

## **Charter of the Nominating Committee**

### **Purpose**

The purpose of the Nominating Committee (the “Committee”) of the Board of Directors of Midway Games Inc. (the “Company”) shall be to identify individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board, and recommend candidates to assist the Board to select director nominees for the next annual meeting of stockholders.

### **Committee Membership and Procedure**

The Committee shall consist of no fewer than two members. Each member of the Committee shall satisfy the director independence requirements of the New York Stock Exchange. The Board shall appoint the members of the Committee and shall designate the Chairman of the Committee. The members of the Committee shall serve until their successors are appointed and qualify. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements established by the New York Stock Exchange.

Except as expressly provided in this Charter, the by-laws of the Company or the corporate governance principles adopted by the Board, the Committee shall fix its own rules of procedure. The Committee shall meet when meetings are called by its Chairman. This Charter must be placed on the Company’s website.

### **Committee Goals, Authority and Responsibilities**

The Committee shall:

- prior to each annual meeting of stockholders, recommend to the full Board an appropriate slate of qualified nominees for election to the Board, who will be selected for their character, judgment, business experience, time commitment and acumen;
- have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms;
- have authority to obtain advice and assistance from internal or external legal, accounting or other advisors;
- recommend to the Board qualified nominees for appointment to the Audit Committee, Nominating Committee, Corporate Governance Committee and Compensation Committee;
- make reports to the Board;
- have the authority to delegate authority to subcommittees when appropriate;
- review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; and
- annually review its own performance and the Board’s performance.

### **Process for Identifying Candidates for Director**

The Committee shall formulate a process to identify candidates to be recommended to the Board for nomination as directors.

This process shall:

- reflect the minimum qualities or skills that in the view of the Committee are required for membership on the Board;
- reflect any additional qualifications that in the view of the Committee are required of one or more members of the Board;
- provide for the consideration of the qualifications, performance and contributions of incumbent Board members who consent to re-election;
- provide for the identification and evaluation of potential nominees for positions for which the Committee does not select qualified incumbents for re-election; and
- note any differences in the manner in which the Committee evaluates potential nominees who are recommended by stockholders as compared to those nominated by directors, officers or others.
- provide for appropriate documentation of the nominations process.

The Company is of the view that the continuing service of qualified incumbents promotes stability and continuity in the board room, giving the Company the benefit of the familiarity and insight into the Company's affairs that its directors have accumulated during their tenure, while contributing to the Board's ability to work as a collective body. Accordingly, the process of the Committee for identifying nominees shall reflect the Company's practice of re-nominating incumbent directors who continue to satisfy the Committee's criteria for membership on the Board, whom the Committee believes will continue to make important contributions to the Board and who consent to continue their service on the Board.

### **Policy and Procedures Regarding Nominating Recommendations of Stockholders**

The Committee shall formulate and recommend for adoption to the full Board a policy regarding consideration of nominees for election to the board of directors who are recommended by stockholders of the Company.

- The Committee shall adopt procedures for the submission of stockholder nominating recommendations to the Committee, consistent with the policy adopted by the Board.

### **Procedures for Stockholder Communications with the Board**

It is the policy of the Company to facilitate stockholder communications to the Board and to provide a method whereby interested parties can make their concerns known to the Board's non-management directors.

- The Committee shall formulate procedures for stockholders to send communications to the Board. The Committee shall also formulate procedures for interested parties to communicate with non-management directors.

### **Policy on Director Attendance at Annual Meetings**

The Committee shall formulate and recommend to the Board for adoption a policy regarding attendance of directors at annual meetings of the Company's stockholders.