

THQ INC. CODE OF BUSINESS CONDUCT AND ETHICS

For Directors, Officers and Employees:

Introduction. THQ and its subsidiaries worldwide (collectively, “THQ” or “the Company”) are committed to growing THQ’s position as a leading global developer and publisher of interactive entertainment software, in a manner that promotes the long-term success of the Company, its employees, and its stakeholders.

In pursuit of our goal, we strive to achieve the highest business and personal standards of ethics and honesty as well as compliance with all applicable governmental laws, rules and regulations.

Our policies on fair and equal treatment of employees, and our rules on conflict of interest, insider trading, confidentiality and security, substance abuse, and workplace violence, together form a foundation of our relationships with each other, with our business partners and our customers.

In carrying out our commitment to the above commitments, goals and policies, the Company has adopted this Code of Business Conduct and Ethics (the “Code”). This Code applies to each and every director, officer and employee of THQ, whose obligation is to become familiar with the goals and policies of the Company and to integrate them into every aspect of our business. Our ethics are ultimately determined by all of us as we do our daily jobs. Our standard has been, and will continue to be, that of the highest ethical conduct.

This Code cannot and is not intended to cover every applicable law or provide answers to all questions that might arise; for that we must ultimately rely on each person’s good sense of what is right, including a sense of when it is proper to seek guidance from others on the appropriate course of conduct. Because our business depends upon the reputation of the Company and its directors, officers and employees for integrity and principled business conduct, in many instances this Code goes beyond the requirements of the law.

Compliance with Laws, Rules and Regulations. THQ complies with all applicable laws and regulations in the conduct of its activities and expects that all of its officers, directors and employees will do the same. In addition, THQ requires that its officers and employees comply with the workplace policies and the rules outlined in this Code.

Equal Employment Opportunity. THQ is committed to an employment environment that is free from all aspects of illegal discrimination. We employ, retain, promote, terminate and otherwise treat all employees and job applicants based on merit, qualifications, competence and talent. We apply this policy without regard to an individual’s gender, race, color, religion, national origin, ancestry, pregnancy, age, sexual orientation, gender identity, marital or family status, veteran status, medical condition, disability or political belief.

Harassment. THQ is committed to an environment free from unlawful harassment. We do not tolerate sexual harassment or harassment based on gender, race, color, religion, national origin, ancestry, pregnancy, age, sexual orientation, gender identity, marital or family status, veteran status, medical condition, disability or political belief, whether it's verbal, physical, visual or a form of retaliation for any complaint of harassment. The Policy Against Harassment is detailed in THQ's Employee Handbook, which all employees receive. All new employees receive THQ's Sexual and Other Unlawful Harassment Policy and are expected to read and abide by it. Further, employees are expected to complete an electronic workplace harassment program.

Confidentiality, Security and Protection of THQ's Intellectual Property. Every director, officer and employee has a duty to respect the confidentiality of THQ's information and the information of our suppliers and customers. In addition, directors, officers and employees must refrain from using any confidential information belonging to former employers. We may only access, use and disclose confidential information that is necessary for us to have in the course of performing our duties. We may not disclose confidential information to other employees or contractors at THQ unless it is necessary for those employees or contractors to have such confidential information in the course of their duties. We may not disclose confidential information to third parties unless authorized by THQ or legally mandated.

We also have a duty to protect THQ's intellectual property and other business assets, whether those assets are owned, licensed, or otherwise held by the Company. We take our intellectual property, business systems and the security of Company property very seriously. THQ's files, personal computers, network software, internet access, email, voice mail and other business equipment and resources are provided for business use and are the exclusive property of the Company; THQ does not tolerate misuse of Company property.

Many THQ employees are creative by nature and want to continue their creative activities outside of work. However, employees must receive written permission from an officer in the legal department before developing, outside of THQ, any intellectual property that is or may be related to our current or potential business. Employees should contact the legal department for assistance in following procedures regarding permissions.

These and other obligations relating to confidentiality, security and THQ's intellectual property can be found in the Employee Handbook and the Confidentiality, Non-Solicitation and Work for Hire Agreement and Assignment of Rights document signed by each new THQ employee.

Substance Abuse. Although celebrations are an important part of THQ's culture and we permit moderate consumption of alcohol (by those of legal age) at certain Company meetings and other events, our policy on substance abuse is quite clear: 1) we do not permit any use of illegal drugs by directors, officers, employees, visitors or contractors on Company premises at any time of day or night or at any THQ sponsored event; 2) officers and employees should report to work in condition to perform their duties, free from the influence of drugs or alcohol; and 3) while we continue to permit moderate consumption of alcohol at certain Company events which almost always are at the end of a work day, work week, or on holidays, we strongly urge directors, officers and employees to be responsible in their use of alcohol and to scrupulously avoid driving under the influence of a drug or alcohol.

An officer or employee who must take a legal drug, which may affect an employee's ability to perform work for THQ, is required to discuss the situation with Human Resources.

Violence. Violence of any kind is unacceptable at the workplace, at any event sponsored by THQ, or during any time a director, officer or employee is acting on behalf of THQ. This includes actual physical conduct as well as threats, intimidation and portrayals of violence in pictures or written materials. Furthermore, weapons are prohibited on Company property and while off site conducting THQ business.

Corporate Communications. The Company is committed, consistent with legal and regulatory requirements, to maintaining an active and open dialogue with its security holders and potential investors. No persons other than Authorized Spokespersons (as defined in the THQ Regulation FD Policy) are authorized to speak on behalf of the Company to securities analysts, broker-dealers, security holders and certain other types of persons. Employees should consult the THQ Regulation FD Policy to review specific requirements.

Conflicts of Interest. Directors, officers and employees of THQ have a duty of loyalty to the Company. They must act honestly and ethically and must avoid entering into any transactions where they may actually or appear to benefit from their position with the Company. This includes the use of an officer or employee's relationship with the Company for personal profit of advantage, either directly or indirectly. A conflict situation can arise when an employee, officer or director takes actions or interests that may make it difficult to perform his or her work objectively and effectively.

To review the policy and specific employee reporting procedures, employees should refer to the Company's policy regarding Conflicts of Interest in the Employee Handbook.

All directors, officers, and employees of THQ are expected to use good judgment in how they conduct themselves in the marketplace. Towards this end all THQ representatives are expected to avoid any activity that creates an actual or potential conflict of interest, *i.e.*, any situation in which our actions or loyalties are divided between personal interest and THQ's interests, or between THQ's interests and those of another. If an employee is unsure whether a conflict exists, he or she should consult his or her supervisor immediately. In the event of an actual or possible conflict of interest, employees must immediately report the circumstances to the Executive Vice-President, Business & Legal Affairs at (818) 871-5080. When an unapproved conflict of interest is found to exist, the conflict may result in discipline up to and including immediate termination of employment.

The following activities are examples of conflicts of interest and are prohibited unless employees receive prior written approval from the Executive Vice-President, Business & Legal Affairs:

- Owning, operating, acting as a director for, being employed as an employee or consultant by, or in any way providing managerial, consulting or other services to any business that competes, directly or indirectly, with THQ or that is related to the business of THQ.
- Engaging in any business transaction with THQ except in connection with our regular employee programs.
- Having a direct or indirect personal financial relationship with a competitor, customer, or supplier of THQ; however, no conflict will exist in the case of ownership of less than 1 percent of the publicly traded stock of a corporation.

- On THQ's behalf, awarding a contract or entering into any other financial transaction with a family member or someone with whom you have a significant personal relationship.
- Engaging in any other employment or extensive personal projects during work hours, or using THQ property in other employment.
- Soliciting THQ employees, vendors, or customers to purchase goods or services of any kind for purposes not related to our business, or to make contributions to any organizations or in support of any non-THQ authorized causes.
- Soliciting business for a competitor, redirecting business away from THQ, or interfering with THQ's contracts.
- Soliciting or entering into any business or financial transaction with an employee whom you supervise, either directly or indirectly.
- Receiving gifts valued at greater than \$250.00 and/or which are outside of the bounds of reasonable and customary gifts (reasonable and customary gifts could be, for example, a modest Christmas gift or a modest congratulatory gift upon completion of a contract negotiation). Whenever you are in doubt with respect to the Company's rules regarding gifts, you are encouraged to consult with THQ's legal department.
- Directors and executive officers engaging in activities that could give rise to an actual or potential conflict of interest are expected to promptly notify the Chair of the Nominating/Corporate Governance Committee (or, if the director is the Chair of the Nominating/Corporate Governance Committee, another member of the Nominating/Corporate Governance Committee) and recuse themselves from participation in any deliberations made by the Board of Directors (or any Committee of the Board of Directors) relating to the matter giving rise to the actual or potential conflict.

In addition to the above activities that require prior written approval, soliciting or entering into a romantic relationship with an employee whom you either supervise, directly or indirectly, have influence over career decisions, or have access to sensitive personnel data requires notification to your direct manager and the Executive Vice-President, Human Resources & Administration, in order to ensure fair treatment and judgment across all employee decisions.

Corporate Opportunities. Directors, officers and employees owe a duty to THQ to advance its legitimate interests when the opportunity to do so arises. No director, officer or employee may: (a) take for himself or herself personally opportunities that are discovered through the use of THQ property, information or position; (b) use THQ property, information or position for personal gain; or (c) compete with THQ.

Special Ethical Considerations for Employees with Financial Reporting Obligations. It is THQ's policy to fully and fairly disclose the financial condition of the Company in compliance with applicable accounting principles, laws, rules and regulations. All books and records of THQ shall be kept in a manner as to fully and fairly reflect all Company transactions. Furthermore, the senior financial officers of THQ, including the principal financial officer and controller, or persons

performing similar functions, shall prepare full, fair, accurate, timely and understandable disclosure in reports and documents that THQ files with or submits to the Securities and Exchange Commission, and in THQ's other public communications.

Record Keeping. Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to the Company's record retention policies.

Securities Trades by THQ Personnel. THQ has adopted a policy prohibiting insider trading and tipping. It is the Company's goal to protect stockholder investments through strict enforcement of the prohibition against insider trading and tipping, as set forth in federal securities laws and regulations. No director, officer or employee may buy or sell securities of THQ at a time when in possession of "material non-public information." Passing such information to someone who may buy or sell securities (also referred to as "tipping") is also prohibited. The prohibition on insider trading and tipping applies to THQ securities and to securities of other companies if the director, officer or employee learns of material non-public information about those other companies in the course of his or her duties for THQ. This prohibition also extends to certain non-employees who may learn about the "material non-public information" about the Company such as spouses, relatives, and close friends of directors, officers or employees. Insider trading is both unethical and illegal and will be dealt with firmly. Directors, officers, and employees must review and acknowledge that they have received and read THQ's Insider Trading Policy. All employees receive this policy and are expected to read and abide by it.

Integrity and Fair Dealing in the Marketplace. Each director, officer and employee shall endeavor to deal fairly and in good faith with THQ's customers, stockholders, employees, suppliers, regulators, business partners, competitors and others. No director, officer or employee shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation, fraudulent behavior or any other unfair dealing practice.

We are committed to dealing fairly with our customers as well as our competitors. This includes complying with requirements of the U.S. antitrust laws and other applicable U.S. laws. As a global enterprise, we must also ensure integrity in our operations abroad as well. Compliance with the Foreign Corrupt Practices Act (the "FCPA") is one aspect of our global efforts. The FCPA is a federal anti-bribery law that makes it unlawful for any U.S. citizen or any representative of a U.S. corporation to give anything of value to a foreign official in order to obtain business. More information about our antitrust and FCPA principles can be obtained from the THQ legal department.

Raising Issues and Concerns Relating to the Code. This Code reflects the importance of integrity and honesty in everything we do at THQ. Anyone violating this Code will be subject to discipline up to and including termination. An employee who believes there has been a violation of the Code has a responsibility to report it. In addition, an employee who has any questions regarding his or her own conduct and how to act consistently with this Code should seek assistance from any appropriate Company representative. Any issue may be discussed with Human Resources or any member of an employee's management chain.

We have a specific process in place for reports of violations of the financial reporting obligations under this Code, accounting or internal auditing matters and/or the federal securities laws and regulations. For concerns in this category, employees, directors or stockholders can make reports to the Director of Internal Audit or the Executive Vice President, Business & Legal Affairs. If the individual feels it is important to remain anonymous, he or she may make a report directly to our independent reporting service, National Hotline Services, at (800) 826-6762. Further details on anonymous reporting are set forth in the THQ Ethics Hotline Policy available from the legal department or the human resources department. The Company will investigate any matter so reported and may take appropriate disciplinary and corrective action, up to and including termination.

Waivers of the Code. Any waiver of this Code for executive officers or directors may be made only by the Board or the Nominating and Governance Committee, or such other committee that the Board may from time to time designate either on a permanent or ad hoc basis, and will promptly be disclosed as required by law or regulation. Any waiver of this Code for employees, consultants, or other agents may be made by the Company's Executive Vice President, Business & Legal Affairs or by the Executive Vice President, Human Resources & Administration, who shall, when appropriate, act after consultation with the Board or a committee designated by the Board.