

AUDIT COMMITTEE CHARTER

I. Purposes

The Audit Committee of the Board of Directors' (the "Committee") is charged with providing assistance to the Board of Directors (the "Board") in fulfilling its responsibility to THQ Inc. ("THQ") and its stockholders in overseeing (a) management and its auditors in respect of corporate accounting, financial reporting practices, and the quality and integrity of the financial reports of THQ, including THQ's compliance with legal and regulatory requirements (b) the independent auditor's qualifications and independence, (c) the performance of THQ's internal audit function and independent auditors, and (d) the preparation of the report required by the rules of the Securities and Exchange Commission to be included in THQ's annual proxy statement.

It is not the role of the Committee to plan or conduct audits, to guarantee the accuracy or quality of THQ's financial statements or to determine that the financial statements are in accordance with generally accepted accounting principles and applicable laws and regulations. It is the responsibility of the Committee to maintain regular and open communication among the directors, the independent auditors, the internal auditors and the financial management of THQ.

II. Composition of the Committee

The Committee will consist of not less than three independent directors. To be considered "independent," the member must satisfy the requirements of all applicable laws and regulations relative to audit committee independence, including without limitation those of the NASDAQ Stock Market, LLC and the Securities and Exchange Commission ("SEC"), as determined by the Board. The members of the Committee shall possess such degree of financial or accounting expertise as may be required by law or by the regulations of the SEC or the NASDAQ Stock Market, LLC, as the Board of Directors interprets such qualification in its business judgment. Additionally, at least one member of the Committee shall in the judgment of the Board be an "audit committee financial expert" as defined by the rules and regulations of the SEC. The members of the Committee shall be appointed by the Board and shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal by the Board. Determinations as to whether a particular director satisfies the requirements for membership on the Audit Committee shall be made by the Board.

III. Responsibilities and Duties

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

- ***Responsibilities with Regard to the Independent Auditor.*** To the extent required by applicable law or regulation: (i) the Committee will be directly responsible for the appointment, compensation, retention and oversight of the independent auditor (including the resolution of any disagreements between management and the independent auditor regarding financial reporting), (ii) the independent auditor shall report directly to the Committee, (iii) the Committee shall approve in advance all auditing services (including comfort letters and statutory audits)

performed by the independent auditors, (iv) the Committee shall approve in advance all permitted non-audit services performed by the independent auditors; and (v) all non-audit services to be performed by the independent auditor shall be disclosed as required by applicable law or regulation. Additionally, the Committee shall ascertain that the lead (or concurring) audit partner from any public accounting firms performing audit services for THQ, serves in that capacity for no more than five fiscal years. In addition, the Committee shall ascertain that any partner other than the lead or concurring partner serves no more than seven years at the partner level on THQ's audit. The Committee may delegate to one or more members of the Committee the authority to grant pre-approvals required by this subsection, and the decisions of the member to whom this authority is delegated shall be presented to the Committee at the next scheduled meeting of the Committee.

- ***Annual Statement from the Independent Auditor.*** The Committee is responsible for obtaining from the independent auditor at least annually, a formal written statement delineating all relationships between the auditor and THQ, consistent with Independence Standards Board Standard 1, as may be amended. The Committee shall be responsible for conferring with the independent auditor with respect to any relationships or services disclosed on such statement that may affect the objectivity and independence of the independent auditor and for recommending to the Board of Directors such appropriate action as may be necessary to satisfy itself as to the qualifications, performance and independence of the independent auditor. To the extent required by law or regulation, the annual statement also shall describe: (a) the firm's internal quality control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by an inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and (c) any steps taken to deal with such issues.
- ***Risk Assessment and Accounting Controls.*** The Committee will review with the independent auditors, THQ's internal auditor, and appropriate financial and accounting personnel the adequacy and effectiveness of the accounting and internal controls over financial reporting of THQ, and guidelines and policies to govern the process by which risk assessment and risk management is undertaken, and will discuss with them any recommendations for the improvement of such controls.
- ***The Annual Audit.*** The Committee will meet with the independent auditors and financial management of THQ to review the scope of the proposed audit plan for the year and the audit procedures to be utilized, and at the conclusion thereof review such audit, including any comments or recommendations of the independent auditors.
- ***Review of Issues.*** The committee will regularly review with the independent auditor any audit problems or difficulties the auditor encountered in the course of

the audit work, including any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with management, and management's response.

- **Hiring Policies.** The Committee will establish hiring policies for employees or former employees of the independent auditors consistent with statutory and regulatory requirements.
- **Related Party Transactions.** The Committee will review and approve or disapprove any related party transactions.
- **Compliant Procedures.** The Committee will establish and maintain procedures for the (i) receipt, retention, and treatment of complaints received by THQ regarding accounting, internal accounting controls or audit matters, and (ii) the confidential, anonymous submission by employees of THQ of concerns regarding accounting or auditing matters.
- **Internal Audit.** The Committee will oversee THQ's internal audit function, including review and approval of the internal auditor's proposed annual audit plans, any material changes to those plans, and the coordination of such plans with the independent auditors. The Committee will also review the appointment, compensation, and replacement of THQ's Chief Audit Executive ("CAE"), and will review the independence, qualifications, and organizational structure of the internal audit function, as needed. The Committee will receive and review significant reports prepared by THQ's internal audit department, as well as management's response and follow-ups to such reports. The Committee will review the effectiveness of the internal audit function, including compliance with The Institute of Internal Auditors' *International Standards for the Professional Practice of Internal Auditing*. On a regular basis, meet separately with the CAE to discuss any matters that the committee or internal auditing believes should be discussed privately.
- **Earnings Releases.** The Committee will discuss with management all earnings press releases.
- **Review of Financial statements.** The Committee will discuss with management and the independent auditors the annual audited financial statements and the quarterly unaudited financial statements, including a discussion of all matters relevant thereto that are required to be discussed under applicable law or regulation or that the Committee otherwise considers it desirable to discuss. The Committee will review the annual financial statements and consider whether they are complete, consistent with information known to committee members, and reflect appropriate accounting principles. The Committee will understand how management develops interim financial information, and the nature and extent of internal and external auditor involvement. In its report which the Committee submits for THQ's annual proxy statement, the Committee shall disclose that it

has reviewed the audited financial statements and whether it has recommended to the Board that they be included in THQ's 10-K.

- ***Review of Additional Matters.*** The Committee will also review from time to time such additional matters as may be required by law or regulation, or that it deems advisable to review, including without limitation THQ's critical accounting policies and certifications by management of THQ's filings with the Securities and Exchange Commission. The Committee will review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements. The Committee will review with management and the external auditors all matters required to be communicated to the audit committee under generally accepted auditing standards.
- ***Separate Discussions.*** Periodically, the Committee shall meet separately with management, with the internal auditor, with the independent auditors and as a Committee.
- ***Investigations.*** The Committee will investigate any matter brought to its attention within the scope of its duties to the extent and in such manner as it considers appropriate (including confidential, anonymous submissions by employees of concerns regarding questionable accounting or auditing matters). The Committee will discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding THQ's financial statements or accounting policies.
- ***Ethics Policy Compliance.*** The Committee will annually review compliance with such code of ethics as the Board of Directors may adopt from time to time. The Committee will also review the process for communicating the code of ethics to the organization's personnel.
- ***Legal Compliance.*** The Committee will review compliance with THQ's legal compliance policies annually. The Committee will discuss with THQ's chief legal officer legal matters that may have a material impact on THQ's financial statements or compliance policies.
- ***Outside Advisors.*** The Committee may obtain advice and assistance from outside legal, accounting or other advisors as it deems appropriate. It may retain these advisors without seeking approval from the Board of Directors. THQ will provide appropriate funding, as determined by the Audit Committee, for payment of the compensation of the independent auditor and of any advisors engaged by the Committee, as well as for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

- ***Access to Management.*** The Committee shall have full access to THQ's executives and personnel as necessary to carry out its responsibilities.
- ***Review of Charter.*** The Committee will review the Committee Charter from time to time and at least annually and recommend any changes to the Board.
- ***Reporting to the Board.*** The Committee will report to the Board on the major items covered at each Committee meeting. The Committee will review with the full Board of Directors any issues that arise with respect to the quality or integrity of THQ's financial statements, THQ's compliance with legal or regulatory requirements, the performance and independence of THQ's independent auditors, or the performance of the internal audit function.
- ***Reporting to Shareholders.*** The Committee will report annually to the shareholders, describing the audit committee's composition, responsibilities and how they were discharged, and any other information required by rule including the approval of non-audit services.
- ***Other.*** The Committee will confirm annually that all responsibilities outlined in the charter have been carried out and evaluate the audit committee's and individual member's performance on a regular basis. Additionally, the Committee will perform such other functions as assigned by law, THQ's charter or bylaws, or the Board.

IV. Committee Meetings

The Committee will meet as often as necessary to carry out its responsibilities and in any event at four times per year and each time THQ proposes to issue a press release with its quarterly or annual earnings information. Meetings may be called by any Committee member and/or by the Chief Executive Officer or Chief Financial Officer of THQ. A majority of the total number of members of the Committee will constitute a quorum at all Committee meetings and the affirmative vote of a majority of the members present at any meeting at which a quorum exists will be empowered to act on behalf of the Committee. The Committee may meet by telephone or video and may also act by written unanimous consent. Minutes of each meeting and any unanimous consents will be duly filed in THQ records.