



## THQ INC. GLOBAL CODE OF CONDUCT

For Directors, Officers and Employees:

### **About the Global Code of Conduct**

THQ Inc. 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.

Each day we interact with a variety of individuals and groups—including our business partners, competitors, co-workers, shareholders, vendors, and the communities in which we operate. We are committed to interacting with all of these audiences in a respectful, ethical manner and in compliance with applicable laws and regulatory requirements.

In carrying out our commitment to the above commitments, goals and policies, the Company has adopted this Code of Conduct (the “Code”). On January 31, 2012, THQ’s Board of Directors amended the Code. 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.

If you become aware of a violation of this Code, applicable laws or our policies, you have an obligation to report it right away. If you are ever in doubt about the right thing to do in conducting THQ business, ask for help.

## **Compliance with the Code of Conduct**

The Code is a general guide to THQ's standards of business practices and compliance. Its requirements apply to THQ Inc., to all subsidiaries, and to all directors, officers, and employees of each.

Failure to read and/or acknowledge the Code does not exempt you from your responsibility to comply with the Code, applicable laws, regulations, and our policies that are related to your job.

THQ is a global company, and our business operations are subject to the laws of many different countries. THQ directors, officers and employees doing business internationally must comply with applicable laws and regulations and uphold the Code at all times. Cultural differences or local laws and customs may require a different interpretation of our Code. If this situation arises, always consult your manager or Business and Legal Affairs before taking any action.

The Code is not intended to and do not create an employment contract, and does not create any contractual rights between THQ and its officers and employees or create any express or implied promise for specific treatment in specific situations. Your employment relationship with THQ can be terminated at any time for any reason with or without cause unless otherwise required by local laws outside the United States.

## **Our Commitments to the Company**

### *Avoiding Conflicts of Interest*

When making business decisions, we must always consider what's in THQ's best interest. A conflict of interest may exist if your personal interests, activities, or relationships make it hard to perform your duties for THQ objectively and effectively. Even the appearance of a conflict of interest may damage THQ's reputation.

We expect our directors, officers and employees to avoid real or apparent conflicts of interest.

### **Examples of conflicts of interest**

You may have a conflict of interest if you, a family member, or a member of your household:

- Own, operate, act as a director for, are employed as an employee or consultant by, or in any way provide managerial, consulting or other services to any business that competes, directly or indirectly, with THQ or that is related to the business of THQ.
- Engage in any business transaction with THQ except in connection with our regular employee programs.
- Have 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, award a contract or enter into any other financial transaction with a family member or someone with whom you have a significant personal relationship.

- Engage in any other employment or extensive personal projects during work hours, or use THQ property in other employment.
- Solicit 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.
- Solicit business for a competitor, redirecting business away from THQ, or interfere with THQ's contracts.
- Solicit or enter into any business or financial transaction with an employee whom you supervise, either directly or indirectly.
- Give or receive gifts that are outside of the bounds of reasonable and customary gifts (reasonable and customary gifts could be, for example, a modest holiday gift or a modest congratulatory gift upon completion of a contract negotiation).

If you believe you have an actual or potential conflict of interest, you must immediately report the circumstances to the Executive Vice-President, Business & Legal Affairs at (818) 871-5080. If you are unsure whether a conflict exists, you should consult your manager, who will assist you in seeking guidance.

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.

### *Keeping Accurate Records*

Our record keeping must always be accurate, legal and proper. We are required to submit many documents and reports to the U.S. Securities and Exchange Commission and other regulators. These materials and any other THQ public communications must be complete, fair, accurate, timely and easy to understand.

If you suspect improper record keeping, report it immediately to your manager, THQ's Controller or THQ's Chief Financial Officer. You may also report your concern anonymously via the THQ Hotline, which is run by an independent reporting service, Global Compliance, at (800) 826-6762.

### *Accounting Controls*

We keep books, records and accounts in a way that shows a fair and accurate accounting of all business transactions and use of assets. Our records reflect reasonable detail to show the true nature of revenues, costs and expenses.

We will never alter or falsify a THQ company record. Unless permitted by applicable law or regulation, we do not execute off-balance sheet transactions, arrangements and obligations or maintain unrecorded funds or assets. If such transactions are allowed, we disclose them as required by the U.S. Securities and Exchange Commission or other applicable rules or regulations.

Officers and employees with financial reporting obligations are expected to build and maintain an internal accounting system with controls that:

- Prevent unauthorized, unrecorded or inaccurately recorded transactions.
- Result in preparation of financial statements based on generally accepted accounting principles.

### *Bribes and Other Illegal Payments*

We are committed to dealing fairly with our customers as well as our competitors. This includes complying with all applicable anti-corruption and anti-bribery laws in the countries where we do business. These include the U.S. Foreign Practices Act (“FCPA”) and U.K. Bribery Act 2010. These laws make it illegal for companies to offer, pay or approve payments to government officials or others in order to influence official action or otherwise gain an improper advantage. This is true regardless of whether the payment is made directly or through a third party. Anti-bribery laws apply to bribes of both government officials and private individuals or companies. More information about anti-corruption and anti-bribery laws can be obtained from the THQ’s Business and Legal Affairs Department.

### *Proper Use of THQ Resources*

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.

You are responsible for safeguarding any THQ confidential or proprietary information under your control. If you leave or are no longer affiliated with THQ, company property, resources and confidential information remain with THQ.

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.

### *Business Opportunities*

Business opportunities that come to you through access to THQ property or information, or through your position at THQ, belong to THQ. They should not be used for your benefit or the benefit of a friend or family member.

### *Communicating Publicly*

When communicating in any public venue — including via the Internet or on social media sites — if your THQ affiliation is known, you must take care to keep your own views separate from THQ's views.

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 Inc. Policy on Fair Disclosure to Investors (the "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 Regulation FD Policy or contact the Director of Investor Relations to review specific requirements.

**Because companies are watched closely, any public statement that may be linked to THQ must be given care. You may not speak for THQ unless you have received approval to do so.**

## Our Commitments to One Another

### *Respect in the Workplace*

We strive for a workplace that is inclusive and safe for our employees and business partners. Our policies and programs are designed to promote fairness and respect for all individuals, and to foster a workplace where diversity and inclusion are valued. We treat one another with respect and collaborate to achieve results. We do not tolerate discrimination, harassment or retaliation. Behaviors that put our employees or business partners at risk are not allowed.

### *Fair Employment Practices*

THQ is committed to an employment environment that is free from all aspects of discrimination. We base employment decisions, including selection, development and compensation decisions, on an individual's qualifications, skills and performance. We do not base these decisions on personal characteristics or status, such as race, color, sex, pregnancy, national origin, citizenship, religion, age, disability, veteran status, sexual orientation, gender identity, marital status, and/or genetic information.

### *Harassment-free Workplace*

THQ is committed to an environment free from harassment. We do not tolerate inappropriate behavior or harassment involving employees or business partners, including when it is based on the characteristics or statuses described above. Harassment is any behavior that unreasonably interferes with a person's job performance, or creates a workplace that is intimidating, hostile or offensive.

We treat others with respect, and refrain from unwelcome or potentially offensive verbal or physical behavior, including slurs, name calling, jokes, touching and other potentially harassing or intimidating actions.

Managers are expected to:

- Administer THQ policies and programs in a way that is appropriate, consistent and does not discriminate.
- Monitor the workplace and take steps to prevent and address inappropriate behavior.
- Make reasonable accommodations for workers with disabilities in keeping with the laws that apply.

The Policy Against Harassment is detailed in THQ's Employee Handbook for all employees in the United States. New employees in the U.S. receive THQ's Sexual and Other Unlawful Harassment Policy and are expected to read and abide by it. In other countries, employees receive information on and are expected to abide by local laws governing anti-harassment.

Violation of the Policy or applicable anti-harassment laws could result in discipline up to and including the termination of your employment.

### *Personal Relationships*

To avoid even the appearance of favoritism in the workplace, people with close personal relationships may not be in supervisory/subordinate reporting relationships or other positions of authority that can influence employment decisions. For example, you may not supervise or be supervised by a relative, or anyone with whom you have a close personal relationship.

If you find yourself in this situation, you must disclose it by calling your local senior-most HR officer. Failure to disclose a personal relationship in your reporting chain could be grounds for disciplinary action up to and including the termination of your employment.

### *Safe and Healthy Workplace*

We want a workplace that protects the health and safety of our employees and business partners. That is why THQ prohibits intimidating behavior, threats and acts of violence in our workplace. We also require a workplace that is free from illegal drugs and improper use of alcohol.

### *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.

### *Security and Workplace Violence*

Security is everyone's concern at THQ. We do not allow unauthorized or unwanted persons to trespass on THQ property. Each of us must be aware of specific security concerns that may exist at our workplace and report any suspicious persons or activities to either your manager or the local police, as applicable.

It is against THQ policy to bring weapons, firearms, ammunition, explosive devices and dangerous substances on to THQ-owned or leased property. We do not tolerate acts or threats of violence, either verbal or physical. If you are in the U.S., immediately report any danger or threat to the head of your local human resources department and/or to your local police. If you are outside of the U.S., contact your local law enforcement.

## Our Commitments to Conduct Business Fairly

### *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.

In conducting THQ business, we follow these guidelines:

- Refuse to participate in any conduct or sales practice that is intended to mislead, manipulate, or take unfair advantage of anyone.
- Refuse to be part of the following or any other practices that may illegally restrain competition, such as fixing prices.
- Do not discuss or share sensitive competitive information (for example, relating to pricing or market share) with representatives of other companies or industry and trade associations, unless your manager, in consultation with internal legal counsel, has given you approval to do so.
- Consult with internal legal counsel on any matter relating to actual or potential noncompliance with any law or regulation or any of THQ's contractual commitments.
- Know and follow our Records Retention Policy. Never destroy a document that could be relevant to an anticipated or pending lawsuit or investigation. On these issues, seek the direction of internal legal counsel.

### *Insider Trading*

THQ has adopted a policy prohibiting insider trading and tipping. Insider trading refers to the illegal practice of trading securities while possessing "material nonpublic information" about a company.

**Material Information** is information that a reasonable investor would think is important when making a decision about buying, holding or selling a company's securities. Information that affects the price of THQ's stock is typically "material." Information is considered "**nonpublic**" until it is made publicly available (via a press release or public filing with the Securities and Exchange Commission, for example) **and** the public and the financial markets have had time to read and understand it.

Insider trading is unethical and illegal under U.S. federal law and other local securities laws. It is generally illegal for any person who possesses "material nonpublic" information about a company to:

- Buy or sell stock or options of that company; or
- Tell or "tip" anyone else by communicating the nonpublic information to them.

You must follow all insider trading and securities laws, regulations and policies (including THQ's "blackout policy" which prohibits directors, officers and certain employees from trading in THQ's securities on specified days) applicable to securities transactions and nonpublic information. Insider trading will be dealt with firmly by THQ, and both you and THQ could face civil and criminal penalties for insider trading.

Directors, officers, and employees must read THQ's Insider Trading Policy. All employees receive this policy and are expected to read and abide by it. For questions, you should contact internal legal counsel.

## **Code Administration and Waiver**

### *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 the termination of your employment. An employee who believes there has been a violation of the Code has a responsibility to report it to the proper person, as indicated in this Code. 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 THQ's chief Internal Audit officer 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, Global Compliance, 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.

It is against THQ policy to retaliate against any employee for raising complaints in good faith.

### *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 most senior officer in THQ's Human Resources department.