

THQ INC.
BOARD OF DIRECTORS
NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER
(the “Charter”)

AS ADOPTED MAY 8, 2006

1. PURPOSE

The Nominating/Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of THQ Inc. (“THQ”) is charged with providing assistance to the Board in the areas of Board membership selection, Board committee selection, evaluation of the overall effectiveness of the Board, and corporate governance practices.

Purposes and procedures outlined in this Charter are meant to serve as guidelines rather than inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. Nothing herein is intended to expand applicable standards of liability under state or federal law for directors of corporations.

2. COMPOSITION OF THE COMMITTEE

The Committee will consist of not fewer than two independent directors, appointed by the Board. 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 criteria for selecting nominees to the Board. Such criteria shall include: the highest level of personal and professional ethics and integrity; practical wisdom and mature judgment; broad training and significant leadership experience in business, entertainment, technology, finance, corporate governance, public interest or other disciplines relevant to our long-term success; willingness to represent the best interests of all our stockholders and objectively appraise management’s performance; and diversity of race, ethnicity, gender and age.
- Establish a process for identifying and evaluating candidates for the Board, which shall incorporate the criteria set forth above.

- Provide recommendations to the Board regarding nominees for Board membership, whether for the slate of director nominees to be proposed by the Board to the stockholders or any director nominees to be elected by the Board to fill new director positions or interim director vacancies. The Committee shall also make recommendations to the Board regarding nominees recommended by any of the Company's stockholders or record, so long as such individual has been nominated in accordance with all of the policies adopted by the Committee.
- Establish a policy with regard to the consideration of any director candidates recommended by stockholders.
- Evaluate from time to time the appropriate size (number of members) of the Board and recommend any increase or decrease.
- Recommend, as appropriate, changes in the structure, operation and membership of committees of the Board to more accurately reflect the needs of the business of the Company, 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.
- Determine the effect of a change in the employment or other status of a director and whether to request the Board to consider the resignation of such director if the Board determines such action is warranted.

Corporate Governance

- With advice from the Company's General Counsel and outside legal counsel, periodically review and recommend changes to the Company's Certificate of Incorporation and Bylaws as they relate to corporate governance matters.
- Regularly review issues and developments related to corporate governance and review and reassess the adequacy of the Company's corporate governance policies and recommend any proposed changes to the Board for approval.
- Review and make recommendations to the Board with respect to any proposed transaction involving any actual or potential conflict of interest or corporate opportunity on the part of any member of the Board or any executive officer.
- Regularly review related party transactions for conflicts of interest and approve any such transactions.
- Receive comments from all directors regarding the effectiveness of the operation of the Board and its committees, including governance practices, 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.

- Perform any other activities consistent with the Certificate of Incorporation, THQ's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.
- Review the 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.
- Perform any other activities consistent with the Certificate of Incorporation, THQ's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.

Notwithstanding the foregoing, any action of the Committee may be subject to Board review and may be revised, modified or rescinded by the Board.

The Committee may form, and delegate authority to, subcommittees when it deems appropriate.

In performing its duties, the Committee will have full access to THQ's executives and personnel as necessary to carry out its responsibilities.

4. OUTSIDE ADVISORS

The Committee may obtain advice and assistance from outside legal or other advisors as it deems appropriate. It may retain these advisors without seeking approval of the Board. THQ 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. The Board shall designate one member of the Committee to serve as its Chairperson. The Chairperson will preside when present at all meetings of the Committee. Meetings may be called by any member of the Committee, by the Board, or by the management of THQ. Notice of all meetings shall be given, and waiver thereof determined, pursuant to the Company's bylaws. The Committee may meet by telephone or video conference and may take action by written consent. Each member of the Committee shall have one vote. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members. Minutes shall be taken at all meetings of the Committee, and shall be included in THQ's minute books.