñas</u> Luis A. Ubiñas	Director
<u>/s/ Heidi Ueberroth</u> Heidi Ueberroth	Director
<u>/s/ Andrew Wilson</u> Andrew Wilson	Director

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**Electronic Arts Inc.**

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