

As adopted by the Board of Directors
on September 19, 2002, and
as amended on April 27, 2004

NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER ACTIVISION, INC.

I. Purpose

The Nominating/Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Activision, Inc. (the "Company"): (1) to assist the Board by identifying individuals qualified to become Board members and to recommend to the Board the director nominees for the next Annual Meeting of Stockholders and from time to time to fill vacancies on the Board; (2) to make recommendations from time to time to the Board with regard to Board size and composition, including recommendations to increase or decrease the size of the Board or to change the mix of members; (3) to recommend to the Board the Corporate Governance Principles and Policies applicable to the Company; (4) to lead the Board in its annual review of the Board's performance; and (5) to recommend to the Board director nominees for each committee and for the position of Chairperson of each committee. Such activities shall be conducted in a manner consistent with the Company's Corporate Governance Principles and Policies.

II. Committee Membership

The Committee shall consist of no fewer than two Board members. The Members of the Committee shall meet the independence requirements of the NASDAQ Stock Market.

The members of the Committee shall be appointed and replaced by the Board, as the Board shall determine from time to time. The Board shall designate the Chairperson of the Committee.

III. Committee Authority and Responsibilities

1. The Committee shall actively seek and evaluate individuals qualified to become board members for recommendation to the Board. The Committee shall also consider any candidate recommended by any of the Company's stockholders of record, so long as such recommendation has been made in accordance with all of the policies adopted by the Committee.

2. The Committee shall evaluate from time to time the appropriate size (number of members) of the Board and recommend any increase or decrease.

3. The Committee shall recommend, as appropriate, changes in the composition of the members to more accurately reflect the needs of the business, and in this connection propose the addition of members and the necessary resignation of members for purposes of obtaining the appropriate member(s) and skills.

4. In evaluating a candidate for director, the Committee shall consider, in addition to the criteria set forth in the Company's Corporate Governance Principles and Policies and such other criteria as the Committee shall consider appropriate under the circumstances, whether a candidate possesses the integrity, judgment, knowledge, experience, skills, expertise, and viewpoints that are likely to enhance the Board's ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties. The Committee shall also take into account, as applicable, the satisfaction of any independence requirements imposed by law, regulation, and the Company's Corporate Governance Guidelines. When considering director nominees recommended by a stockholder, the Committee may also consider the number of shares held by the recommending stockholder, the length of time that such shares have been held, and the relationship, if any, between the recommending stockholder and the proposed director nominee.

5. The Committee shall formally propose the slate of directors to be elected at each Annual Meeting of Stockholders and described in the Company's proxy statement. The Committee will make these recommendations as part of its report at a Board meeting held each year in the first fiscal quarter.

6. The Committee shall have authority to retain and terminate any search firm to be used to identify director candidates and shall have authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. In each case the Committee shall consult with the Chairman and the Co-Chairman before engaging a search firm or other external advisors.

7. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.

8. The Committee shall, with advice from the Company's General Counsel and outside legal counsel, periodically review and recommend: (1) changes to the Company's Certificate of Incorporation and By-laws as they relate to corporate governance matters and the Company's Corporate Governance Principles and Policies; and (2) modifications and enhancements to the Company's takeover planning and structural defenses.

9. The Committee shall review and reassess the adequacy of the Corporate Governance Principles and Policies of the Company and recommend any proposed changes to the Board for approval.

10. The Committee may form and delegate authority to subcommittees when appropriate.

11. The Committee shall make regular reports to the Board.

12. The Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.