



**ELECTRONIC ARTS INC.  
BOARD OF DIRECTORS  
COMPENSATION COMMITTEE  
CHARTER  
As Amended July 28, 2005**

**1. PURPOSE**

The Compensation Committee of the Board of Directors' (the "Committee") is charged with establishing EA's compensation philosophy and strategy for its senior officers, to review the performance and development of management in achieving corporate goals and objectives and to assure that the senior executives of EA are compensated in a manner consistent with the philosophy and strategy of EA, competitive practice, and the requirements of the appropriate regulatory bodies. Toward that end, the Committee will oversee, review and administer all compensation, equity and employee benefit plans and programs.

**2. COMPOSITION OF THE COMMITTEE**

The Committee will consist of not less than three independent directors, each of whom will be both a "non-employee director" within the meaning of Rule 16b-3 issued by the Securities and Exchange Commission, an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code, as amended, and an "independent director" within the meaning of the NASDAQ Marketplace Rules. Each appointed Committee member will be subject to annual reconfirmation and may be removed by the Board of Directors (the "Board") at any time.

**3. RESPONSIBILITIES AND DUTIES**

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

- Review annually and approve EA's compensation philosophy and strategy to ensure that employees of EA are rewarded appropriately for their contributions to company growth and profitability.
- Review annually and approve corporate goals and objectives relevant to executive officer compensation and evaluate performance in light of those goals.

- Review annually and determine the individual elements of total compensation for the Chief Executive Officer and all other executive officers, and communicate in the annual Board Compensation Committee Report to shareholders the factors and criteria on which the Chief Executive Officer and all other executive officers' compensation for the last year was based.
- Approve all special perquisites, special cash payments and other special compensation and benefit arrangements for EA's executive officers.
- Review and recommend to the Board of Directors compensation for non-employee members of the Board of Directors, including but not limited to the following elements: retainer, meeting fees, Committee fees, Committee chair fees, equity or stock compensation, benefits and perquisites.
- Grant stock options and other discretionary awards under EA's stock option or other equity incentive plans to all eligible individuals in EA's service. The Committee may delegate to one or more officers designated by the Committee the authority to make grants to eligible individuals (other than any such officer) who are not directors or executive officers, provided that the Committee shall have fixed the price and the vesting schedule (or a formula or other criteria for determining the price and/or vesting schedule) for such grants, and determined the appropriate number of shares or the basis for determining such number of shares by position, compensation level or category of personnel. Any officer(s) to whom such authority is delegated shall regularly report to the Committee the grants so made. Any such delegation of authority may be revoked at any time by the Committee.
- Recommend to the Board of Directors adoption of stock option or other equity incentive plans or amendments thereto for submission to the stockholders.
- Approve non-material amendments to stock option or other equity incentive plans. "Non-material" amendments means those for which stockholder approval is not required and which do not involve material cash or other consideration.
- Oversee and periodically review the operation of all of EA's employee benefit plans, including but not limited to the Section 401(k) Plan, the Employee Stock Purchase Plan, and International Employee Stock Purchase Plans. Responsibility for day-to-day administration, including the preparation and filing of all government reports and the preparation and delivery of all required employee materials and communications, will be performed by company personnel.

- Obtain such data or other resources as it deems necessary to perform its duties, including but not limited to obtaining external consultant reports or published salary surveys, and engaging independent compensation consultants and other professionals to assist in the design, formulation, analysis and implementation of compensation programs for EA's executive officers and other key employees.
- Perform any other activities consistent with this Charter, EA's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.
- Have full access to EA's executives and personnel as necessary to carry out its responsibilities.
- Review the Committee Charter from time to time and recommend any changes to the Board.
- Report to the Board of Directors on the major items covered at each Committee meeting.

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

#### **4. COMMITTEE MEETINGS**

The Committee will meet as often as necessary to carry out its responsibilities. Meetings may be called by any Committee member and/or by the management of EA. A majority of the total number of members of the Committee will constitute a quorum at all Committee meetings and a quorum will be empowered to act on behalf of the Committee.

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