ELECTRONIC ARTS INC.
Form DEF 14A
June 15, 2018
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant x	Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨	Preliminary Proxy Statement
¨	Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
x	Definitive Proxy Statement
¨	Definitive Additional Materials
¨	Soliciting Material Pursuant to §240.14a-12

ELECTRONIC ARTS INC.
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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Electronic Arts Inc. Notice of 2018 Annual Meeting of Stockholders
DATE: August 2, 2018
TIME: 2:00 p.m. (Pacific)
PLACE: ELECTRONIC ARTS' HEADQUARTERS
Building 250*
209 Redwood Shores Parkway
Redwood City, CA 94065
* Please note: Building 250 is located on the headquarters' campus at 250 Shoreline Drive
MATTERS TO BE VOTED UPON:

Agenda Item		Board of Directors Recommendation
1.	The election of nine members of the Board of Directors to hold office for a one-year term.	FOR ALL
2.	Advisory vote on the compensation of our named executive officers.	FOR
3.	Ratification of the appointment of KPMG LLP as our independent public registered accounting firm for the fiscal year ending March 31, 2019.	FOR
4.	Any other matters that may properly come before the meeting.	

Any action on the items of business described above may be considered at the 2018 Annual Meeting of Stockholders (the "Annual Meeting") at the time and on the date specified above or at any time and date to which the Annual Meeting may be properly adjourned or postponed.

Stockholders of record as of the close of business on June 8, 2018 are entitled to notice of the Annual Meeting and to attend and vote at the Annual Meeting. A live audio webcast of the Annual Meeting will also be made available at http://investor.ea.com.

Your vote is important. You do not need to attend the Annual Meeting to vote if you have submitted your proxy in advance of the meeting. Whether or not you plan to attend the Annual Meeting, we encourage you to read this Proxy Statement and submit your proxy or voting instructions as soon as possible, so that your shares may be represented at the Annual Meeting. You may vote on the Internet, in person, by telephone, or, if you requested to receive printed proxy materials, by mailing a proxy card or voting instruction card. For specific instructions on how to vote your shares, please refer to the instructions on the Notice of Internet Availability of Proxy Materials ("Notice") you received in the mail, the section titled "Commonly Asked Questions and Answers" beginning on page 55 of this Proxy Statement or, if you requested to receive printed proxy materials, your enclosed proxy card. Please note that this Proxy Statement, as well as our Annual Report on Form 10-K (the "Annual Report") for fiscal year ended March 31, 2018, is available at http://investor.ea.com.

By Order of the Board of Directors,

Jacob J. Schatz
Executive Vice President, General Counsel
and Corporate Secretary

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In this Proxy Statement, we may make forward-looking statements regarding future events or the future financial performance of the Company. Statements including words such as "anticipate," "believe," "estimate" or "expect" and statements in the future tense are forward-looking statements. These forward-looking statements are subject to risks and uncertainties that could cause actual events or actual future results to differ materially from those set forth in the forward-looking statements. Please refer to the Annual Report for a discussion of important factors that could cause actual events or actual results to differ materially from those discussed in this Proxy Statement. These forward-looking statements speak only as of the date of this Proxy Statement; we assume no obligation to, and do not necessarily intend to, update these forward-looking statements.

2018 PROXY STATEMENT SUMMARY AND HIGHLIGHTS

This summary highlights information contained in this Proxy Statement, and it is qualified in its entirety by the remainder of this Proxy Statement which was distributed and/or made available via the Internet to stockholders on or about June 15, 2018 along with the Electronic Arts Inc. Notice of 2018 Annual Meeting of Stockholders, Annual Report and form of proxy. You are encouraged to read the entire Proxy Statement carefully before voting. In this Proxy Statement, the terms "EA," "we," "our" and "the Company" refer to Electronic Arts Inc.

FISCAL 2018 SUMMARY OF EA'S BUSINESS

EA's core strategies continued to deliver award-winning games and services to our players and deep player engagement. The breadth and depth of EA's portfolio of games across key platforms, combined with our focus on live services to extend and enhance our games, generated strong financial results for the Company. We exceeded our net revenue and operating income guidance for fiscal 2018, drove higher gross margins, increased our cash provided by operations and invested in products and services for the future.

Fiscal 2018 GAAP Financial and Operating Highlights

- We generated $5,150 million of net revenue and $3.34 diluted earnings per share.
- Our digital net revenue increased to $3,450 million and represented 67% of our total net revenue.
- Operating profit margins were 27.8%.
- We delivered net income of $1,043 million and operating cash flow of $1,692 million.
- We generated net bookings for a fiscal year of $5,180 million.
- Titles in our top franchises, including FIFA 18, Battlefield 1, Star Wars Battlefront 2, The Sims 4, our live services including Ultimate Team in our sports franchises and mobile titles including Star Wars: Galaxy of Heroes and Madden NFL Mobile delivered hundreds of millions of hours of entertainment.
- We repurchased 5.3 million shares for $601 million.

The financial performance, operational achievements and other fiscal year events summarized above provide context for the compensation decisions made by the Compensation Committee and Board of Directors in fiscal 2018 as we continue to structure our executive compensation program to align with pay-for-performance considerations. The Company's executive compensation program is designed to reward our officers for the achievement of specific Company-wide financial objectives and the creation of long-term stockholder value.

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EXECUTIVE COMPENSATION HIGHLIGHTS

Compensation Principles — Promoting Pay-for-Performance

The design of our compensation programs is guided by a compensation philosophy based on three core principles intended to attract and retain high-performing executives and promote a pay-for-performance approach to executive compensation:

- Principle 1 — Cash Compensation: A significant portion of each NEO's cash compensation should be at risk, based on the annual financial and operational performance of the Company, in addition to the NEO's individual performance;
- Principle 2 — Equity Compensation: A significant portion of each NEO's total compensation should be provided in the form of long-term equity to enhance alignment between the interests of our NEOs and our stockholders and to promote long-term retention of a strong leadership team in an industry and geographic area that are highly competitive for executive talent; and
- Principle 3 — Target Total Direct Compensation: The target total direct compensation package for each NEO should be consistent with market practices for executive talent and should reflect each NEO's individual experience, responsibilities and performance.

Our executive compensation programs are designed to align the interests of our executives with the interests of our stockholders.

What We Do	What We Don't Do
þ Incorporate both performance-based restricted stock units ("PRSUs") and time-based restricted stock units ("RSUs")	x Have a "single-trigger" change in control plan
þ Require at least 50% of our executive officers' total equity value to be granted in the form of PRSUs	x Provide excise tax gross-up upon a change in control
þ Require our executives to satisfy stock ownership guidelines	x Have executive employment contracts (other than as required by local jurisdictions)
þ Prohibit all employees from engaging in hedging transactions in EA stock and prohibit executive officers from pledging EA common stock	x Reprice options without stockholder approval
þ Conduct annual "say on pay" advisory votes	
þ Recover (clawback) equity compensation for misconduct in the event of a financial restatement	
þ Align performance-based equity vesting with stockholder interests	

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BOARD NOMINEES

The following table provides summary information about our director nominees, each of whom is a current director of the Company.

Name	Principal Occupation	Director Since	Independent	Committee Memberships
Mr. Leonard S. Coleman	Former President of The National League of Professional Baseball Clubs	2001	X	NG, C
Mr. Jay C. Hoag	Founding General Partner, Technology Crossover Ventures	2011	X	C (chair)
Mr. Jeffrey T. Huber	Vice Chairman, GRAIL, Inc.	2009	X	A
Mr. Lawrence F. Probst III (Chairman)	Chairman, United States Olympic Committee	1991	X	
Ms. Talbott Roche	President and Chief Executive Officer, Blackhawk Network Holdings, Inc.	2016	X	C
Mr. Richard A. Simonson	Executive Vice President, Chief Financial Officer, Sabre Corporation	2006	X	A (chair)
Mr. Luis A. Ubiñas (Lead Director*)	Former President, Ford Foundation	2010	X	NG (chair)
Ms. Heidi J. Ueberroth	President, Globicon	2017	X	
Mr. Andrew Wilson	Chief Executive Officer, Electronic Arts Inc.	2013		

*Elected by independent directors
NG: Nominating and Governance Committee
C: Compensation Committee
A: Audit Committee

On May 30, 2018, EA announced that Mr. Vivek Paul and Ms. Denise Warren would retire from the Board of Directors, effective as of the date and time of the Annual Meeting. The Board of Directors has determined to reduce the size of the Board of Directors from eleven members to nine members, effective as of the date and time of the Annual Meeting and thus is nominating nine directors for election or re-election at the Annual Meeting. The Board of Directors will designate a board member to succeed Ms. Warren on the Audit Committee.

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BOARD DIVERSITY AND REFRESHMENT

The Board of Directors routinely assesses its composition and believes that stockholder value can be driven by a board that balances the knowledge and understanding of the Company's business that results from long-term service with the fresh perspective and ideas driven by the addition of new members. In addition, the Board of Directors believes that complementary and diverse perspectives, whether based on business experience, diversity of gender, ethnicity, culture or other factors, contribute to the Board of Directors' effectiveness as a whole. The Board of Directors has regularly added new members - three of our nine director nominees have served for five years or less - and the two most recent additions to the Board of Directors, Ms. Talbott Roche and Ms. Heidi Ueberroth, represent an increase in the Board of Directors' gender diversity.

* Mr. Coleman, Ms. Roche, Mr. Ubiñas, Ms. Ueberroth

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CORPORATE GOVERNANCE HIGHLIGHTS AND REPORT

Board Independence	
Independent Director Nominees	8 of 9
Independent Lead Director	Luis A. Ubiñas
Independent Board Committees	All
Conflict of Interest Policy	Yes
Director Elections	
Frequency of Board elections	Annual
Voting standard for uncontested elections	Majority of votes cast
Stockholder proxy access	Yes
Board Operations	
Number of incumbent directors that attended 100% of applicable Board and standing committee meetings in fiscal 2018;	8 of 11
Number of incumbent directors that attended at least 80% of all applicable meetings	11 of 11
Board Evaluations	Annual
Committee Evaluations	Annual
Director stock ownership requirement	Yes, 5x retainer
Chairman/CEO role	Split
Stockholder Rights	
Voting rights for all shares	One-share, one-vote
Poison Pill	No
Supermajority Voting Provisions	None

CORPORATE SOCIAL RESPONSIBILITY

Diversity and Inclusion. We believe in creating games and experiences for our global player community that are a reflection of a diverse world. As we aim to inspire the world to play, a diverse and inclusive workforce enables us to deliver the games and experiences that inspire and delight our diverse player community. We are investing in internal and external initiatives that empower our employees, celebrate diversity and foster inclusion within EA and our communities, including employee resource groups and inclusion training courses.

Equal Pay for Equal Work. EA believes in equal pay for equal work, and we have made efforts across our global organization to promote equal pay practices. We are committed to continuing to assess pay equity and aim for equal pay for equal work across our global organization.

Sustainability. We aim to integrate environmental responsibility and sustainability into our operational and product strategies. We reduce our carbon footprint by the manner through which we bring our games and services to players and by making environmentally-conscious choices in our offices worldwide.

Our business is transforming as players increasingly engage with our games and services digitally instead of purchasing disc-based products through retailers. Delivering digital games to our players does not require the manufacturing, packaging, and distribution of physical discs, which reduces our carbon footprint and the waste generated by our operations. We recognize that reliably delivering digital products and operating our increasingly digital business has increased our reliance on data centers, and the associated energy consumption. As a result, we aim to manage a significant portion of our data center usage through partners that have made a commitment to increasing the amount of renewable energy in their electricity supply.

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BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Each of the following directors has been nominated for election or re-election at the Annual Meeting. As set forth below, we believe each of these directors brings a valuable and unique perspective to the Board of Directors and has the necessary experience, skills and attributes to serve on the Board of Directors and contribute to its overall effectiveness, and the Board of Directors has concluded that each is qualified to serve as a director based on the experiences, qualifications and attributes set forth below.

Leonard S. Coleman

Director since 2001

Mr. Coleman, age 69, served as Senior Advisor to Major League Baseball from 1999 until 2005 and, from 2001 to 2002, was the Chairman of ARENACO, a subsidiary of Yankees/Nets. Mr. Coleman was President of The National League of Professional Baseball Clubs from 1994 to 1999. Mr. Coleman also serves on the board of directors of Avis Budget Group, Inc., Hess Corporation and Omnicom Group Inc. and has served as a director of Aramark and Churchill Downs Incorporated during the past five years.

Mr. Coleman brings a wealth of corporate governance, public sector and international experience to the Board of Directors from his years of service on the boards of directors for numerous large, public companies and his involvement in diverse public-service organizations, as well as his extensive knowledge of the sports industry.

Jay C. Hoag

Director since 2011

Mr. Hoag, age 60, co-founded Technology Crossover Ventures, a leading provider of growth capital to technology companies, in 1995, and serves as its Founding General Partner. Mr. Hoag serves on the board of directors of Netflix, Inc., TripAdvisor, Inc. and Zillow Group, Inc. and several private companies. Mr. Hoag also serves on the Boards of Trustees of Northwestern University and Vanderbilt University, and on the Investment Advisory Board of the University of Michigan. Mr. Hoag has served as a director of TechTarget, Inc. during the past five years. Mr. Hoag holds a B.A. from Northwestern University and an M.B.A. from the University of Michigan.

As a venture capital investor, Mr. Hoag brings strategic insight and financial experience to the Board of Directors. He has evaluated, invested in and served as a board member and compensation committee member at numerous companies, both public and private, and is familiar with a full range of corporate and board functions. His many years of experience in helping companies shape and implement strategy provide the Board of Directors with useful perspectives on matters such as risk management, compensation program structure and design, corporate governance, talent selection and management.

Jeffrey T. Huber

Director since 2009

Mr. Huber, age 50, is the Vice Chairman of GRAIL, Inc., a life sciences company. Previously, Mr. Huber served as Senior Vice President of Alphabet Inc. (formerly Google Inc.), where he worked from 2003 to 2016. From 2001 to 2003, Mr. Huber served as Vice President of Architecture and Systems Development at eBay Inc. Prior to joining eBay, Mr. Huber was Senior Vice President of Engineering at Excite@Home, where he worked from 1996 to 2001. Mr. Huber has served on the board of directors of Illumina, Inc. during the past five years. Mr. Huber holds a B.S. degree in Computer Engineering from the University of Illinois and a Masters degree from Harvard University. Mr. Huber serves as a visiting scholar at Stanford University.

Mr. Huber has extensive operational and management experience at companies that apply rapidly-changing technology. Mr. Huber's experience at Alphabet and eBay, in particular, provide background and experience, including risk management experience with respect to consumer online companies that deploy large-scale technological infrastructure.

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Lawrence F. Probst III
Director since 1991, Chairman since 1994
Mr. Probst, age 68, has been our Chairman of the Board of Directors since July 1994. He was employed by EA from 1984 to 2008, as well as from March 2013 until December 2014, serving as our Chief Executive Officer from 1991 until 2007 and as our interim Chief Executive Officer from March 2013 until September 2013. Mr. Probst serves as the Chairman of the board of directors of the U.S. Olympic Committee and is a member of the International Olympic Committee. Mr. Probst has served as a director of Blackhawk Network Holdings, Inc. during the past five years. Mr. Probst holds a B.S. degree from the University of Delaware.
Mr. Probst served as the Company's Chief Executive Officer for more than 15 years and has served as the Chairman of the Board of Directors for over 20 years. Mr. Probst contributes to the Board of Directors his deep understanding of the Company's operational and strategic business goals and direct experience with Company and industry-specific opportunities and challenges.
Talbott Roche
Director since June 2016
Ms. Roche, age 51, has served as Chief Executive Officer and a member of the board of directors of Blackhawk Network Holdings, Inc., a leading prepaid payment network, since February 2016, and as President since November 2010. Ms. Roche has held several positions at Blackhawk Network Holdings since joining in 2001, including Senior Vice President, Marketing, Product and Business Development and Assistant Vice President. Prior to joining Blackhawk Network Holdings, Ms. Roche served as a Branding Consultant and Director of New Business Development for Landor Associates, a marketing consulting firm, and held executive positions at News Corporation, a media and marketing services company. Ms. Roche has previously served as a member of the board of directors of the Network Branded Prepaid Card Association, a trade association. Ms. Roche holds a B.A. in economics from Stanford University.
Ms. Roche brings to the Board of Directors her operational and management experience within a global organization. In addition, Ms. Roche's understanding and experience with digital commerce, marketing and consumer trends provide the Board of Directors with valuable perspective.
Richard A. Simonson
Director since 2006
Mr. Simonson, age 59, has served as Executive Vice President and Chief Financial Officer of Sabre Corporation since March 2013. Previously, Mr. Simonson served as President, Business Operations and Chief Financial Officer of Rearden Commerce from April 2011 through May 2012. From 2001 to 2010, Mr. Simonson held a number of executive positions at Nokia Corporation, including Executive Vice President, Head of Mobile Phones and Sourcing, Chief Financial Officer, and Vice President and Head of Customer Finance. Mr. Simonson also serves on the Board of Trustees of the SMU Lyle School of Engineering. Mr. Simonson served as a director of Silver Spring Networks, Inc. during the past five years. Mr. Simonson holds a B.S. degree from the Colorado School of Mines and an M.B.A. from Wharton School of Business at the University of Pennsylvania.
Mr. Simonson brings to the Board of Directors extensive financial expertise, corporate governance and risk management experience as a public company Chief Financial Officer. He also has extensive experience with the strategic and operational challenges of leading a global company.

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Luis A. Ubiñas
Director since 2010, Lead Director since 2015
Mr. Ubiñas, age 55, served as President of the Ford Foundation from 2008 to 2013. Prior to joining the Ford Foundation, Mr. Ubiñas spent 18 years with McKinsey & Company, where he held various positions, including Managing Director of the firm's west coast media practice working with technology, telecommunications and media companies. Mr. Ubiñas also serves on the board of directors of Boston Private Financial Holdings, Inc. and on the boards of several non-profit organizations. Mr. Ubiñas has served as a director of CommerceHub, Inc. and Valassis Communications, Inc. during the past five years. He holds a B.A. degree from Harvard College and an M.B.A. from Harvard Business School, is a fellow of the American Academy of Arts and Sciences and a member of the Council on Foreign Relations.
Mr. Ubiñas has extensive experience in business management and operations from his years of overseeing more than $12 billion in assets and over $500 million in annual giving at the Ford Foundation. In addition, through his prior experience as a Managing Director at McKinsey & Company, he has worked with technology, telecommunications and media companies in understanding the challenges and opportunities presented by digital distribution platforms and applications. Mr. Ubiñas has worked extensively with companies managing the transition from physical to digital distribution and business models.
Heidi J. Ueberroth
Director since 2017
Ms. Ueberroth, age 52, is the President of Globicon, a private investment and advisory firm focused on the media, sports, entertainment and hospitality industries. Prior to Globicon, Ms. Ueberroth served in several positions at the National Basketball Association between 1994 and 2013, including as President of NBA International from 2009 to 2013 and as President of Global Marketing Partnerships and International Business Operations from 2006 to 2009. Ms. Ueberroth also serves on the board of directors of the privately-held Four Seasons Hotels and Resorts, the privately-held Pebble Beach Company and on the boards of several non-profit organizations. Ms. Ueberroth has served as a director of Santander Consumer USA Holdings Inc. during the past five years. Ms. Ueberroth holds a B.A. degree from Vanderbilt University and serves on its Arts and Science Board of Visitors.
Ms. Ueberroth brings to the Board of Directors extensive global experience in the sports, media and entertainment industries, including with respect to developing and marketing products and services in Asian markets. In addition, Ms. Ueberroth's past and present board service bring the experience of overseeing strategic and operational challenges of a global company.
Andrew Wilson
Director since 2013
Mr. Wilson, age 43, has served as EA's Chief Executive Officer and as a director of EA since September 2013. Prior to his appointment as our Chief Executive Officer, Mr. Wilson held several positions within the Company since joining EA in May 2000, including Executive Vice President, EA SPORTS from August 2011 to September 2013 and Senior Vice President, EA SPORTS from March 2010 to August 2011. Mr. Wilson also serves as a director of Intel Corporation and is chairman of the board of the privately-held World Surf League.
Mr. Wilson has served as the Company's Chief Executive Officer since September 2013 and has been employed by EA in several roles since 2000. In addition to Mr. Wilson's extensive experience and knowledge of the Company and the industry, we believe it is crucial to have the perspective of the Company's Chief Executive Officer represented on the Board of Directors to provide direct insight into the Company's day-to-day operation and strategic vision.

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DIRECTOR INDEPENDENCE

Our Board of Directors has determined that each of our non-employee directors qualifies as an “independent director” as that term is used in the NASDAQ Stock Market Rules; each member of our standing committees is independent in accordance with those standards. Mr. Wilson, our CEO, does not qualify as independent. The NASDAQ Stock Market Rules have both objective tests and a subjective test for determining independence. The Board of Directors has not established categorical standards or guidelines to make these subjective determinations, but considers all relevant facts and circumstances. In May 2018, the Board of Directors, acting upon the recommendation of the Nominating and Governance Committee, determined that Mr. Probst, our Chairman of the Board, qualified as an independent director. Mr. Probst has not been an employee of the Company for over three years and meets all objective tests for independence. In addition, the Board of Directors determined that Mr. Probst meets the subjective tests of independence.

In addition to the board-level standards for director independence, the directors who serve on the Nominating and Governance, Audit and Compensation Committees each satisfy standards established by the SEC and the NASDAQ Stock Market to qualify as “independent” for the purposes of membership on those committees.

BOARD OF DIRECTORS, BOARD MEETINGS AND COMMITTEES

In fiscal 2018, the Board of Directors met five times and also acted by written consent. At regularly scheduled meetings, the independent members of the Board of Directors meet in executive session separately without management present.

Board of Directors Leadership Structure

Mr. Wilson serves as our CEO, and Mr. Probst serves as our Chairman. In addition, Mr. Ubiñas, our Lead Director, was elected by the independent directors and is responsible for chairing executive sessions of the Board of Directors and other meetings of the Board of Directors in the absence of the Chairman, serving as a liaison between the Chairman and the other independent directors, and overseeing the Board of Directors’ stockholder communication policies and procedures (including, under appropriate circumstances, meeting with stockholders). Mr. Ubiñas also may call meetings of the independent directors. Mr. Ubiñas has served as our Lead Director since 2015. Mr. Ubiñas was chosen by the independent directors to serve as Lead Director following the 2017 annual meeting for an additional two-year term, ending with our 2019 annual meeting, subject to Mr. Ubiñas’ re-election to the Board of Directors.

The Board of Directors believes that this leadership structure with Mr. Wilson serving as CEO, Mr. Probst serving as the Chairman and Mr. Ubiñas serving as Lead Director is the appropriate leadership structure for the Company. Mr. Probst, though an independent director, was an employee of the Company for 25 years, more than 15 of which were in service as CEO and Executive Chairman. As a result of his many years of service to the Company, Mr. Probst has invaluable knowledge regarding the Company and the interactive entertainment industry and is uniquely positioned to lead the Board of Directors in its review of management’s strategic plans. Given Mr. Probst’s past service with the Company, the Board of Directors believes that a strong and empowered Lead Director provides an essential mechanism for independent viewpoints, and as the Chairman of the Nominating and Governance Committee, Mr. Ubiñas is well suited for this role because, among other things, he is not affiliated with the Company under any applicable rules or guidelines.

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Board Committees

The Board of Directors currently has a standing Audit Committee, Compensation Committee and Nominating and Governance Committee. Each of these standing committees operates under a written charter adopted by the Board of Directors. These charters are available in the Investor Relations section of our website at http://investor.ea.com.

All members of these committees are independent directors. During fiscal 2018, all eleven incumbent directors attended or participated in 80% or more of the aggregate of (1) the number of applicable meetings of the Board or Directors and (2) the number of applicable meetings held by each committee on which such director was a member.

The members of our standing committees are set forth below:

Audit Committee:	Richard A. Simonson (Chair), Jeffrey T. Huber and Denise F. Warren
Nominating and Governance Committee:	Luis A. Ubiñas (Chair), Leonard S. Coleman and Vivek Paul
Compensation Committee:	Jay C. Hoag (Chair), Leonard S. Coleman and Talbott Roche

Audit Committee

The Audit Committee assists the Board of Directors in its oversight of the Company's financial reporting and is directly responsible for the appointment, compensation and oversight of our independent auditors. The Audit Committee also is responsible for establishing and maintaining complaint procedures with respect to internal and external concerns regarding accounting or auditing matters, oversight of tax and treasury policies and practices and oversight of the Company's internal audit function. The Audit Committee has the authority to obtain advice and assistance from outside advisors without seeking approval from the Board of Directors, and the Company will provide appropriate funding for payment of compensation to advisors engaged by the Audit Committee. The Audit Committee currently is comprised of three directors, each of whom in the opinion of the Board of Directors meets the independence requirements and the financial literacy standards of the NASDAQ Stock Market Rules, as well as the independence requirements of the SEC. The Board of Directors has determined that Mr. Simonson meets the criteria for an "audit committee financial expert" as set forth in applicable SEC rules. The Audit Committee met ten times and also acted by written consent in fiscal 2018. For further information about the Audit Committee, please see the "Report of the Audit Committee of the Board of Directors" below.

Nominating and Governance Committee

The Nominating and Governance Committee is responsible for recommending to the Board of Directors nominees for director and committee memberships. The Nominating and Governance Committee also is responsible for reviewing developments in corporate governance, recommending formal governance standards to the Board of Directors, establishing the Board of Directors' criteria for selecting nominees for director and for reviewing from time to time the appropriate skills, characteristics and experience required of the Board of Directors as a whole, as well as its individual members, including such factors as business experience and diversity. In addition, the Nominating and Governance Committee is responsible for reviewing the performance of the CEO. The Nominating and Governance Committee manages the process for emergency planning in the event the CEO is unable to fulfill the responsibilities of the role and also periodically evaluates internal and external CEO candidates for succession planning purposes. The Nominating and Governance Committee also reviews with management diversity, corporate responsibility and sustainability issues affecting the Company. The Nominating and Governance Committee currently is comprised of three directors, each of whom in the opinion of the Board of Directors meets the independence requirements of the NASDAQ Stock Market Rules. The Nominating and Governance Committee met four times in fiscal 2018.

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Compensation Committee

The Compensation Committee is responsible for setting the overall compensation strategy for the Company, recommending the compensation of the CEO to the Board of Directors, determining the compensation of our other executive officers and overseeing the Company's bonus and equity incentive plans and other benefit plans. For further information about the role of our executive officers in recommending the amount or form of executive compensation, please see "The Process for Determining our NEOs' Compensation" in the "Compensation Discussion and Analysis" section of this Proxy Statement. In addition, the Compensation Committee is responsible for reviewing and recommending to the Board of Directors compensation for non-employee directors and compensation for employees that would qualify as a "Related Person Transaction" under our Related Person Transaction Policy. The Compensation Committee currently is comprised of three directors, each of whom in the opinion of the Board of Directors meets the independence requirements of the NASDAQ Stock Market Rules and the SEC rules. Each director also qualifies as an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"). The Compensation Committee may delegate any of its authority and duties to subcommittees, individual committee members or management, as it deems appropriate in accordance with applicable laws, rules and regulations. During fiscal 2018, the Compensation Committee met five times and also acted by written consent.

The Compensation Committee has the authority to engage the services of outside advisors, after first conducting an independence assessment in accordance with applicable laws, regulations and exchange listing standards. During fiscal 2018, the Compensation Committee engaged and directly retained Compensia, Inc. ("Compensia"), a national compensation consulting firm, to assist with the Compensation Committee's analysis and review of the compensation of our executive officers and other aspects of our total compensation strategy. Compensia performed no other services for the Company and its management team during fiscal 2018. The Compensation Committee has reviewed the independence of Compensia and determined that Compensia's engagement did not raise any conflicts of interest.

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ANNUAL BOARD AND COMMITTEE SELF-EVALUATIONS

Our Board of Directors and each of our committees conducts an annual evaluation, which includes a qualitative assessment by each director of the performance of the Board of Directors, as a whole, and the committee or committees on which each director sits. The evaluation is intended to determine whether the Board of Directors and each committee are functioning effectively, and to provide them with an opportunity to reflect upon and improve processes and effectiveness. The evaluations are led by Mr. Ubiñas, our Lead Director and Chairman of the Nominating and Governance Committee. A summary of the results is presented to the Nominating and Governance Committee and the Board of Directors on an aggregated basis, noting any themes or common issues.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During fiscal 2018, no member of the Compensation Committee was an employee or current or former officer of EA, nor did any member of the Compensation Committee have a relationship requiring disclosure by EA under Item 404 of SEC Regulation S-K. No EA officer serves or has served since the beginning of fiscal 2018 as a member of the board of directors or the compensation committee of a company at which a member of EA's Board of Directors and Compensation Committee is an employee or officer.

CONSIDERATION OF DIRECTOR NOMINEES

In evaluating nominees for director to recommend to the Board of Directors, the Nominating and Governance Committee will take into account many factors within the context of the characteristics and the needs of the Board of Directors as a whole. While the specific needs of the Board of Directors may change from time to time, all nominees for director are considered on the basis of the following minimum qualifications:

- The highest level of personal and professional ethics and integrity, including a commitment to EA's purpose and beliefs;
- Practical wisdom and mature judgment;
- Broad training and significant leadership experience in business, entertainment, technology, finance, digital commerce, corporate governance, public interest or other disciplines relevant to EA's long-term success;
- The ability to gain an in-depth understanding of EA's business; and
- A willingness to represent the best interests of all EA stockholders and objectively appraise management's performance.

While there is no formal policy with regard to diversity, when considering candidates as potential members of the Board of Directors, the Nominating and Governance Committee considers the skills, background and experience of each candidate to evaluate his or her ability to contribute diverse perspectives to the Board of Directors. The goal of the Nominating and Governance Committee is to select candidates that have complementary and diverse perspectives, whether based on business experience, diversity of gender, ethnicity, culture, or other factors, which together contribute to the Board of Directors' effectiveness as a whole. The primary consideration is to identify candidates who will best fulfill the Board of Directors' and the Company's needs at the time of the search. Therefore, the Nominating and Governance Committee does not believe it is appropriate to either nominate or exclude from nomination an individual based on gender, ethnicity, race, age, or similar factors.

The Nominating and Governance Committee will evaluate candidates proposed by our stockholders under similar criteria, except that it also may consider as one of the factors in its evaluation the amount of EA voting stock held by the stockholder and the length of time the stockholder has held such stock.

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GLOBAL CODE OF CONDUCT AND CORPORATE GOVERNANCE GUIDELINES

We have adopted a Global Code of Conduct that applies to our directors, and all other employees, including our principal executive officer, principal financial officer, principal accounting officer, and other senior financial officers, as well as Corporate Governance Guidelines. These documents, along with our organizational documents and committee charters, form the framework of our corporate governance. Our Global Code of Conduct, Corporate Governance Guidelines and committee charters are available in the Investor Relations section of our website at http://investor.ea.com. We post amendments to or waivers from our Global Code of Conduct in the Investor Relations section of our website.

OVERSIGHT OF RISK ISSUES

Our Board of Directors as a whole has responsibility for overseeing our risk management. The Board of Directors exercises this oversight responsibility directly and through its committees. The oversight responsibility of the Board of Directors and its committees is informed by reports from our management team that are designed to provide visibility into our key risks and our risk mitigation strategies. Business and strategic risks, including risks related to cybersecurity, as well as the steps taken by management to monitor and control these risks are reviewed by the full Board of Directors. Risks related to investments, financial reporting, internal controls and procedures, tax and treasury matters and compliance issues are reviewed regularly by the Audit Committee, which oversees the financial reporting, global audit and legal compliance functions. The Audit Committee also oversees our enterprise risk management program, which identifies and prioritizes material risks for the Company and the mitigation steps needed to address them. The Nominating and Governance Committee reviews risks related to director and CEO succession and monitors the effectiveness of our corporate governance policies. Compensation-related risks are reviewed by the Compensation Committee with members of management responsible for structuring the Company’s compensation programs. Each of the committees regularly report to the full Board of Directors on matters relating to the specific areas of risk that each committee oversees.

As part of their risk oversight efforts, the Compensation Committee evaluated our compensation programs to determine whether the design and operation of our policies and practices could encourage executives or employees to take excessive or inappropriate risks that would be reasonably likely to have a material adverse effect on the Company and have concluded that they do not.

In making that determination, the Compensation Committee considered the design, size and scope of our cash and equity incentive programs and program features that mitigate against potential risks, such as payout caps, cash and equity award clawbacks, the quality and mix of performance-based and “at risk” compensation, and, with regard to our equity incentive programs, the stock ownership requirements applicable to our executives. The Compensation Committee reviewed the results of their evaluation with management and Compensia. The Compensation Committee concluded that our compensation policies and practices strike an appropriate balance of risk and reward in relation to our overall business strategy, and do not create risks that are reasonably likely to have a material adverse effect on the Company.

The “Compensation Discussion and Analysis” section below generally describes the compensation policies and practices applicable to our named executive officers.

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RELATED PERSON TRANSACTIONS POLICY

Our Board of Directors has adopted a written Related Person Transactions Policy that describes the procedures used to process, evaluate, and, if necessary, disclose transactions between the Company and its directors, officers, director nominees, greater than 5% stockholders, or an immediate family member of any of the foregoing. We review any transaction or series of transactions which exceeds $120,000 in a single fiscal year and in which any related person has a direct or indirect interest, as well as any transaction for which EA's Global Code of Conduct or Conflict of Interest Policy would require approval of the Board of Directors.

Once a transaction has been identified, the Audit Committee (if the transaction involves an executive officer) or the Nominating and Governance Committee (if the transaction involves a director) will review the transaction at the next scheduled meeting of such committee. Transactions involving our CEO also will be reviewed by our independent Chairman or independent Lead Director if the Chairman is not independent. If it is not practicable or desirable to wait until the next scheduled meeting, the chairperson of the applicable committee considers the matter and reports back to the relevant committee at the next scheduled meeting. In determining whether to approve or ratify a transaction, the Audit Committee or Nominating and Governance Committee (or the relevant chairperson of such committee) considers all of the relevant facts and circumstances available and transactions are only approved if they are in, or not inconsistent with, the best interests of EA and its stockholders. No member of the Audit Committee or Nominating and Governance Committee may participate in any review, consideration or approval of any transaction if the member or their immediate family member is the related person.

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

Scott Probst

Scott Probst, the son of our Chairman, was employed by the Company for a portion of fiscal 2018 in our game development studios prior to leaving the Company in October 2017 to pursue another opportunity. The aggregate value of his total compensation in fiscal 2018 was consistent with compensation provided to other EA employees in similar positions and less than $400,000. The Compensation Committee reviewed Mr. Probst's fiscal 2018 compensation in accordance with our Related Person Transactions Policy. Our Board of Directors considered Mr. Probst's employment in reaching its determination that Mr. Lawrence F. Probst III, our Chairman, is an independent director.

Blackhawk Network Holdings

We enter into commercial dealings with Blackhawk Network Holdings, Inc., whereby Blackhawk Network Holdings offers EA-branded gift cards. During fiscal 2018, the aggregate amount involved in transactions with Blackhawk Network Holdings totaled approximately $2.5 million. Ms. Roche, one of our directors, is the Chief Executive Officer of Blackhawk Network Holdings. Ms. Roche has no involvement in Blackhawk Network Holdings' commercial dealings with EA and has no material direct or indirect interest in these transactions. Therefore, we do not consider these transactions to be "related person transactions" within the meaning of applicable SEC rules. Our Board of Directors considered our dealings with Blackhawk Network Holdings in reaching its determination that Ms. Roche is an independent director.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

We have adopted procedures to assist EA's directors and officers in complying with the requirements of Section 16(a) of the Exchange Act, which include assisting officers and directors in preparing forms for filing. To EA's knowledge, based solely upon review of such reports furnished to us and written representations that no other reports were required, we believe that all Section 16(a) filing requirements applicable to our officers and directors were timely met during fiscal 2018.

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DIRECTOR ATTENDANCE AT ANNUAL MEETING

Our directors are expected to make every effort to attend the Annual Meeting. All directors who were elected at the 2017 annual meeting of stockholders attended the meeting.

STOCKHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS

EA stockholders may communicate with the Board of Directors as a whole, with a committee of the Board of Directors, or with an individual director by sending a letter to EA's Corporate Secretary at Electronic Arts Inc., 209 Redwood Shores Parkway, Redwood City, CA 94065, or by sending an email to StockholderCommunications@ea.com. Our Corporate Secretary will forward to the Board of Directors all communications that are not of a commercial or frivolous nature or otherwise inappropriate for their consideration. For further information regarding the submission of stockholder communications, please visit the Investor Relations section of our website at http://investor.ea.com.

OTHER BUSINESS

The Board of Directors does not know of any other matter that will be presented for consideration at the Annual Meeting except as specified in the notice of the Annual Meeting. If any other matter does properly come before the Annual Meeting, or at any adjournment or postponement of the Annual Meeting, it is intended that the proxies will be voted in respect thereof in accordance with the judgment of the persons voting the proxies.

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REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The following Report of the Audit Committee shall not be deemed to be "soliciting material" or to be "filed" with the SEC nor shall this information be incorporated by reference into any future filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except to the extent that EA specifically incorporates it by reference into a filing.

The Audit Committee of the Board of Directors operates under a written charter, which was most recently amended in May 2018. The Audit Committee is currently comprised of three non-employee directors, each of whom in the opinion of the Board of Directors meets the current independence requirements and financial literacy standards of the NASDAQ Stock Market Rules, as well as the independence requirements of the SEC. In fiscal 2018, the Audit Committee consisted of Richard A. Simonson, Jeffrey T. Huber and Denise F. Warren. The Board of Directors has determined that Mr. Simonson meets the criteria for an "audit committee financial expert" as set forth in applicable SEC rules.

The Company's management is primarily responsible for the preparation, presentation and integrity of the Company's financial statements. EA's independent registered public accounting firm, KPMG LLP (the "independent auditors"), is responsible for performing an independent audit of the Company's (1) financial statements and expressing an opinion as to the conformity of the financial statements with U.S. generally accepted accounting principles, and (2) internal control over financial reporting in accordance with the auditing standards of the Public Company Accounting Oversight Board (the "PCAOB") and issuing an opinion thereon.

The Audit Committee assists the Board of Directors in its oversight responsibility with respect to the integrity of EA's accounting policies, internal control function and financial reporting processes. The Audit Committee reviews EA's quarterly and annual financial statements prior to public earnings releases and submission to the SEC; oversees EA's internal audit function; consults with the independent auditors and EA's internal audit function regarding internal controls and the integrity of the Company's financial statements; oversees tax and treasury matters, oversees EA's enterprise risk management program; assesses the independence of the independent auditors; and is directly responsible for the appointment, retention, compensation and oversight of the independent auditors. In this context, the Audit Committee has met and held discussions with members of management, EA's internal audit function and the independent auditors. Company management has represented to the Audit Committee that the Company's consolidated financial statements for the most recently completed fiscal year were prepared in accordance with accounting principles generally accepted in the United States, and the Audit Committee has reviewed and discussed the consolidated financial statements with Company management and the independent auditors. Company management also has represented to the Audit Committee that the Company's internal control over financial reporting was effective as of the end of the Company's most recently completed fiscal year, and the Audit Committee has reviewed and discussed the Company's internal control over financial reporting with management and the independent auditors. The Audit Committee also discussed with the independent auditors matters required to be discussed by PCAOB Auditing Standard No. 16, Communications with Audit Committees, including the quality and acceptability of the Company's financial reporting and internal control processes. The Audit Committee also has discussed with the Company's independent auditors the scope and plans for their annual audit and reviewed the results of that audit with management and the independent auditors.

In addition, the Audit Committee received and reviewed the written disclosures and the letter from the independent auditors required by the applicable requirements of the PCAOB regarding their communications with the Audit Committee concerning independence, and has discussed with the independent auditors the auditors' independence from the Company and its management. The Audit Committee also has considered whether the provision of any non-audit services (as described on page 52 of this Proxy Statement under the heading "Proposal Three: Ratification of the Appointment of KPMG LLP, Independent Registered Public Accounting Firm" — "Fees of Independent Auditors") and the employment of former KPMG LLP employees by the Company are compatible with maintaining the independence of KPMG LLP.

The members of the Audit Committee are not engaged in the practice of auditing or accounting. In performing its functions, the Audit Committee necessarily relies on the work and assurances of the Company's management and the independent auditors.

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In reliance on the reviews and discussions referred to in this report and in light of its role and responsibilities, the Audit Committee recommended to the Board of Directors that the Company's audited financial statements for fiscal 2018 be included for filing with the SEC in the Company's Annual Report. The Audit Committee has also approved the selection of KPMG LLP as the Company's independent auditors for fiscal 2019.

AUDIT COMMITTEE
Richard A. Simonson (Chairman)
Jeffrey T. Huber
Denise F. Warren

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DIRECTOR COMPENSATION AND STOCK OWNERSHIP GUIDELINES

Our Compensation Committee is responsible for reviewing and recommending to our Board of Directors the compensation paid to our non-employee directors. Our non-employee directors are paid a mix of cash and equity compensation for their service as directors.

Cash Compensation

The table below reflects the annualized components of cash compensation for non-employee directors that were in place during fiscal 2018. For more information regarding the specific compensation received by each non-employee director during fiscal 2018, see the "Fiscal 2018 Director Compensation Table" table below.

Compensation Component	Amount
Annual Retainer	$60,000
Service on the Audit Committee	$15,000
Chair of the Audit Committee	$15,000
Service on the Compensation Committee	$12,500
Chair of the Compensation Committee	$12,500
Service on the Nominating and Governance Committee	$10,000
Chair of the Nominating and Governance Committee	$10,000
Chairman of the Board of Directors	$50,000
Service as Lead Director	$25,000

In addition, individual directors are eligible to earn up to $1,000 per day, with the approval of the Board of Directors, for special assignments, which may include providing oversight to management in areas such as sales, marketing, public relations, technology and finance (provided, however, no independent director is eligible for a special assignment if the assignment or payment for the assignment would prevent the director from being considered independent under applicable NASDAQ Stock Market or SEC rules). No directors earned any compensation for special assignments during fiscal 2018.

Our Compensation Committee reviews our non-employee director compensation every two years. Our Compensation Committee reviewed our non-employee director compensation in February 2018 in consultation with the Compensation Committee's independent consultant, Frederick W. Cook & Co ("FWC"). FWC conducted a competitive analysis of our non-employee director compensation against our peer group (as defined in the "Compensation Discussion and Analysis" section below) and, based on the Compensation Committee's review, no changes to the compensation paid to our non-employee directors were recommended to our Board of Directors. The Compensation Committee will conduct its next review of non-employee director compensation in 2020.

Stock Compensation

In fiscal 2018, each of our non-employee directors who were re-elected at the 2017 annual meeting of stockholders were granted restricted stock units with time-based vesting ("RSUs") with a grant date fair value of approximately $260,000. These RSUs will vest in their entirety on August 2, 2018.

Under the EIP, non-employee directors may elect to receive all or part of their cash compensation in the form of common stock. As an incentive for our non-employee directors to increase their stock ownership in EA, non-employee directors making such an election receive shares of common stock valued at 110% of the cash compensation they would have otherwise received. These shares are awarded via the grant and immediate exercise of a stock option having an exercise price equal to the fair market value of our common stock on the date of grant, which is the first trading day of each quarter of the Board year. Mr. Hoag, Mr. Huber, Ms. Roche, Mr. Simonson, Mr. Ubiñas and Ms. Warren received all or part of their cash compensation in the form of our common stock during fiscal 2018.

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Other Benefits

Non-employee directors who are not employed with any other company are offered an opportunity to purchase certain EA health, dental and vision insurance while serving as a director. Participating directors pay 100% of their own insurance premiums.

Stock Ownership Guidelines

Each non-employee director is required, within five years of becoming a director, to own a number of shares of EA common stock having a value of at least five years' annual retainer for service on our Board of Directors. Non-employee directors are permitted to include the value of vested, but deferred, RSUs toward their ownership requirement. As of March 31, 2018, each of our directors had either fulfilled their ownership requirements or had not yet reached five years of service. Mr. Hoag is eligible to satisfy his ownership requirements through holdings of EA stock by Technology Crossover Ventures, where he serves as the Founding General Partner. Mr. Huber is eligible to satisfy his ownership requirements through holdings of EA stock through certain trusts over which Mr. Huber maintains investment control and pecuniary interest.

FISCAL 2018 DIRECTOR COMPENSATION TABLE

The following table shows compensation information for each of our non-employee directors during fiscal 2018. The compensation paid to Mr. Wilson is shown under "Fiscal 2018 Summary Compensation Table" found on page 35 of this Proxy Statement and the related explanatory tables. Mr. Wilson does not receive any compensation for his service as a member of our Board of Directors.

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)[1]	Option Awards ($)[3]	Total ($)
Leonard S. Coleman	82,500	259,925	—	342,425
Jay C. Hoag	85,000	259,925	8,511	353,436
Jeffrey T. Huber	75,000	259,925	7,503	342,428
Vivek Paul	70,000	259,925	—	329,925
Lawrence F. Probst III	110,000	259,925	—	369,925
Talbott Roche	72,500	259,925	7,185	339,610
Richard A. Simonson	90,000	259,925	8,991	358,916
Luis A. Ubiñas	105,000	259,925	7,814	372,739
Heidi J. Ueberroth	45,000	194,965[2]	—	239,965
Denise F. Warren	75,000	259,925	7,484	342,409

(1) For all non-employee directors except for Ms. Ueberroth, represents the aggregate grant date fair value of the annual equity award of RSUs granted to the non-employee directors and is calculated based on the closing price of $118.85 for our common stock on the date of grant, August 3, 2017. For additional information regarding the valuation methodology for RSUs, see Note 14, "Stock-Based Compensation and Employee Benefit Plans," to the Consolidated Financial Statements in our Annual Report. Except for Ms. Ueberroth, each of our non-employee directors held 2,187 unvested RSUs as of March 31, 2018 (the last day of fiscal 2018).

(2) For Ms. Ueberroth, represents the aggregate grant date fair value of the annual equity award of RSUs granted to Ms. Ueberroth, pro-rated to reflect the beginning of her service in November 2017, and is calculated based on the closing price of $111.60 for our common stock on the date of grant, November 16, 2017. Ms. Ueberroth held 1,747 unvested RSUs as of March 31, 2018.

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(3) Non-employee directors may elect to receive all or part of their cash compensation in the form of common stock, and directors making such an election receive common stock valued at 110% of the cash compensation they would have otherwise received. These shares are awarded via the grant and immediate exercise of a stock option having an exercise price equal to the fair market value of our common stock on the date of grant. The values represent the premium received for shares in lieu of cash compensation. The following table presents information regarding the shares granted to each director during fiscal 2018, who elected to receive all or part of their cash compensation in the form of common stock:

Name	Grant Date	Exercise Price ($)	Shares Subject to Immediately Exercised Stock Option Grants	Grant Date Fair Value ($)
Jay C. Hoag	5/1/2017	94.79	246	23,318
	8/1/2017	116.92	200	23,384
	11/1/2017	114.47	204	23,352
	2/1/2018	128.18	183	23,457
				93,511
Jeffrey T. Huber	5/1/2017	94.79	217	20,569
	8/1/2017	116.92	176	20,578
	11/1/2017	114.47	181	20,719
	2/1/2018	128.18	161	20,637
				82,503
Talbott Roche	5/1/2017	94.79	210	19,906
	8/1/2017	116.92	171	19,993
	11/1/2017	114.47	174	19,918
	2/1/2018	128.18	155	19,868
				79,685
Richard A. Simonson	5/1/2017	94.79	261	24,740
	8/1/2017	116.92	212	24,787
	11/1/2017	114.47	216	24,726
	2/1/2018	128.18	193	24,739
				98,991
Luis A. Ubiñas	8/1/2017	116.92	246	28,762
	11/1/2017	114.47	253	28,961
	2/1/2018	128.18	225	28,841
				86,564
Denise F. Warren	5/1/2017	94.79	218	20,664
	8/1/2017	116.92	176	20,578
	11/1/2017	114.47	180	20,605

2/1/2018	128.18	161	20,637
			82,484

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COMPENSATION DISCUSSION AND ANALYSIS

OVERVIEW

Our Compensation Discussion and Analysis describes and discusses the fiscal 2018 compensation paid to our named executive officers ("NEOs") and is organized into six sections:

- Executive Summary
- Compensation Practices, Principles and Say on Pay Vote
- The Process for Determining Our NEOs' Compensation
- Our Elements of Pay
- Our NEOs' Fiscal 2018 Compensation
- Other Compensation Information

For fiscal 2018, EA's NEOs and their titles were:

- Andrew Wilson, Chief Executive Officer;
- Blake Jorgensen, Executive Vice President and Chief Financial Officer;
- Patrick Söderlund, Executive Vice President, EA Worldwide Studios;
- Kenneth Moss, Executive Vice President and Chief Technology Officer; and
- Chris Bruzzo, Chief Marketing Officer

On April 12, 2018, EA announced changes to certain of its NEOs' roles, which position the Company for continued transformation and leadership. Blake Jorgensen now serves as the Company's Chief Operating Officer in addition to his role as EA's Chief Financial Officer; Patrick Söderlund transitioned to the newly established Company-wide leadership role of Chief Design Officer focused on delivering next-generation game designs, driving our marketing teams on creative content and meta-game experiences, and working with our central technology teams to transform gaming; and Chris Bruzzo leads the Company's integrated marketing, publishing and analytics organization, as Laura Miele, previously head of Global Publishing, has taken over the Chief Studios Officer role.

EXECUTIVE SUMMARY

Fiscal 2018 Summary of EA's Business

EA's core strategies continued to deliver award-winning games and services to our players and deep player engagement. The breadth and depth of EA's portfolio of games across key platforms, combined with our focus on live services to extend and enhance our games, generated strong financial results for the Company. We exceeded our net revenue and operating income guidance for fiscal 2018, drove higher gross margins, increased our cash provided by operations and invested in products and services for the future.

Fiscal 2018 GAAP Financial and Operating Highlights

- We generated $5,150 million of net revenue and $3.34 diluted earnings per share.
- Our digital net revenue increased to $3,450 million and represented 67% of our total net revenue.
- Operating profit margins were 27.8%.
- We delivered net income of $1,043 million and operating cash flow of $1,692 million.
- We generated net bookings for a fiscal year of $5,180 million.
- Titles in our top franchises, including FIFA 18, Battlefield 1, Star Wars Battlefront 2, The Sims 4, our live services including Ultimate Team in our sports franchises and mobile titles including Star Wars: Galaxy of Heroes and Madden NFL Mobile delivered hundreds of millions of hours of entertainment.
- We repurchased 5.3 million shares for $601 million.

The financial performance, operational achievements and other fiscal year events summarized above provide context for the compensation decisions made by the Compensation Committee and Board of Directors in fiscal 2018 as we continue to structure our executive compensation program to align with pay-for-performance considerations. The Company's executive compensation program is designed to reward our officers for the achievement of specific Company-wide financial objectives and the creation of long-term stockholder value.

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COMPENSATION PRACTICES, PRINCIPLES AND SAY ON PAY VOTE

Compensation Design

Our executive compensation programs are designed to align the interests of our executives with the interests of our stockholders.

What We Do		What We Don't Do	
þ	Incorporate both performance-based restricted stock units ("PRSUs") and time-based restricted stock units ("RSUs")	x	Have a "single-trigger" change in control plan
þ	Require at least 50% of our executive officers' total equity value to be granted in the form of PRSUs	x	Provide excise tax gross-up upon a change in control
þ	Require our executives to satisfy stock ownership guidelines	x	Have executive employment contracts (other than as required by local jurisdictions)
þ	Prohibit all employees from engaging in hedging transactions in EA stock and prohibit executive officers from pledging EA common stock	x	Reprice options without stockholder approval
þ	Conduct annual "say on pay" advisory votes		
þ	Recover (clawback) equity compensation for misconduct in the event of a financial restatement		
þ	Align performance-based equity vesting with stockholder interests		

Compensation Principles — Promoting Pay-for-Performance

The design of our compensation programs is guided by a compensation philosophy based on three core principles intended to attract and retain high-performing executives and promote a pay-for-performance approach to executive compensation:

- Principle 1 — Cash Compensation: A significant portion of each NEO's cash compensation should be at risk, based on the annual financial and operational performance of the Company, in addition to the NEO's individual performance;
- Principle 2 — Equity Compensation: A significant portion of each NEO's total compensation should be provided in the form of long-term equity to enhance alignment between the interests of our NEOs and our stockholders and to promote long-term retention of a strong leadership team in an industry and geographic area that are highly competitive for executive talent; and
- Principle 3 — Target Total Direct Compensation: The target total direct compensation package for each NEO should be consistent with market practices for executive talent and reflect each NEO's individual experience, responsibilities and performance.

Fiscal 2017 Say On Pay Vote and Say on Pay Frequency Vote

We received a favorable 96% of votes cast for our annual say on pay advisory proposal at our 2017 annual meeting. At that meeting, we also presented our stockholders with a proposal on the frequency of our say on pay advisory proposal. Based on the results of this vote, the Compensation Committee and the Board of Directors will continue to present an advisory say on pay proposal on an annual basis.

EA's management, the Compensation Committee and the Board of Directors are committed to maintaining a pay-for-performance alignment in our executive compensation programs and value the opinions of our stockholders regarding our programs.

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THE PROCESS FOR DETERMINING OUR NEOS' COMPENSATION

Role of the Board of Directors, Compensation Committee and Management

Our Board of Directors approves the target total direct compensation and makes compensation decisions for our CEO, in consultation with the Compensation Committee and the Compensation Committee's independent compensation consultant, Compensia. The Compensation Committee approves the target total direct compensation and makes compensation decisions for all other NEOs after input, at the Compensation Committee's request, from our CEO, our Chief People Officer and Compensia.

Compensation decisions made by the Board of Directors and the Compensation Committee are based on several factors, including the Company's financial performance, individual performance, market trends and other factors unique to each individual. The impact of the Company's financial performance and individual considerations in our fiscal 2018 compensation decisions are detailed in the section of this Compensation Discussion and Analysis entitled "Our NEOs' Fiscal 2018 Compensation." The Compensation Committee and the Board of Directors also reference certain market-based considerations, such as peer group data, benchmarking and percentiles when making compensation decisions.

Selection and Use of Peer Group

To assess market compensation practices, each year the Compensation Committee selects a group of companies ("peer group") comparable to us with respect to several quantitative factors, including revenue, market capitalization, total stockholder return, net income margin and number of employees, as well as qualitative factors including competition for talent.

In the third quarter of fiscal 2017, the Compensation Committee selected the following peer group to use as a reference for fiscal 2018 compensation decisions. This peer group was consistent with the prior year's other than the removal of Yahoo! and LinkedIn Corporation, because each was acquired and thus no longer publicly-traded. As compared to our fiscal 2018 peer group and based on public filings through June 1, 2018, the Company was at the 38th percentile with respect to annual revenues and at the 69th percentile with respect to market capitalization.

FISCAL 2018 PEER GROUP

Video Game	Technology/Internet	Entertainment	Toys/Games
Activision Blizzard	Adobe Systems	AMC Networks Inc.	Hasbro
Zynga	Autodesk	Discovery Communications	Mattel
	eBay	Lions Gate Entertainment	
	Expedia		
	IAC/Interactive Corp.		
	Intuit		
	Priceline		
	Salesforce.com		
	Symantec		

In the third quarter of fiscal 2018, the Compensation Committee assessed this peer group and considered the Company's significant market capitalization growth over the past several fiscal years and its evolving business models. Based on these factors, as well as other commonalities, the Compensation Committee added VMware, Take-Two Interactive Software, Nvidia, CBS and Netflix to our peer group for use in benchmarking fiscal 2019 compensation decisions. These companies were determined by the Committee to be relevant comparable companies in the video game, entertainment and technology sectors. The Compensation Committee also removed Mattel and Lions Gate Entertainment from our peer group for fiscal 2019 due to our diverging business models.

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Compensation Benchmarking and the Role of Consultants

In February 2018, Compensia conducted a comprehensive analysis of our executive compensation programs using publicly available compensation information on our peer group. The analysis included a comparison of the base salary, target cash compensation, long-term incentives and target total direct compensation of each of our senior vice-president level positions and above against similar positions in our peer group. Where sufficient market data for our peer group was not available, Compensia used data from a broader group of similarly sized technology companies. Compensia provided the Compensation Committee with its findings in February 2018 to be used as a reference for making bonus decisions for fiscal 2018 and base salary and equity decisions for fiscal 2019.

Use of Percentiles

When setting the fiscal 2018 base salaries and bonus targets for our executive officers, the Compensation Committee referenced the 50^{th} to 75^{th} percentiles of the market range of comparable companies, and for target guidelines for annual equity awards, the Compensation Committee referenced the 75^{th} percentile. We believe these percentiles are appropriate to recruit and retain a strong leadership team in an industry and geographic area that are highly competitive for executive talent. Our guidelines for annual equity awards reference a higher percentile because of the important retention value of the awards. While we consider each component, the actual base salary, bonus and equity compensation awarded to an NEO may be above these targets and is determined based on our financial performance, individual performance, market trends and other factors unique to each individual.

The Compensation Committee also considered the aggregate value of the target total direct compensation components (i.e., base salary, bonus and annual equity awards), and referenced the 50^{th} to 75^{th} percentiles of the market for target total direct compensation. When necessary for new hires, retention, succession planning, or other factors, the Compensation Committee may approve, and did approve for fiscal 2018, compensation for select key executives that could result in target total direct compensation above our referenced range.

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OUR ELEMENTS OF PAY

We believe that our compensation programs reflect our three compensation principles described under the heading "Compensation Principles - Promoting Pay-for-Performance" and are designed to reward achievement of Company-wide financial objectives, individual operational and strategic objectives and the creation of long-term value for our stockholders, while also recognizing the dynamic and highly competitive nature of our business and the market for top executive talent. For fiscal 2018, approximately 93% of our CEO's target total direct compensation and 91% of the average of our NEOs' (excluding our CEO) target total direct compensation is performance-based in the form of an annual performance cash bonus, PRSUs and RSUs. Our compensation structure puts at risk a significant portion of our NEOs' target total direct compensation, as set forth below:

Average of the NEOs (Excluding CEO) CEO

Base Salary

Base salary is the fixed cash component that is market competitive for the role to attract and retain high-performing executives. On an annual basis, the Compensation Committee reviews and approves any base salary adjustments considering factors such as individual performance, the market for similar positions, level of responsibilities, complexity of role and internal compensation alignment.

Performance Cash Bonus Awards

Our cash bonus programs motivate our executives to achieve challenging short-term performance goals that are important to the Company's long-term growth. The Compensation Committee sets the executives' bonus targets each year as a percentage of base salary based on factors such as individual performance, the market for similar positions, level of responsibilities, complexity of role, and internal compensation alignment.

The performance cash bonus award to each of our NEOs is determined as follows:

Base Salary	X	Bonus Target Percentage (% of Base Salary)	X	Company Bonus Funding Percentage	X	Individual Performance Modifier	=	NEO Bonus Payout

The annual performance cash bonuses represented approximately 60% of our CEO's target total cash compensation and 50% of the average of our NEOs' (excluding our CEO) target total cash compensation.

Executive Bonus Plan: At the beginning of each fiscal year, the Compensation Committee selects the Executive Bonus Plan participants, performance period, performance measures, and the formula used to determine maximum bonus funding under each plan. Performance cash bonuses paid under the Executive Bonus Plan for fiscal 2018 were intended to qualify as tax deductible "performance-based compensation" under Section 162(m) of the Code. In fiscal 2018, all our NEOs, except for Mr. Söderlund, were selected to participate in the Executive Bonus Plan. Mr. Söderlund was excluded from the Executive Bonus Plan in fiscal 2018, because he resides in Sweden and his compensation did not qualify as tax deductible under Section 162(m). Mr. Söderlund participated in the general EA Bonus Plan in fiscal 2018.

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For all NEOs, including Mr. Söderlund, the Compensation Committee selected non-GAAP net income as the performance measure, because the level of profitability is a key business focus in any year. The performance period was established as fiscal 2018, and the formula to determine the maximum bonus funding for each NEO was the lower of: (1) 600% of each respective NEO's annual base salary not to exceed $5,000,000 or (2) 0.5% of our fiscal 2018 non-GAAP net income for each NEO other than our CEO, for whom the maximum was 1% of our fiscal 2018 non-GAAP net income. For fiscal 2018, the Company's non-GAAP net income was $1,368 million, which resulted in a maximum bonus award funding of 600% of each respective NEO's annual base salary, not to exceed $5,000,000. The Compensation Committee then exercised its discretion to reduce actual bonus awards for each NEO based on the Company's overall financial performance, the terms of the Executive Bonus Plan and EA Bonus Plan, target bonus percentages and individual performance against strategic and operational objectives, as discussed in "Our NEOs' Fiscal 2018 Compensation" below.

When making compensation decisions for our executives, we utilize non-GAAP financial measures to evaluate the Company's financial performance and the performance of our management team against non-GAAP targets. Appendix A to this Proxy Statement provides a reconciliation between our non-GAAP financial measures and our audited financial statements. For more information regarding our use of non-GAAP financial measures for our compensation programs, please refer to the information provided under the heading "Use of Non-GAAP Financial Measures" below.

PRSUs

The Compensation Committee grants PRSUs to senior vice president level employees and above as part of their annual equity awards. To encourage executive retention and to encourage our executives to focus on long-term stock price performance, the PRSUs generally vest over a three-year performance period; however, the Compensation Committee may consider a different performance measurement period when appropriate for new-hires, retention, succession planning or other factors. The number of shares earned is adjusted based upon changes in our TSR relative to the TSR of the companies in the NASDAQ-100 Index (the "Relative NASDAQ-100 TSR Percentile") measured over the vesting measurement periods, which are generally 12-month, 24-month cumulative and 36-month cumulative periods (each such period, a "Vesting Measurement Period"). PRSUs generally will vest upon the first, second and third anniversaries of the date of grant (which we call "Vesting Opportunities"). For fiscal 2018, 50% of the total value of our NEOs' annual equity awards were made in the form of PRSUs.

The illustration below depicts how the number of shares earned is calculated:

Target PRSUs	X	Relative NASDAQ-100 TSR Percentile Modifier	=	Shares Earned

The Relative NASDAQ-100 TSR Percentile modifier, which can range from 0% to 200%, is based on the change in our stock price during a Vesting Measurement Period (i.e., approximately the 12-month period, 24-month cumulative period and 36-month cumulative period following of the date of grant), using a 90-day trailing average stock price. If the Company's Relative NASDAQ-100 TSR Percentile is at the 60th percentile at the end of a Vesting Measurement Period, 100% of target shares will be earned. Thus, target vesting is tied to above-median performance of the NASDAQ 100. The percentage of shares earned will be adjusted upward by 3% or downward by 2% for each percentile above or below the 60th percentile, respectively.

The following table illustrates the percentage of shares that could be earned from our PRSUs based on the Company's Relative NASDAQ-100 TSR Percentile:

Relative NASDAQ-100 TSR Percentile	1st to 10th	25th	40th	60th	75th	90th	94th to 100th
Relative NASDAQ-100 TSR Multiplier	0%	30%	60%	100%	145%	190%	200%

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The following table illustrates the percentage of shares subject to outstanding PRSUs earned at the end of fiscal 2018:

PRSU Grant Date	June 2015	June 2016	June 2017
Measurement Period	Fiscal 16-18	Fiscal 17-19	Fiscal 18-20
90-day average stock price (at start of measurement period)	$61.26	$70.55	$102.99
Length of Vesting Measurement Period	3 Years	2 Years	1 Year
90-day average stock price (at end of measurement period)	$121.20		
EA's TSR	97.85%	71.80%	17.68%
EA's Relative NASDAQ-100 TSR Percentile	83rd	76th	56th
Percentage of Target Shares Vested in May 2018	169%	148%	92%

The number of shares earned is capped at 200% of the target shares available for vesting at a Vesting Opportunity. If the Company's TSR at any Vesting Opportunity is negative on an absolute basis, the number of shares that can be earned is capped at 100% of the target regardless of the Company's Relative NASDAQ-100 TSR Percentile.

In addition, as an incentive to keep our executives focused on long-term TSR performance, our PRSU program provides an opportunity for our executives to earn shares at the second and third Vesting Opportunities that were not earned at the first and second Vesting Opportunities in an amount up to 100% of the target number of shares unearned from the previous Vesting Opportunities. These shares are earned if the Company's Relative NASDAQ-100 TSR Percentile subsequently improves over the cumulative 24-month and/or 36-month Vesting Measurement Periods. This feature has not been applied to our PRSU program to date.

RSUs

RSUs reward absolute long-term stock price appreciation and promote retention. Annual equity award grants of RSUs to our NEOs vest annually over 35 months from the grant date in approximately equal increments each May. The Compensation Committee may also grant RSUs with different vesting schedules when necessary for new hires, retention, succession planning, or other factors. For fiscal 2018, approximately 50% of the total value of our NEOs' annual equity awards were made in the form of RSUs.

Use of Non-GAAP Financial Measures

The Company uses certain adjusted non-GAAP financial measures when establishing performance-based targets, such as non-GAAP net revenue, non-GAAP gross profit, non-GAAP operating expenses, non-GAAP net income, non-GAAP diluted earnings per share and non-GAAP diluted shares, among others. These measures adjust for certain items that may not be indicative of the Company's core business, operating results or future outlook. We believe that these non-GAAP financial measures provide meaningful supplemental information about the Company's operating results primarily because they exclude amounts that we do not consider part of ongoing operating results when planning and forecasting for future periods and when assessing the performance of the organization. These non-GAAP financial measures exclude the following items as applicable, in each reporting period: acquisition-related expenses, amortization of debt discount, change in deferred net revenue (online-enabled games), income tax rate adjustments and stock-based compensation, among others. In addition, for purposes of determining the Company bonus funding percentage, we add back bonus expense. Appendix A to this Proxy Statement provides a reconciliation between our non-GAAP financial measures and our audited financial statements.

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OUR NEOS' FISCAL 2018 COMPENSATION

2018 Annual Base Salary

To determine an executive's base salary, the Compensation Committee with assistance from Compensia, considers the pay practices of our peer group for comparable positions, experience, tenure and internal equity based on the scale and scope of the role. As part of its May 2017 compensation review, the Compensation Committee (and Board of Directors for Mr. Wilson) approved fiscal 2018 base salaries increases, effective June 1, 2017, of 4.5% for Mr. Wilson to $1,150,000; 4.58% for Mr. Jorgensen to $800,000; 28% for Mr. Söderlund to $800,000; 4% for Mr. Moss to $650,000; and 4.17% for Mr. Bruzzo to $625,000. Based on Compensia's analysis, Mr. Wilson's fiscal 2017 base salary was in the 50th to 75th percentile for the CEOs in our peer group. These increases in base salary for fiscal 2018 were based on the strength of the Company's financial and operating performance in fiscal 2017 and in line with company-wide base salary merit increases for strong performers. In the case of Mr. Söderlund, his increase was driven by the exceptional performance of the worldwide studios organization in fiscal 2017, in particular, the success of Battlefield I and the FIFA franchises. In addition, the Committee recognized the unique scope of Mr. Söderlund's role overseeing all game development at the Company across multiple platforms and genres.

Fiscal 2018 Performance Cash Bonus Awards

The Compensation Committee also sets the values of the annual performance bonus cash awards as a percentage of each executive's base salary ("target bonus") based on factors including the pay practices of our peer group for comparable positions, experience, tenure and internal equity based on the scale and scope of the role.

The Board of Directors did not increase Mr. Wilson's target bonus percentage for fiscal 2018. The Compensation Committee increased Mr. Söderlund's target bonus percentage from 100% to 150%, effective June 1, 2017, due to the same considerations outlined above with respect to Mr. Söderlund's base salary increase. The Compensation Committee did not increase our other NEOs' target bonus percentage for fiscal 2018.

	Base Salary in Fiscal 2018	Target Bonus Percentage
Mr. Wilson	$1,141,667	175 %
Mr. Jorgensen	$794,167	100 %
Mr. Söderlund[1]	$821,537	150 %
Mr. Moss	$645,833	75 %
Mr. Bruzzo	$620,833	75 %

(1) Mr. Söderlund resides in Stockholm, Sweden and is paid in Swedish krona ("SEK"). Mr. Söderlund's fiscal 2018 base salary was derived from an average of the SEK to USD exchange rates on the last day of each month during fiscal 2018 of 0.120427.

Performance cash bonus awards represented approximately one-half of our average NEO's target total cash compensation, thus putting at risk a significant portion of our NEOs' cash compensation.

Fiscal 2018 Company Bonus Funding Percentage: In order to align our NEOs' bonus payouts to the performance of the Company, each NEO's performance cash bonus award is tied to the bonus funding percentage applied to our overall Company bonus pool. This pool is based on the Company's financial performance with equal weighting given to our non-GAAP net revenue and non-GAAP diluted earnings per share. In addition, our Executive Bonus Plan and EA Bonus Plan permit the Compensation Committee to exercise discretion (upwards, subject to the maximum payouts under the applicable plan, or downwards) to adjust the bonus funding percentage based on the Company's business and operating performance.

In fiscal 2018, our non-GAAP net revenue of $5.18 billion was approximately 102% of our $5.10 billion target and reflected a 5% increase from our fiscal 2017 non-GAAP net revenue of $4.94 billion. Our non-GAAP diluted earnings per share of $4.38 for fiscal 2018 was approximately 107% of our $4.10 target and reflected a 12% increase from our fiscal 2017 non-GAAP earnings per share of $3.92. The Company's financial performance resulted in a bonus funding percentage of 103.6% of aggregate employee target bonuses based on the equal weighting of non-GAAP net revenue and non-GAAP diluted earnings per share.

Appendix A to this Proxy Statement provides a reconciliation between our non-GAAP financial measures and our audited financial statements.

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Fiscal 2018 Performance: The Board of Directors (in the case of Mr. Wilson) and the Compensation Committee, in consultation with Mr. Wilson and our Chief People Officer (in the case of all other NEOs), assessed the individual performance of our NEOs in determining the final bonus payouts as set forth below:

FISCAL 2018 PERFORMANCE CASH BONUSES

	Target Annual Bonus Award	Company Bonus Funding Percentage (103.6%)	Fiscal 2018 Cash Bonus
Mr. Wilson	$ 1,997,917	$ 2,069,842	$2,500,000
Mr. Jorgensen	$ 794,167	$ 822,757	$1,100,000
Mr. Söderlund[1]	$ 1,178,788	$ 1,221,224	$1,212,319
Mr. Moss	$ 484,375	$ 501,813	$630,000
Mr. Bruzzo	$ 465,625	$ 482,388	$530,000

(1) Mr. Söderlund resides in Stockholm, Sweden and is paid in Swedish krona ("SEK"). The amounts set forth in this table (except for Mr. Söderlund's fiscal 2018 cash bonus) were derived from an average of the SEK to USD exchange rates on the last day of each month during fiscal 2018 of 0.120427. The amount set forth as Mr. Söderlund's fiscal 2018 cash bonus, which was paid on June 1, 2018, is based on the exchange rate as of May 23, 2018 of 0.113856.

Performance Cash Bonus Award for the CEO: In determining Mr. Wilson's final cash bonus payout, the Board of Directors considered the weighting and achievement of Mr. Wilson's fiscal 2018 objectives set forth below.

Fiscal 2018 CEO Objectives	Target	Actual[1]
Non-GAAP Financial Objectives (60% weight): (In millions, except earnings per share and percentages)		
Net Revenue	$5,100	$ 5,180
Gross Profit	$3,825	$ 3,908
Operating Expenses	$2,171	$ 2,191
Diluted Earnings Per Share (based on share count of 315 million shares[2])	$4.10	$ 4.34
Operating Cash Flow	$1,581	$ 1,692
Strategic and Operative Objectives (40% weight):		
Execution of fiscal 2018 objectives, including metrics related to title launches, growth in live services and players		
Future business growth, including targets relating to EA's strategic plan, new intellectual properties, live services, competitive gaming and the Player Network		
Organizational health, including metrics relating to		

voluntary attrition, employee engagement, and increasing diversity within EA's workforce

(1) Appendix A to this Proxy Statement provides a reconciliation between our non-GAAP financial measures and our audited financial statements.
(2) For purpose of measuring achievement of Mr. Wilson's diluted earnings per share objective, a share count of 315 million was used to be consistent with the fiscal 2018 financial plan approved by the Board of Directors.

Factors that the Board of Directors considered in determining Mr. Wilson's individual performance included: his leadership of the Company's fiscal 2018 game portfolio, including continued success in top franchises with growing player bases for FIFA 18 and Battlefield 1; record-breaking engagement in The Sims 4; the scope and innovation in Star Wars Battlefront II; expanding reach and engagement in live services including Ultimate Team and competitive gaming; and the continued growth and success of EA's mobile game portfolio. In addition, Mr. Wilson's leadership drove the Company's ongoing development of new IP; development and implementation of technological infrastructure related to the EA Player Network; and the acquisition of Respawn Entertainment LLC ("Respawn"). Mr. Wilson's focus on fostering diverse and inclusive talent within the Company, and the implementation of his strategy and direction for the Company for fiscal 2019, also were considered.

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Fiscal 2018 Performance Cash Bonus Award Determination for the Other NEOs

Mr. Jorgensen, Executive Vice President and Chief Financial Officer

To determine Mr. Jorgensen's final cash bonus payout, the Compensation Committee took into account that the Company exceeded its non-GAAP net revenue target and its non-GAAP earnings per share target in fiscal 2018, as well as Mr. Jorgensen's individual performance, including: his role helping the Company achieve record cash flow provided by operations in fiscal 2018 while continuing to efficiently manage the Company's operating expenses; his leadership growing sales across EA's broad portfolio and diverse business models, including live services and subscriptions; his focus on implementing changes in the Company's tax policies, including as a result of the U.S. tax reform; and effectively managing communications with investors and stockholders.

Mr. Söderlund, Executive Vice President, EA Worldwide Studios

To determine Mr. Söderlund's final cash bonus payout, the Compensation Committee took into account that the Company exceeded its non-GAAP net revenue target and its non-GAAP earnings per share target in fiscal 2018, as well as Mr. Söderlund's individual performance, including: the technical and creative quality of our EA SPORTS portfolio in fiscal 2018 (including FIFA 18 and Madden NFL 18), the breadth and depth of Star Wars Battlefront II, as well as management of the studios' key changes to the game; the continued expansion and success of Battlefield 1 and The Sims 4; improved performance for EA's mobile portfolio, including top-performing titles Star Wars: Galaxy of Heroes, Madden NFL Mobile and FIFA Mobile; improved player engagement with our products and the increase in digital revenue driven by live service engagement. In addition, our development of new games for launch in fiscal 2019 was considered, including Anthem, the next and new mobile titles; our creation of new IP for both console and PC; attracting and retaining talent; spearheading the acquisition of Respawn; Mr. Söderlund's leadership of the EA Originals program to partner with independent studios to publish creative and innovative games such as A Way Out; and his overall leadership of our EA Worldwide Studios organization.

Mr. Moss, Executive Vice President and Chief Technology Officer

To determine Mr. Moss' final cash bonus payout, the Compensation Committee took into account that the Company exceeded its non-GAAP net revenue target and its non-GAAP earnings per share target in fiscal 2018, as well as Mr. Moss' individual performance, including: the successful scaling and enhancement of EA's digital platform, the technology supporting our growing digital business, as well as the development of the EA Player Network; his leadership of EA's proprietary game engine technology, Frostbite; his team's support of the Company's products and services, such as ensuring the platform performance, stability and timely delivery of the Company's fiscal 2018 games including FIFA 18, Star Wars Battlefront II and Madden NFL 18; and leading development of EA's new technological innovations, including investments in streaming technology and artificial intelligence.

Mr. Bruzzo, Chief Marketing Officer

To determine Mr. Bruzzo's final cash bonus payout, the Compensation Committee took into account that the Company exceeded its non-GAAP net revenue target and its non-GAAP earnings per share target in fiscal 2018, as well as Mr. Bruzzo's individual performance, including: successful multichannel global marketing campaigns for EA's major titles, including the FIFA 18 campaign across social platforms; continued subscriber base growth in EA's subscription services EA Access and Origin Access; the expansion and execution of EA PLAY, the company's independent event in June for players, media and community influencers; ongoing leadership of the EA Player Network; and deepening EA's player relationships with a focus on engagement and retention.

Fiscal 2018 Annual Equity Awards

Equity compensation is used as a tool to hire, retain and motivate the Company's top talent. In fiscal 2018, the NEOs' annual equity awards were targeted to be comprised of 50% PRSUs with vesting tied to the Company's TSR and 50% RSUs with a three-year pro rata vesting schedule. The number of PRSUs and RSUs awarded to each NEO was determined based upon an assessment of various individual factors, including each NEO's role and tenure with the Company, individual performance, the value of unvested equity for retention considerations, the grant date fair-value of the award, competitive market practices, including benchmarking data for the position, and internal compensation alignment among our executive officers. In determining the size of each NEO's annual equity award, the Compensation Committee or Board of Directors, in the case of Mr. Wilson, considered the available market data for the NEO, the NEO's current unvested equity holdings and the NEO's individual performance during fiscal 2018, including the individual performance factors in fiscal 2018 highlighted above that factored into the individual NEO's cash bonus.

The following table shows the value of the annual equity awards granted to our NEOs in fiscal 2018:

	Target PRSUs(1)(2)	RSUs(1)(2)
Mr. Wilson	$ 7,500,000	$7,500,000
Mr. Jorgensen	$ 3,250,000	$3,250,000
Mr. Söderlund	$ 5,000,000	$5,000,000
Mr. Moss	$ 2,750,000	$2,750,000
Mr. Bruzzo	$ 2,000,000	$2,000,000

(1) Represents the value of the awards approved by the Compensation Committee on May 18, 2017 and the Board of Directors on May 19, 2017, in the case of Mr. Wilson. On the date of grant, the value was converted into PRSUs and RSUs over an equivalent number of shares rounded down to the nearest whole share.
(2) Awards granted on June 16, 2017.

Approximately 85% of the aggregate compensation granted to our NEOs for fiscal 2018 was in the form of long-term equity, excluding the special equity awards discussed below.

Fiscal 2018 PIRSU Awards

During fiscal 2018, the Compensation Committee, and the Board of Directors in the case of Mr. Wilson, granted special equity awards comprised of performance-based incremental RSUs (“PIRSUs”) to Mr. Wilson, Mr. Jorgensen, Mr. Söderlund and Mr. Moss, exclusively. At the time the grant was approved in the summer of 2017, the Compensation Committee and the Board of Directors noted the significant growth in Company’s performance under the leadership of these executives. In particular, from fiscal 2014 to fiscal 2017, the Company grew net revenue from $3,575 million to $4,845 million and nearly doubled operating cash flow from $712 million to $1,383 million. Fiscal 2017 net revenue and operating cash flow were records for the Company. Looking ahead to the next several years, the Board of Directors and the Compensation Committee determined that incentivizing and retaining these key executives was critical to the Company’s continued strong growth and success.

These PIRSU awards are entirely performance-based and depend on achieving aggressive growth targets, which support the Company’s plan to build on the same level of exceptional performance that it achieved in fiscal 2017. If these targets are not met, these awards do not pay out. The number of PIRSUs that ultimately vest depends on the growth in the Company’s non-GAAP net revenue and free cash flow (“FCF”) over a four-year performance period beginning in fiscal 2018 and ending with fiscal 2021. These awards have one long-term cliff vesting, beyond the duration of the Company’s annual equity grants to our NEOs. The non-GAAP net revenue and FCF performance measures were chosen because they align with stockholders’ interest in the goal of achieving long-term, sustained and profitable growth for the Company. In addition, the Compensation Committee and the Board of Directors believe that the FCF metric reflects the cash generation capability of the business necessary to finance its continued growth and investment requirements and to return value to stockholders.

The PIRSUs, or a portion thereof, will cliff vest on May 26, 2021, provided one or both of the non-GAAP net revenue and FCF performance targets are achieved and that the NEO remains employed on the vesting date. The metrics are weighted evenly where 50% of the total PIRSUs that vest will be determined by our four-year cumulative non-GAAP net revenue achievement and the other 50% will be determined by our four-year cumulative FCF achievement. The payout for each metric is independent from the other.

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The following chart shows vesting based on the threshold, target and maximum levels for non-GAAP net revenue and FCF (with linear interpolation applying to performance between threshold, target and maximum, with no funding for performance below threshold):

	Threshold	Target	Maximum
Non-GAAP Net Revenue (50% weighting)	50% Payout	100% Payout	200% Payout
FCF (50% weighting)	50% Payout	100% Payout	200% Payout

We do not disclose the non-GAAP net revenue and FCF targets because of competitive concerns. The threshold performance levels were determined using a multiple of the Company's record non-GAAP net revenue and FCF performance in fiscal 2017 and cannot be earned without sustaining the same level of exceptional performance. The target performance levels were based on the Company's current long-term strategic plan reviewed by the Board of Directors. They are intended to be challenging based on anticipated growth over the performance period and to provide appropriate incentives for management to continue to grow our business from the baseline of record financial and operating achievements in fiscal 2017. The Board of Directors and Compensation Committee believe that achievement of the maximum performance levels would require sustained exceptional performance over the performance period, as the targets are significantly above the long-term strategic plan. The non-GAAP net revenue and FCF targets for the PIRSUs, combined with the relative TSR targets for the PRSUs, provide our NEOs with a set of financial goals geared towards achieving exceptional performance for the Company on a long-term basis with the objective of returning significant value to stockholders.

The Compensation Committee, and the Board of Directors for Mr. Wilson, determined the size of the awards to be meaningful to the participants and provide significant retention and incentive motivation.

The following table shows the value of the PIRSUs granted to Mr. Wilson, Mr. Jorgensen, Mr. Söderlund and Mr. Moss in fiscal 2018:

	Target PIRSUs(1)(2)
Mr. Wilson	$ 15,000,000
Mr. Jorgensen	$ 10,000,000
Mr. Söderlund	$ 12,000,000
Mr. Moss	$ 7,000,000

(1) Represents the value of the awards approved by the Compensation Committee on June 1, 2017 and the Board of Directors on June 1, 2017, in the case of Mr. Wilson. On the date of grant, the value was converted into PIRSUs over an equivalent number of shares rounded down to the nearest whole share.

(2) Awards granted on June 16, 2017.

Fiscal 2018 Supplemental Equity Compensation Award to Mr. Söderlund

In fiscal 2018, the Compensation Committee granted a special supplemental equity award to Mr. Söderlund. This supplemental equity award is comprised of 50% PRSUs and 50% RSUs with a grant date award value of $20,000,000. The Compensation Committee granted Mr. Söderlund the supplemental equity award in recognition of Mr. Söderlund's key role in leading our worldwide studios, following the completion of a record fiscal 2017 and in particular, the highly acclaimed success of the Battlefield 1 game. They also noted his creative leadership for all of EA's game development, his valuable design input across the Company, including in EA's marketing campaigns and technology innovations (which has now been formalized into his new role as Chief Design Officer), the delivery of award-winning games and services and deepening player engagement. The special equity award also was intended to support the longer-term retention of Mr. Söderlund, given that his creative successes, executive experience and high profile in the industry make him a highly desirable candidate for executive positions at other companies, including our

competitors in the gaming industry, as well as broader technology companies pursuing interactive entertainment.
The supplemental equity award has a 47-month vesting schedule with 50% of the earned PRSUs and RSUs available to vest in May 2019 and the remaining 50% available to vest in May 2021.
The terms of the PRSUs are substantially the same as the PRSUs granted as part of the Company's annual equity awards detailed in "Our Elements of Pay" on page 25 of this Proxy Statement (e.g., the PRSUs vest based on the Company's TSR relative to the TSR of companies in the NASDAQ-100 Index), with the exception of the vesting schedule and the Vesting Measurement Periods, which are 24 months and 48 months, respectively.

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The terms of the RSUs are substantially the same as the terms of the annual equity award RSUs, as detailed in "Our Elements of Pay" on page 25 of this Proxy Statement with the exception of the vesting schedule.
The Compensation Committee determined the size of the award to be meaningful relative to the size of Mr. Söderlund's annual equity grants to provide significant retention and incentive motivation.
The following table shows the value of the supplemental equity awards granted to Mr. Söderlund in fiscal 2018:

	Target Supplemental PRSUs(1)(2)	Supplemental RSUs(1)(2)
Mr. Söderlund	$ 10,000,000	$ 10,000,000

(1) Represents the value of the awards approved by the Compensation Committee on June 1, 2017. On the date of grant, the value was converted into PRSUs and RSUs over an equivalent number of shares rounded down to the nearest whole share.
(2) Awards granted on June 16, 2017.

OTHER COMPENSATION INFORMATION

Benefits and Retirement Plans

We provide a wide array of significant employee benefit programs to all of our regular, full-time employees, including our NEOs, including medical, dental, prescription drug, vision care, disability insurance, life insurance, accidental death and dismemberment ("AD&D") insurance, a flexible spending plan, business travel accident insurance, an educational reimbursement program, an adoption assistance program, an employee assistance program, an employee stock purchase plan, paid time off, and relocation assistance.

We offer retirement plans to our employees based upon country of employment. In the United States, our employees, including our U.S.-based NEOs, are eligible to participate in a tax-qualified section 401(k) plan, with a Company discretionary matching contribution of up to 6% of eligible compensation. The amount of the total matching contribution is determined based on the Company's fiscal year performance. We also maintain a nonqualified deferred compensation plan in which executive-level employees, including our NEOs and our directors, are eligible to participate. None of our NEOs participated in the deferred compensation plan during fiscal 2018. In Sweden, where Mr. Söderlund resides, the Company contributes to supplementary ITP occupational pension plans (the "ITP Plans") for eligible employees, which provide retirement, life insurance and disability benefits. Eligible employees above certain income thresholds also may elect to participate in an alternative ITP Plan. The ITP Plans are offered pursuant to the terms of a collective agreement between the Confederation of Swedish Enterprise and the Council for Negotiation and Cooperation.

Perquisites and Other Personal Benefits

While our NEOs generally receive the same benefits that are available to our other regular, full-time employees, they also receive certain additional benefits, including access to a Company-paid physical examination program, and greater maximum benefit levels for life insurance, AD&D and long-term disability coverage. We consider these benefits to be standard components of a competitive executive compensation package. Our officers with a ranking of vice president and above and certain worldwide studio organization employees also are eligible to participate in the EA Executive and Studio Leadership Digital Game Benefit program. Company reimbursed air and ground transportation generally is limited to business travel. Pursuant to his employment agreement, Mr. Söderlund was provided with the use of a company car through December 31, 2017.

Change in Control Arrangements and Severance

Our executive officers with a ranking of senior vice presidents and above, including our NEOs, are eligible to participate in the Electronic Arts Inc. Change in Control Plan (the "CiC Plan"), which is a "double-trigger" change in control plan that provides our executive officers with payments and benefits if their employment is terminated in connection with a change in control. For more information on the CiC Plan, please refer to the information included under the heading "Potential Payments Upon Termination or Change in Control" beginning on page 43 of this Proxy Statement.

We also maintain an ERISA-regulated severance plan (the "Severance Plan") that applies generally to all our U.S.-based employees. Under the Severance Plan, eligible employees may receive a cash severance payment and premiums for continued health benefits, if such benefits are continued pursuant to COBRA. Any severance arrangements with our NEOs, whether paid pursuant to the Severance Plan or otherwise, require the prior approval of the Compensation Committee. In the event of a change in control of the Company, the cash severance payment payable under the Severance Plan may be reduced, in whole or in part, by any amount paid under the CiC Plan.

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Stock Ownership Holding Requirements

We maintain stock ownership holding requirements for our Section 16 officers. Our Section 16 officers who hold the title of senior vice president must maintain stock ownership equal to at least 1x their base salary. The stock ownership multiple increases to 2x base salary for Section 16 officers, who are executive vice presidents and 5x base salary for our CEO. We test the stock ownership holding requirement on an annual basis, and any Section 16 officer not in compliance with these guidelines must hold 50% of any net after-tax shares vesting from equity awards until the applicable requirement is met.

As of March 31, 2018, each of our executive officers, either had met his or her then-applicable stock ownership holding requirement or had not yet reached the date on which he or she must to meet his or her ownership requirement, which is generally 50 months from the date of hire or appointment.

Insider Trading, Anti-Hedging and Anti-Pledging Policies

We maintain an insider trading policy designed to promote compliance by our employees and directors with both federal and state insider trading laws. In addition, our insider trading policy prohibits our directors, executive officers and other employees from engaging in any hedging transaction or short sale of our stock or trading in any derivatives of our stock. Our directors and Section 16 officers also are prohibited from pledging our stock as collateral for any loan.

Compensation Recovery (Clawbacks)

Our equity award agreements contain a provision providing that if an employee engages in fraud or other misconduct that contributes to an obligation to restate the Company's financial statements, the Compensation Committee may terminate the equity award and recapture any equity award proceeds received by the employee within the 12-month period following the public issuance or filing of the financial statements required to be restated.

Risk Considerations

The Compensation Committee considers, in establishing and reviewing our compensation program, whether the program encourages unnecessary or excessive risk taking and has concluded that it does not. See the section of this Proxy Statement entitled "Oversight of Risk Issues" above for an additional discussion of risk considerations.

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The following Compensation Committee Report on Executive Compensation shall not be deemed to be "soliciting material" or to be "filed" with the SEC, nor shall this information be incorporated by reference into any future filing under the Securities Act or the Exchange Act except to the extent that EA specifically incorporates it by reference into a filing.

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis. Based on its review and discussions with management, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

COMPENSATION COMMITTEE MEMBERS

Jay C. Hoag (Chair)
Leonard S. Coleman
Talbott Roche

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EXECUTIVE COMPENSATION

FISCAL 2018 SUMMARY COMPENSATION TABLE

The following table shows information concerning the compensation earned by or awarded to our Chief Executive Officer, our Chief Financial Officer and our next three most highly compensated executive officers for fiscal 2018, fiscal 2017 and where applicable fiscal 2016. For purposes of the compensation tables that follow, we refer to these individuals collectively as the "Named Executive Officers" or "NEOs."

Name and Principal Position for Fiscal 2018[(1)]	Fiscal Year	Salary ($)	Stock Awards ($)[(2)]	Non-Equity Incentive Plan Compensation ($)[(3)]	All Other Compensation ($)[(4)]	Total ($)
Andrew Wilson	2018	1,141,731	32,025,759[(5)]	2,500,000	61,274	35,728,764
Chief Executive Officer	2017	1,083,846	16,150,342	2,690,860	47,670	19,972,718
	2016	1,019,231	13,617,852	2,076,653	16,971	16,730,707
Blake Jorgensen	2018	794,211	17,377,775[(6)]	1,100,000	14,055	19,286,041
Executive Vice President,	2017	762,981	7,498,342	1,100,000	17,427	9,378,750
Chief Financial Officer	2016	756,538	6,808,926	1,100,000	17,287	8,682,751
Patrick Söderlund[(7)]	2018	821,539	46,253,078[(8)]	1,212,319	98,901	48,385,837
Executive Vice President,	2017	611,291	9,805,485	1,094,161	84,720	11,595,657
EA Worldwide Studios	2016	588,702	9,078,520	1,085,526	108,118	10,860,866
Kenneth Moss	2018	645,865	13,242,574[(9)]	630,000	14,327	14,532,766
Executive Vice President,	2017	619,104	5,767,942	615,000	17,738	7,019,784
Chief Technology Officer	2016	603,731	3,971,790	615,000	152,767	5,343,288
Chris Bruzzo	2018	620,865	4,539,994[(10)]	530,000	22,433	5,713,292
Chief Marketing Officer	2017	596,365	4,614,285	500,000	17,427	5,728,077

(1) As discussed in the "Compensation Discussion and Analysis" above, EA announced changes to certain of its NEOs' roles on April 12, 2018. Blake Jorgensen serves as the Company's Chief Operating Officer in addition to his role as EA's Chief Financial Officer; Patrick Söderlund transitioned to the newly established Company-wide leadership role of Chief Design Officer; and Chris Bruzzo leads the Company's integrated marketing, publishing and analytics organization.

(2) Represents the aggregate grant date fair value of RSUs, PRSUs, and, with respect to fiscal 2018, PIRSUs. Grant date fair value is determined for financial statement reporting purposes in accordance with FASB ASC Topic 718 and the amounts shown may not reflect the actual value realized by the recipient. For RSUs and PIRSUs, grant date fair value is calculated using the closing price of our common stock on the grant date with the PIRSUs being valued at target. For PRSUs, the grant date fair value is determined using a Monte-Carlo simulation model. For additional information regarding the valuation methodology for RSUs, PRSUs and PIRSUs, see Note 14, "Stock-Based Compensation and Employee Benefit Plans," to the Consolidated Financial Statements in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on May 23, 2018 (the "Annual Report"). The PRSUs granted to our NEOs in fiscal 2018 are referred to as "Market-Based Restricted Stock Units" and the PIRSUs granted to our NEOs in fiscal 2018 are referred to as "Performance-Based Restricted Stock Units" in Note 14 "Stock-Based Compensation and Employee Benefit Plans." For additional information regarding the specific terms of the RSUs, PRSUs and PIRSUs granted to our NEOs in fiscal 2018, see the "Fiscal 2018 Grants of Plan-Based Awards Table" below.

(3) Represents amounts awarded under the Executive Bonus Plan to Messrs. Wilson, Jorgensen, Moss and Bruzzo and amounts awarded to Mr. Söderlund under the EA Bonus Plan. For additional information about the bonuses paid to our NEOs in fiscal 2018, see "Our NEOs' Fiscal 2018 Compensation" under the heading "Fiscal 2018 Performance Cash Bonus Awards" in the "Compensation Discussion and Analysis" above.

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(4)
All Other Compensation Table

Name	Fiscal Year	Insurance Premiums ($)[(A)]	Retirement Benefits ($)[(B)]	Other ($)	Tax Gross-Up ($)	Total ($)
Andrew Wilson	2018	928	12,150	36,105[(C)]	12,091[(D)]	61,274
	2017	928	15,900	30,099	793	47,720
	2016	1,071	15,900	—	—	16,971
Blake Jorgensen	2018	928	12,150	—	977[(E)]	14,055
	2017	928	15,900	—	599	17,427
	2016	1,071	15,900	—	316	17,287
Patrick Söderlund	2018	936	61,169	35,992[(F)]	804[(G)]	98,901
	2017	768	56,448	27,476	28	84,720
	2016	783	55,957	51,378	—	108,118
Kenneth Moss	2018	928	12,150	—	1,249[(H)]	14,327
	2017	928	15,900	—	910	17,738
	2016	1,071	15,900	98,002	37,794	152,767
Chris Bruzzo	2018	928	12,150	—	9,355[(I)]	22,433
	2017	928	15,900	—	599	17,427

(A) Amounts shown represent premiums paid on behalf of our NEOs under Company sponsored group life insurance, AD&D and disability programs.

(B) Amounts shown for Messrs. Wilson, Jorgensen and Moss reflect Company-matching 401(k) contributions for fiscal years 2018, 2017 and 2016, paid during each subsequent fiscal year. The amount shown for Mr. Söderlund reflects Company contributions during fiscal 2018, 2017 and 2016 to a Swedish ITP2 occupational pension plan, which includes a defined contribution component, as well as life and disability coverage, and an alternative ITP plan.

(C) Amounts shown represent membership dues for executive leadership organizations ($35,025) and the leadership digital game code benefit under the EA Executive and Studio Leadership Digital Game Benefit program.

(D) Represents the aggregate value of taxes paid on behalf of Mr. Wilson resulting from Company paid executive leadership organization membership fees, the leadership digital game code benefit and video game merchandise from the Company store.

(E) Represents the aggregate value of taxes paid on behalf of Mr. Jorgensen for the leadership digital game benefit.

(F) Amounts shown represent car payments, paid time off, expired time off, leadership digital game code benefit, console reimbursements and incidental expenses paid on behalf of Mr. Söderlund.

(G) Represents the aggregate value of taxes paid on behalf of Mr. Söderlund for costs incurred in connection with his executive physical, the leadership digital game code benefit and business meals.

(H) Represents the aggregate value of taxes paid on behalf of Mr. Moss for digital game reimbursement, the leadership digital game code benefit and video game merchandise from Company store.

(I) Represents the aggregate value of taxes paid on behalf of Mr. Bruzzo for the leadership digital game code benefit, video game merchandise from the Company store and costs incurred in connection with attending the Super Bowl with business partners.

(5) Represents the aggregate grant date fair value of 67,867 RSUs granted to Mr. Wilson in fiscal 2018 of $7,499,982, the target payout of 67,867 PRSUs granted to Mr. Wilson in fiscal 2018 of $9,525,812 and the target payout of 135,734 PIRSUs granted to Mr. Wilson in fiscal 2018 of $14,999,964. The actual vesting of the PRSUs and PIRSUs will be between zero and 200% of the target number of PRSUs and PIRSUs, respectively. The value of the PRSUs on the date of grant assuming the highest level of performance conditions will be achieved is $14,999,964, which is based on the maximum vesting of 135,734 PRSUs multiplied by the closing price of our

common stock on the date of grant of $110.51. The value of the PIRSUs on the date of grant assuming the highest level of performance conditions will be achieved is $29,999,929, which is based on the maximum vesting of 271,468 PIRSUs multiplied by the closing price of our common stock on the date of grant of $110.51.
Represents the aggregate grant date fair value of 29,409 RSUs granted to Mr. Jorgensen in fiscal 2018 of $3,249,989, the target payout of 29,409 PRSUs granted to Mr. Jorgensen in fiscal 2018 of $4,127,847 and the target payout of 90,489 PIRSUs granted to Mr. Jorgensen in fiscal 2018 of $9,999,939. The actual vesting of the PRSUs and PIRSUs will be between zero and 200% of the target number of PRSUs and PIRSUs, respectively.

(6) The value of the PRSUs on the date of grant assuming the highest level of performance conditions will be achieved is $6,499,977, which is based on the maximum vesting of 58,818 PRSUs multiplied by the closing price of our common stock on the date of grant of $110.51. The value of the PIRSUs on the date of grant assuming the highest level of performance conditions will be achieved is $19,999,879, which is based on the maximum vesting of 180,978 PIRSUs multiplied by the closing price of our common stock on the date of grant of $110.51.

(7) Mr. Söderlund is based in Stockholm, Sweden and was paid in Swedish krona. The amounts reported as salary and all other compensation for Mr. Söderlund in fiscal 2016, fiscal 2017 and fiscal 2018 were derived from an average of the Swedish krona to U.S. dollar exchange rates on the last day of each month during fiscal 2016, fiscal 2017 and fiscal 2018, respectively. The amount reported as non-equity incentive plan compensation for Mr. Söderlund in fiscal 2018 is based on the Swedish krona to U.S. dollar exchange rate as of May 23, 2018 of 0.113856.

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(8) Represents the aggregate grant date fair value of equity awards granted to Mr. Söderlund in fiscal 2018, including supplemental RSUs and supplemental PRSUs. This includes 135,733 RSUs granted to Mr. Söderlund in fiscal 2018 of $14,999,854, the target payout of 135,733 PRSUs granted to Mr. Söderlund in fiscal 2018 of $19,253,275 and the target payout of 108,587 PIRSUs granted to Mr. Söderlund in fiscal 2018 of $11,999,949. The actual vesting of the PRSUs and PIRSUs will be between zero and 200% of the target number of PRSUs and PIRSUs, respectively. The value of the PRSUs on the date of grant assuming the highest level of performance conditions will be achieved is $29,999,708, which is based on the maximum vesting of 271,466 PRSUs multiplied by the closing price of our common stock on the date of grant of $110.51. The value of the PIRSUs on the date of grant assuming the highest level of performance conditions will be achieved is $23,999,899, which is based on the maximum vesting of 217,174 PIRSUs multiplied by the closing price of our common stock on the date of grant of $110.51.

(9) Represents the aggregate grant date fair value of 24,884 RSUs granted to Mr. Moss in fiscal 2018 of $2,749,931, the target payout of 24,884 PRSUs granted to Mr. Moss in fiscal 2018 of $3,492,718 and the target payout of 63,342 PIRSUs granted to Mr. Moss in fiscal 2018 of $6,999,924. The actual vesting of the PRSUs and PIRSUs will be between zero and 200% of the target number of PRSUs and PIRSUs, respectively. The value of the PRSUs on the date of grant assuming the highest level of performance conditions will be achieved is $5,499,862, which is based on the maximum vesting of 49,768 PRSUs multiplied by the closing price of our common stock on the date of grant of $110.51. The value of the PIRSUs on the date of grant assuming the highest level of performance conditions will be achieved is $13,999,849, which is based on the maximum vesting of 126,684 PIRSUs multiplied by the closing price of our common stock on the date of grant of $110.51.

(10) Represents the aggregate grant date fair value of 18,097 RSUs granted to Mr. Bruzzo in fiscal 2018 of $1,999,899 and the target payout of 18,097 PRSUs granted to Mr. Bruzzo in fiscal 2018 of $2,540,095. The actual vesting of the PRSUs will be between zero and 200% of the target number of PRSUs. The value of the PRSUs on the date of grant assuming the highest level of performance conditions will be achieved is $3,999,799, which is based on the maximum vesting of 36,194 PRSUs multiplied by the closing price of our common stock on the date of grant of $110.51.

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FISCAL 2018 GRANTS OF PLAN-BASED AWARDS TABLE

The following table shows information regarding non-equity incentive and equity plan-based awards granted to our NEOs during fiscal 2018.

Name	Grant Date	Approval Date[1]	Estimated Future Payouts Under Non-Equity Incentive Plan Awards[2]		Estimated Future Payouts Under Equity Incentive Plan Awards[3]			All Other Stock Awards: Number of Shares of Stock or Units (#)[4]	Grant Date Fair Value of Stock Awards ($)[5]
			Target ($)	Maximum ($)	Threshold ($)	Target ($)	Maximum ($)		