

Activision Blizzard

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Activision Blizzard, Inc. (the "Company") to (1) identify and to recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; (2) advise the Board with respect to the Board composition, committees and procedures; and (3) oversee the evaluation of the Board. Such activities shall be conducted in a manner consistent with the Company's Amended and Restated Certificate of Incorporation and Amended and Restated By-laws (respectively, the "Certificate of Incorporation" and the "By-laws"), each as amended from time to time.

II. Committee Membership

The Committee shall consist of at least three directors. So long as the Company qualifies for the "controlled company" exemption pursuant to NASDAQ Marketplace Rule 4350(c)(5), Committee members may be, but need not be, "independent" as defined in the NASDAQ Marketplace Rules.

The Committee members shall be appointed and replaced by the Board on the recommendation of the Nominating and Corporate Governance Committee. The Board shall designate a Committee chairperson. These recommendations and designations shall be conducted in accordance with Section 3.10(d) of the By-laws.

Subject to Section 3.10(d) of the By-laws, any vacancy on the Committee shall be filled by a majority vote of the Board. No Committee member shall be removed except by a majority vote of the Board.

III. Committee Meetings and Procedures

The Committee shall meet as often as it determines necessary to carry out its authority and responsibilities, but at least twice per year.

The chairperson of the Committee shall, in consultation with the other Committee members and members of management, be responsible for calling meetings of the Committee, establishing meeting agendas and supervising the meetings. Any Committee member may, by written request, call a meeting of the Committee at any time. Additionally, any Committee member may submit items to be included in the agenda for, and may raise subjects that are not on the agenda at, any meeting.

Unless provided otherwise by law, this Charter, or the Company's Certificate of Incorporation or By-laws, each as amended from time to time, a majority of Committee members, including at least one independent director, present in person or by telephone, shall constitute a quorum and the vote of a majority of Committee members present or otherwise able to be cast (giving effect to the voting rights of the Stockholder Designees, as set forth in the Certificate of Incorporation) at a meeting at which there is a quorum is necessary to constitute the act of the Board. The Committee may also take action by unanimous written consent. No action by the Committee, however, shall be valid unless taken at a meeting for which adequate notice has been given or duly waived by Committee members.

The Committee, in its discretion, may ask members of management or others to attend and participate in its meetings.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

IV. Subcommittees

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

In accordance with Section 3.10(c) of the By-laws, the Company shall establish three subcommittees of the Committee (collectively, the "Special Nominating Committees"). The primary function of the Special Nominating Committees is to assist the Committee in fulfilling its responsibilities with respect to Board candidates and nominees.

V. Committee Authority and Responsibilities

A. Board Candidates and Nominees

The Committee, with the assistance of the Special Nominating Subcommittees, as appropriate, shall have the following authority and responsibilities with respect to Board candidates and nominees:

1. To assist in identifying and recruiting director nominees for election by the stockholders or appointment by the Board, as the case may, including persons suggested by stockholders or others.

2. To review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the Committee shall look at the following attributes and criteria of candidates: experience, knowledge, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, independence and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.
3. To recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the By-laws, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time. Annually, the Committee will make these recommendations as part of its report at a Board meeting.
4. To review the suitability for continued service as a director of each Board member (A) when considering his or her annual nomination for re-election and (B) in the event that (i) an employee director's employment with the Company is terminated for any reason, (ii) a non-employee director changes his or her primary job responsibility in effect at the time such director was most recently elected to the Board or (iii) other change in status that makes termination of service desirable or in the best interest of the Company.
5. To evaluate and approve, in accordance with Company policy, requests from directors who seek board memberships at other publicly held companies (other than subsidiaries, controlled affiliated, private companies, or non-profit organizations), provided that no director shall serve on more than four other boards of publicly held companies, and provided further that directors who are members of management shall also seek such approval from the Board.

The foregoing notwithstanding, if the Company is legally required by contract or otherwise to permit a third party to designate one or more of the directors to be elected or appointed, then the nomination or appointment of such directors shall be governed by such requirements.

B. Board Composition and Procedures

The Committee shall have the following authority and responsibilities with respect to the composition and procedures of the Board as a whole:

1. To evaluate periodically the size of the Board and recommend to the Board any appropriate increase or decrease.

2. To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, skills and expertise, contains at least the minimum number of independent directors required by the NASDAQ Marketplace Rules and otherwise complies with any applicable requirements that the Board deems necessary or appropriate.
3. To make recommendations concerning any other aspect of these procedures.

C. Board Committees

The Committee shall have the following authority and responsibilities with respect to the committee structure of the Board:

1. To make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.
2. To review periodically committee assignments and report any recommendations to the Board.
3. To recommend that the Board establish committees as desirable or necessary in order to address ethical, legal or other matters. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

D. Corporate Governance

The Committee shall have the following authority and responsibilities with respect to corporate governance:

1. To develop and review periodically (at least annually) and, with the advice of the Company's internal and outside legal counsel, recommend to the Board changes as appropriate to the Certificate of Incorporation and By-laws as they relate to corporate governance matters; and
2. To consider any other corporate governance issues that arise and to develop appropriate recommendations for the Board.

E. Evaluation of the Board

The Committee shall have the following authority and responsibilities with respect to evaluation of the Board:

1. To oversee the evaluation of the Board as a whole.
2. To receive comments from all directors and evaluate and report annually to the Board on the performance and effectiveness of the Board, to be discussed with the full Board following the end of each fiscal year.
3. To prepare, for the Board's review and approval, Board and director assessment methods and criteria, taking the Chief Executive Officer's, Chairman's and Co-Chairman's views into consideration.

F. Assist in Management Succession Planning

The Committee shall assist the Board in selecting the Chief Executive Officer, Chairman and Co-Chairman. At least annually, the Committee shall report to the Board on succession planning, which shall include appropriate contingencies in case the Chief Executive Officer retires, resigns or is incapacitated.

G. Evaluate Stockholders' Nominees

The Committee shall review the qualifications of, and make recommendations to the Board regarding independent director candidates submitted to the Company by stockholders, and review and evaluate any stockholder proposals relating to the nomination by stockholders of any candidates to the Board or the right of any stockholder to do so.

The chairperson of the Committee (or a designee) shall, in consultation with a corporate governance consultant, request persons or entities who are known to hold more than 1% of the Company's common stock (and who have held such stock for at least the previous 9 months) to provide up to two names of potential independent director nominees. The Committee shall review each such proposed nominee and, to the extent the proposed nominees satisfy objective criteria established by the Committee, recommend to the full Board a candidate from among those it considered.

H. Perform Additional Duties

The Committee shall perform such additional activities, and consider such other matters, within the scope of its responsibilities as the Committee or the Board deems necessary or appropriate.

VI. Committee Evaluations

The Committee shall annually conduct, and review with the Board, an evaluation of its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee may conduct this performance evaluation in such manner as the Committee, in its business judgment, deems appropriate.

VII. Investigations and Studies; Outside Advisors

The Committee shall have the resources and authority to appropriately discharge its duties and responsibilities without seeking approval of the Board or management. In particular, the Committee may:

- A.** conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and
- B.** retain, at the Company's expense, independent counsel or other consultants or advisors as it deems appropriate.

The Committee shall have the sole authority to retain or terminate any search firm including the sole authority to approve or disapprove fees sought by such search firm (such fees to be borne by the Company) and other retention terms. The Committee shall notify the Board that it has retained or terminated a search firm at the next Board meeting following any such retention or termination.

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If any term of this Charter conflicts with any term of the Certificate of Incorporation or the By-laws, the terms of the Certificate of Incorporation or the By-laws, as the case may be, shall control.

As adopted by the Board of Directors
on July 28, 2008