



## **CORPORATE GOVERNANCE GUIDELINES**

As Amended November 9, 2017

The Board of Directors of Electronic Arts Inc. has adopted the following guidelines to assist it in following corporate governance practices that serve the best interests of EA and its stockholders. These guidelines, together with EA's Amended and Restated Certificate of Incorporation, Amended and Restated Bylaws and Board committee charters form the framework for the governance of EA. The Board will review these guidelines on a regular basis and amend them as it deems necessary and appropriate

### **I. ROLE OF DIRECTORS**

EA's Board of Directors oversees the stockholders' interest in the long-term health and the overall success of EA's business and financial strength. The Board serves as the ultimate decision-making body of EA, except for those matters reserved to or shared with the stockholders. The Board approves and oversees the members of senior management, who are charged by the Board with conducting the business of the Company.

The primary responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of EA and its stockholders. In fulfilling that responsibility, directors rely on EA's senior management and expert legal, accounting, financial and other advisors. Accordingly, skill and integrity are important factors in the selection of EA's senior management and other advisors.

Individual directors may, from time to time, expressly represent EA in meetings or otherwise communicate with various third parties on EA's behalf. It is expected that directors will do this with the knowledge of management and, unless warranted by unusual circumstances or as contemplated by committee charters or other Board policies (such as its Stockholder Communications policy described below), only at the request of management.

### **II. BOARD COMPOSITION**

#### **Selection of Directors**

Directors are elected annually by the stockholders at EA's annual meeting. Between annual meetings, the Board may appoint directors to fill interim vacancies and new directorships and to serve until the next annual meeting and until their successors are elected and qualified. At each annual meeting, the Board proposes to the stockholders a slate of nominees for election based on its determination as to the suitability of each individual, and the slate as a whole, to serve as directors, taking into account the recommendations of the Nominating and Governance Committee and the membership criteria discussed below.

The Nominating and Governance Committee recommends to the Board nominees for Board membership. In making its recommendations, the Nominating and Governance Committee will consider candidates

identified by other directors, members of senior management, outside search services, and stockholders. A stockholder may recommend a nominee for consideration by the Nominating and Governance Committee by writing to EA's Corporate Secretary and providing such information as may be determined by the Nominating and Governance Committee from time to time.

### **Election of Directors**

In accordance with EA's Bylaws, if EA's Corporate Secretary has not received timely and proper notice from a stockholder indicating an intention to nominate one or more candidates to compete with the Board's nominees in a director election, or if all such stockholder nominees have been withdrawn or excluded from nomination by the tenth day preceding the date on which EA first mails its notice of meeting to stockholders, then the election of directors will be considered "uncontested". In the event of an uncontested election of directors, a nominee must receive more votes cast "for" than "against" his or her election or re-election in order to be elected or re-elected to the Board.

The Board expects a director to tender his or her resignation if he or she fails to receive a majority of votes for reelection in an uncontested election. The Board shall nominate for election or re-election as director only those candidates who have previously tendered or, in the case of candidates who have not yet become members of the Board, have agreed to tender promptly following the annual meeting at which they are elected or re-elected as director, irrevocable resignations that will be effective upon (i) a failure to receive a majority of votes at the next annual or special meeting at which they face reelection in an uncontested election, and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of irrevocable resignation tendered by other directors in accordance with these guidelines.

If an incumbent director fails to receive the required majority vote in an uncontested election, 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. The director whose resignation is under consideration shall abstain from participating in any decision regarding that resignation. The Nominating and Governance Committee and the Board may consider any factors they deem relevant in deciding whether to recommend/accept a director's resignation.

The Board 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.

### **Extending Invitations to Join the Board**

Invitations to join the Board should be extended by the Chairman following Board approval of such nominee.

### **Board Membership Criteria**

The Nominating and Governance Committee shall establish the Board's criteria for selecting nominees and directors and shall review from time to time the appropriate skills, characteristics and experience required of the Board as a whole, as well as its individual members. In evaluating the suitability of individual directors, the Nominating and Governance Committee and the Board will take into account

many factors within the context of the characteristics and needs of the Board as a whole, including independence and diversity. While the specific needs of the Board may change from time to time, all directors 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 the long-term success of EA;
- 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.

In determining whether to recommend a director for re-election, the Nominating and Governance Committee also shall consider the director's tenure on the Board, past attendance at meetings, participation in and contributions to the activities of the Board, the director's continued independence (including any actual, potential or perceived conflicts of interest), as well as the director's age and changes in his or her principal occupation or professional status. The Nominating and Governance Committee also shall consider whether a director has submitted an irrevocable resignation, as described above.

Directors are expected to report changes in their primary business or professional status, including retirement, to the Chairman and the Chairman of the Nominating and Governance Committee.

### **Director Independence**

No less than two-thirds of the directors serving on the Board of Directors shall, in the judgment of the Board, meet the criteria for independence set forth in the Nasdaq Marketplace Rules and any other laws, rules or regulations that may be applicable to EA from time to time.

### **Code of Conduct and Conflicts of Interest**

Directors will act at all times in accordance with EA's Code of Conduct and Conflict of Interest Policy, each of which applies to directors.

Each director is personally responsible for identifying and reporting any actual or apparent conflict of interest to EA's General Counsel, the Chair of the Audit Committee, and the Chair of the Nominating and Governance Committee (or, if the director is the Chair of the Audit Committee or Nominating and Governance Committee, another member of the relevant committee). EA's Code of Conduct, Conflict of Interest Policy and Amended and Restated Bylaws provide procedures for addressing conflicts of interest.

### **Retirement; Changes in Principal Occupation**

A director shall be deemed to have tendered his or her resignation upon the occurrence of either of the following events: (i) a significant change in the director's principal occupation or professional status; or (ii) reaching the age of 72 years. Based upon the Nominating and Governance Committee's review of the circumstances giving rise to the director's deemed resignation, and any other facts or circumstances that

the committee deems relevant, the Nominating and Governance Committee will recommend that the Board accept or reject the deemed resignation. If the Board rejects a director's deemed resignation, then the director will continue to serve until the next annual meeting of stockholders, or until a subsequent deemed resignation occurs. If the Board accepts a director's deemed resignation, then such resignation will become effective as of a future date determined by the Board.

#### **Other Commitments; Serving on Other Boards**

It is the responsibility of each director to ensure that other commitments do not conflict or materially interfere with the director's responsibilities to EA. Prior to accepting an invitation to serve on another company's board of directors, the director should first consult the Chairman, the Chairmen of the Nominating and Governance Committee and EA's General Counsel. Directors shall not serve on more than five boards of public companies (including EA's Board of Directors).

#### **Size of Board**

The Board will periodically evaluate the appropriate size of the Board and make any changes it deems advisable and appropriate.

#### **Term of Office**

Directors elected at an EA annual meeting serve for a one-year term and until their successors are elected and qualified. A director who has been appointed by the Board to fill a vacancy or new directorship will serve until re-elected or until his or her successor has been elected at EA's first annual meeting following the director's initial appointment by the Board.

### **III. BOARD OPERATIONS**

#### **Scheduling Board Meetings**

The Chairman, in consultation with the Lead Director, will determine the timing and length of Board meetings. The Board will generally hold four regularly scheduled in-person meetings per year and hold additional special meetings as necessary.

#### **Selecting Agenda Items and Materials for Board Meetings**

The Chairman, in consultation with the Lead Director, will approve the agenda and materials to be provided to directors in advance of each Board meeting. Each director may suggest items to include on the agenda, request the presence of or a report by any member of management, or raise at any Board meeting subjects that are not on the agenda for that meeting. During at least one meeting each year, the Board will review and approve EA's annual business plan and long-term strategic direction.

#### **Meeting Attendance and Preparation**

Directors are expected to attend all Board meetings and meetings of committees on which they serve, to spend the time needed to review materials in advance of such meetings, to participate in such meetings, and to meet as frequently as necessary to properly discharge their responsibilities. In advance of each

Board meeting and Board committee meeting, directors will receive the proposed agenda and other materials important to the Board's understanding of the matters to be considered.

### **Chairman and CEO**

The Board selects the CEO and Chairman in the manner that it determines to be in the best interests of EA's stockholders. The Board does not have a policy as to whether the Chairman should be an independent director, an affiliated director or a member of management.

### **Lead Director**

An independent director shall be selected by the independent directors on the Board, based on recommendations from the Nominating and Governance Committee, to serve a two-year term as the Lead Director. The Lead Director's responsibilities will include chairing executive sessions of the Board and other meetings of the Board in the absence of the Chairman, serving as a liaison between the Chairman and the other independent directors, and overseeing the Board's stockholder communication policies and procedures (including, under appropriate circumstances, meeting with stockholders). The Lead Director shall have the authority to call meetings of independent directors.

### **Executive Sessions of Independent Directors**

The independent directors of the Board will meet in executive session (i.e., with no non-independent directors or members of management present) at each regularly-scheduled Board meeting and at any other time reasonably requested by an independent director. Executive sessions will be chaired by the Lead Director, or in his or her absence, the independent director with the most seniority on the Board who is present.

### **Retention of Advisors**

The Board and each Board committee shall have the power to hire legal, accounting, financial or other advisors as they may deem necessary without the need to obtain the prior approval of any officer of EA. EA's Corporate Secretary will arrange for payment of the invoices of any such third party.

## **IV. BOARD PRACTICES AND POLICIES**

### **Director Orientation and Education**

EA will provide new Board members with materials, briefings and additional educational opportunities through which they may become familiar with EA and to enable them to perform their duties. EA will facilitate the participation of directors in relevant continuing education programs.

### **Board and Committee Self-Evaluations**

The Board and each committee shall perform self-evaluations at least annually. The goal of the self-evaluations is to improve the contributions of the committees and of individual directors to the effectiveness of the Board.

### **Attendance at Annual Meetings**

EA will make every effort to schedule its annual meeting of stockholders at a time and place in order to maximize attendance by directors. Directors are expected to make every effort to attend EA's annual meeting of stockholders.

### **Director Compensation**

The Compensation Committee periodically shall review compensation for non-employee directors and, in accordance with the provisions of its charter, shall make recommendations regarding compensation to the full Board. Directors who are also EA employees shall receive no additional compensation for their service on the Board.

### **Stock Ownership by Directors and Executive Officers**

In order to further align the interests of EA's directors and executive officers with the interests of EA's stockholders, directors and executive officers are required to have a significant financial stake in EA. Accordingly, each director and executive officer must own such minimum number of shares of EA stock or vested restricted stock units as may be determined by the Board from time to time. At its discretion, the Board may evaluate whether this requirement should be waived in the case of any director or executive officer, who, because of his or her personal circumstances, would incur a significant hardship by complying with this requirement.

### **Stockholder Communications with Directors**

Stockholders wishing to communicate with the Board as a whole, with a committee of the Board, or with an individual director may do so by sending a letter to EA's Corporate Secretary or an email to [StockholderCommunications@EA.com](mailto:StockholderCommunications@EA.com) (or such other email account as may be established for this purpose). Detailed instructions for stockholders wishing to submit communications are posted on EA's investor relations website. All stockholder communications received will be handled in accordance with procedures approved by the independent directors serving on the Board.

The Audit Committee has established procedures for the receipt, retention and treatment of complaints regarding potential violations of accounting or internal auditing matters and/or the federal securities laws and regulations. Persons wishing to raise such complaints may do so by contacting EA's General Counsel or, anonymously, by making a report to the Electronic Arts Reporting Line. Anonymous submissions should contain sufficient information to permit the Audit Committee to pursue the matter.

## **V. COMMITTEES OF THE BOARD**

The Board has established the following standing committees to assist it in discharging its responsibilities: an Audit Committee; an Compensation Committee; and a Nominating and Governance Committee. In addition, the Board may, from time to time, establish or maintain additional committees as it deems appropriate and delegate to such committees such authority permitted by applicable law and EA's bylaws as the Board sees fit.

## **Committee Membership**

Each standing committee of the Board shall consist entirely of independent directors. In addition, Audit Committee and Compensation Committee members must meet all other criteria required by SEC, Nasdaq, and/or tax rules and regulations applicable to such committees. The members of each committee also must meet any other membership criteria specified in the respective charters for these committees. Committee members and committee chairs will be appointed by the Board of Directors, based on recommendations from the Nominating and Governance Committee.

## **Committee Charter**

The Audit Committee, the Compensation Committee and the Nominating and Governance Committee each shall have its own written charter. Each charter will set forth the principles, policies, objectives and responsibilities of the respective committee and shall be subject to periodic review by the Board. Each committee shall have the powers and responsibilities set out in its charter, which are posted on EA's investor relations website.

## **Committee Meetings**

The number and content of committee meetings and other matters of committee governance will be determined by each committee in light of the authority delegated by the full Board to the committee, the committee's charter, if any, approved by the Board, and legal, regulatory, accounting or governance principles applicable to that committee's function. EA will provide to each committee access to employees and other resources to enable committee members to carry out their responsibilities. The full authority and responsibilities of each committee is fixed by resolution of the full Board and the committee's charter, if any.

## **Committee Agendas**

The Chair of each committee, in consultation with the committee members and senior management, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chair of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

# **VI. MANAGEMENT**

## **Access to Management**

Directors have access to officers, employees and the books and records of EA as needed to carry out their responsibilities as EA directors. The Board may specify a process for, and reasonable limits on, such access. Directors should use their judgment to ensure that any such contact is not disruptive to EA's business operations.

## **CEO Evaluation**

The Nominating and Governance Committee shall oversee the evaluation of the CEO at least annually. The evaluation will be used by the Board and the Compensation Committee in its consideration of the

compensation of the CEO.

**Management Succession**

The Board will determine policies and principles for selection of the Chief Executive Officer and policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer.