

GLU MOBILE INC.

CORPORATE GOVERNANCE PRINCIPLES

(Adopted by the Board of Directors on October 22, 2008)

A. BOARD COMPOSITION

1. **Size of the Board.** The Board of Directors (the “*Board*”) currently has eight authorized directors. The Board periodically reviews the appropriate size of the Board, and the number of authorized directors may be changed from time to time in accordance with the Bylaws of Glu Mobile Inc. (the “*Company*”).

2. **Mix of Inside and Outside Directors.** The Board believes that there should be a substantial majority of independent directors on the Board. However, the Board believes that, in addition to the Chief Executive Officer (the “*CEO*”), it may be useful and/or appropriate from time to time to have additional non-independent directors serve on the Board, which may include former officers of the Company who will be considered on a case-by-case basis.

3. **Definition of “Independence” for Outside Directors.** Each director designated as an “independent director” shall be independent in accordance with the applicable rules of The Nasdaq Stock Market (“*Nasdaq*”) and the Securities and Exchange Commission (the “*SEC*”). Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board is also responsible for affirmatively determining that each independent director has no other material relationship with the Company or its affiliates or any executive officer of the Company or his or her affiliates. A relationship will be considered “material” if, in the Board’s judgment, it would interfere with the director’s exercise of independent judgment in carrying out his/her responsibilities as a director.

4. **Separation of Chairman and Chief Executive Officer.** The Board’s general policy is that the positions of Chairman of the Board and CEO should be held by separate persons as an aid in the Board’s oversight of management. If the Chairman of the Board is also an employee of the Company, the Board will designate a Lead Independent Director.

5. **Board Membership Criteria.** The Nominating and Governance Committee (“*Governance Committee*”) will review on an annual basis, in the context of recommending a slate of directors for stockholder approval, the composition of the Board, including both individual members and the composition of the Board as a whole. The Committee will consider, among other things, independence, integrity, collegiality, diversity and financial, technical, operational and other expertise and experience.

6. **Selection of New Directors.** Selection of new directors requires recommendation of a candidate by the Governance Committee to the full Board. The Board is responsible for naming new members in the event of a vacancy or expansion of the Board between annual meetings of stockholders, at which time the election of those directors in a given class of directors is submitted for stockholder approval.

7. **Board Compensation.** The Compensation Committee, in consultation with the Governance Committee, will review annually the director compensation program and recommend any changes to the Board for approval. The Compensation Committee will seek, among other things, a compensation program which aligns the Board with the long-term interests of the Company’s

stockholders. The Compensation Committee will periodically consult with outside consultants to evaluate director compensation as compared to peer companies.

8. Term Limits/Retirement Policy. Directors stand for re-election every third year. Although the Board does not believe it should establish mandatory term limits or mandatory retirement ages for directors, the Governance Committee will review each incumbent director's continuation on the Board prior to his or her re-nomination.

9. Directors Who Change Job Responsibility. The Board does not believe that directors who retire or change from the position they held when they came on the Board should necessarily leave the Board. However, there should be an opportunity for the Board, via the Governance Committee, to review significant changes in a Board member's job responsibility, and to assess the continued appropriateness of Board membership under these circumstances. Accordingly, any Board member who has a principal job change, including retirement, will provide notice thereof to the Governance Committee Chair.

10. Other Board Memberships. Without specific approval from the Board, no director may serve on more than five public company boards (including the Company's Board). Without specific approval from the Board, the Company's CEO may serve on no more than two public company boards (including the Company's Board).

11. Attendance at Annual Meeting of Stockholders. Directors are encouraged, but are not required, to attend the Company's annual meeting of stockholders.

B. BOARD PROCEDURES.

1. Board Meetings and Agenda. Directors are expected to devote sufficient time and attention to prepare, attend and participate in all Board meetings and meetings of committees on which they serve. The Chairman (if independent) or the Lead Independent Director (to the extent one has been appointed), in consultation with the CEO, will set the agenda for each Board Meeting. Each Board member is encouraged to suggest items for inclusion on the agenda.

2. Board Materials. Information that is important to the Board's understanding of the business and its meeting agenda items are generally distributed in writing to the Board before the Board meets. Supplemental written materials will be provided to the Board on a periodic basis and at any time upon request of Board members.

As a general rule, materials on specific subjects are generally sent to the Board members in advance so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the material. Sensitive subject matters may be discussed at the meeting without written materials being distributed in advance or at the meeting.

3. Access to Information and Employees. The Company's management will afford each Board member full access to members of management, either as a group or individually, other employees, outside auditors, legal counsel and other professional advisors, and to Company information that the independent directors believe is necessary to fulfill their responsibilities as directors. It is anticipated that certain members of management (e.g., the Chief Financial Officer, and such other members of the executive staff as the CEO may from time to time designate) will attend Board meetings on a regular basis. The Board also encourages management to schedule managers to present at Board meetings who: (a) can provide additional insight into items being discussed because of personal involvement in these areas or (b) have future potential and management believes should be given exposure to the Board.

4. **Access to Independent Advisors.** The Board and its committees have the right at any time to retain independent outside auditors and financial, legal or other advisors, and the Company will provide appropriate funding, as determined by the Board or any committee, to compensate those independent outside auditors or advisors, as well as to cover the ordinary administrative expenses incurred by the Board and its committees in carrying out their duties.

5. **Executive Sessions.** It is the Board's policy to have a separate meeting time for the independent directors at each regularly scheduled meeting of the Board. The Chairman (if independent) or the Lead Independent Director (to the extent one has been appointed) will assume the responsibility of chairing the regularly scheduled meetings of independent directors.

6. **Board Evaluations.** The Board will conduct a self-evaluation annually, with such evaluation administered by the Governance Committee, in conjunction with the Company's outside counsel.

7. **Director Continuing Education.** The Governance Committee, is responsible for overseeing the implementation and maintenance, in each case as necessary, of director continuing education programs, including compliance with any applicable director continuing education requirements. Directors are expected to continually educate themselves as to the Company's business and corporate governance matters. The Company will provide reasonable financial and administrative support for attendance at qualifying university or other independent continuing education programs. From time to time, the Board may request that management or a third party present on current topics to provide further continuing education.

8. **New Director Orientation.** The Governance Committee, with the assistance of management, is responsible for overseeing the implementation and maintenance of new director orientation programs. An orientation program has been established to help familiarize new directors with the Company's businesses, strategies and challenges and to assist new directors in developing skills and accumulating the knowledge necessary or appropriate for the performance of their responsibilities.

C. **BOARD COMMITTEES.**

1. **Committees.** The current three standing committees of the Board are: the Audit Committee, Compensation Committee and Governance Committee. From time to time, the Board may establish a new committee or disband a current committee depending upon the circumstances.

2. **Committee Member Selection.** The Board will designate the members and Chair of each committee, endeavoring to match the committee's function and needs for expertise with individual skills and experience of the appointees to the committee. The membership of the Audit, Compensation and Governance Committees will consist solely of independent directors, which directors will also meet applicable criteria for expertise and independence under Nasdaq and SEC rules applicable to such committees. Committee assignments are reviewed annually, and it is expected that committee assignments will rotate from time to time among the Board members.

3. **Committee Charters and Agenda.** Each standing committee will have its own written charter, approved by the Board, which will set forth the principles, policies, objectives and responsibilities of the committee. Annually, each committee will review the existing committee charter and determine, in consultation with legal counsel, whether any amendments should be recommended to the Board. The Chair of each committee, in consultation with the CEO and/or Corporate Secretary, will set the agenda for each committee meeting. Each committee member is encouraged to suggest items for inclusion on the agenda.

D. MANAGEMENT REVIEW.

1. **Annual Evaluation of CEO.** The Compensation Committee will evaluate the performance of the Chief Executive Officer at least annually. Based on this evaluation and other relevant criteria, the Compensation Committee will conduct an annual review and, subject to review by the Board, determine the Chief Executive Officer's salary and contingent compensation.

2. **Succession Planning.** The Compensation Committee will periodically review with the CEO and Chairman of the Board or Lead Independent Director the succession planning for senior management, including all executive officer positions, and report its findings and recommendations to the Board. In addition, the Compensation Committee will review from time to time contingency plans for a successor to assume the role of Chief Executive Officer should he/she die or become disabled and report its recommendation to the Board.

3. **Code of Conduct.** Any waiver of the requirements of the Company's Code of Conduct and Business Ethics (the "Code of Conduct") with respect to any executive officer will be reported to, and be subject to the approval of, the Governance Committee.

4. **Board Interaction with Institutional Investors, Press, Customers, etc.** The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that Board members would do this with the knowledge of management and, in most instances, at the request of management.

E. RESPONSIBILITIES OF THE BOARD OF DIRECTORS.

The primary responsibilities of the Board are oversight, counseling and direction to the Company's management in the interest and for the benefit of the Company's stockholders. The Board's detailed responsibilities, which are in part discharged through its committees, include:

- **Management planning and oversight** - Selecting, evaluating and compensating the CEO and planning for CEO succession; providing counsel and oversight in the selection, evaluation and compensation of, and succession planning for, other members of senior management; and approving the appointment and compensation of executive officers. If necessary, removing the CEO or other principal officers.
- **Strategic and operational planning** - Reviewing, understanding and approving long-term strategic plans and annual operating plans, and monitoring the implementation and execution of those plans.
- **Major corporate actions** - Reviewing, understanding and approving significant business transactions and other major corporate actions. This will include any mergers, purchases or sales of significant assets, and other corporate restructurings.
- **Financial reporting** - Reviewing, understanding and approving financial statements and reports, and overseeing the establishment and maintenance of controls, processes and procedures to ensure accuracy, integrity and clarity in financial and other disclosures.
- **Compensation matters** – Reviewing, understanding and approving compensation policies and programs with respect to senior management and the Board.

- **Governance, compliance and risk management** - Establishing and maintaining governance and compliance processes and procedures to ensure that the Company is managed with the highest standards of responsibility, ethics and integrity.
- **General advice to management** - Providing general advice and counsel to the CEO and senior management in connection with issues arising during the course of managing the Company's business.
- **Capital structure and financial transactions** – Reviewing the Company's capital structure, and approving any material debt agreements or issuances of equity or debt securities. As appropriate, determining dividend policy and authorizing the payment of dividends, if any.

The CEO, working with the other executive officers of the Company, has the authority and responsibility for managing the Company's business in a manner consistent with the Company's standards and practices, and in accordance with any specific plans, instructions or directions of the Board. The CEO and management are responsible to seek the advice and, in appropriate situations, the approval of the Board with respect to extraordinary actions to be undertaken by the Company.

F. CODE OF CONDUCT.

Board members will act at all times in accordance with the requirements of the Code of Conduct, which will be applicable to each director in connection with his or her activities relating to the Company. This obligation will at all times include, without limitation, adherence to the Company's policies with respect to conflicts of interest, confidentiality, protection of the Company's assets, ethical conduct in business dealings and respect for and compliance with applicable law. Any waiver of the requirements of the Code of Conduct with respect to any individual director will be reported to, and be subject to the approval of, the Governance Committee.

G. REVIEW OF GUIDELINES.

The Governance Committee will review these guidelines annually and will recommend any changes to the Board for approval.