



**ELECTRONIC ARTS INC.
BOARD OF DIRECTORS
NOMINATING AND GOVERNANCE COMMITTEE
as Adopted April 23, 2003**

1. PURPOSE

The Nominating and Governance Committee of the Board of Directors' (the "Committee") is charged with providing assistance to the Board in the areas of Board of Directors (the "Board") membership selection, committee selection, evaluation of the overall effectiveness of the Board, and review and consideration of developments in corporate governance practices. The Committee's objective is to assure that the composition, practices and operation of the Board contribute to value creation and to the confidence of EA stockholders.

2. COMPOSITION OF THE COMMITTEE

The Committee will consist of not less than two independent directors. To be considered "independent," the member, and the compensation received by such member, must satisfy the requirements of any applicable laws and regulations relative to nominating committee independence and those of the NASDAQ Marketplace Rules, as determined by the Board. Each appointed Committee member will be subject to annual reconfirmation and may be removed by the Board at any time.

3. RESPONSIBILITIES AND DUTIES

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

Nominating and Board Composition

- Establish the Board's criteria for selecting new nominees and directors and participate in the assessment process for new directors.
- Make recommendations to the Board regarding all nominees for Board membership, whether for the slate of director nominees to be proposed by the Board to the shareholders or any director nominees to be elected by the Board to fill interim director vacancies.
- Review from time to time the appropriate skills and characteristics required of Board members, including such factors as business experience and diversity, necessary to comprise an effective Board.
- Review from time to time Committee members' qualifications, appointments and removal and Committee structure and operations.
- Appoint directors to Committees.

- Determine, acting through the Chairman, the effect of other directors' change in employment or other status and request the Board to consider and accept resignation if necessary.

Corporate Governance

- Regularly review issues and developments related to corporate governance issues and develop and recommend governance standards to the Board.
- Make recommendations to the Board regarding the structure of each of the Committees of the Board.
- Consider and recommend any changes in the size or composition of the Board.
- On an at least an annual basis, solicit input from the Board and conduct a review of the effectiveness of the operation of the Board and its committees, including a review of governance practices.
- 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 may be subject to Board review and may be revised, modified or rescinded by the Board.

4. OUTSIDE ADVISORS

The Committee may obtain advice and assistance from outside legal, compensation or other advisors as it deems appropriate. It may retain these advisors without seeking approval of the Board of Directors. EA will provide appropriate funding, as determined by the Committee, for payment of the compensation of any advisors engaged by the Committee.

5. COMMITTEE MEETINGS

The Committee will meet as often as necessary to carry out its responsibilities and in any event at least semi-annually. 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.