

## **TAKE-TWO INTERACTIVE SOFTWARE, INC.**

### **POLICY FOR PROTECTION OF WHISTLEBLOWERS FROM RETALIATION**

**Last Updated October 2017**

Take-Two Interactive Software, Inc. and its wholly owned subsidiaries and affiliates (the “Company”) is committed to protecting its employees, officers and directors as well as all consultants, contractors, subcontractors or the like and all others who deal with or do business on behalf of the Company (“Reporting Person”) from interference with reporting conduct that the Reporting Person believes violates internal Company policy or applicable laws, rules or regulations (“Protected Disclosures”) or retaliation for having made a Protected Disclosure. Accordingly, no Company employee, officer or director may discharge, demote, suspend, threaten, harass, retaliate against, or in any manner directly or indirectly discriminate against any Reporting Person including in the terms and conditions of employment or retention because of any lawful act done by the Reporting Person, including the making of a Protected Disclosure. You may make a Protected Disclosure to your immediate supervisor, any member of the Legal Department, any Human Resources representative, your Company contact or directly to the Audit Committee of the Board of Directors, the Board of Directors or any individual Director of the Company.

The Sarbanes-Oxley Act of 2002 (the “Act”) specifically creates protection for “whistleblowers” from certain retaliatory actions. A Reporting Person may not be discharged, demoted, suspended, threatened, harassed, or in other way discriminated against because of any lawful act by the Service Provider: (1) to provide information, cause information to be provided, or otherwise assist in an investigation regarding any conduct which the Reporting Person reasonably believes constitutes a violation of Federal securities laws, any rule or regulation of the Securities and Exchange Commission, or any provision of Federal Law relating to fraud against shareholders, when the information or assistance is provided to or the investigation is conducted by (a) a Federal regulatory or law enforcement agency; (b) any Member of Congress or any committee of Congress; or (c) any person with supervisory authority over the Reporting Person (or such other person working for the Company who has the authority to investigate, discover or terminate misconduct); (2) to file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or about to be filed (with any knowledge of the Company) relating to an alleged violation of Federal securities laws, any rule or regulation of the Securities and Exchange Commission, or any provision of Federal law relating to fraud against shareholders.

Among other things, this policy is intended to ensure that: (1) any Reporting Person filing a report pursuant to the Company’s policy for “Reporting Questionable Accounting or Financial Matters” is protected against retaliation in connection with the filing of such report, (2) any Reporting Person who makes a protected disclosure pursuant to Section 806 of the Act is protected from retaliation in connection with such disclosure, and (3) Company employees do not directly or indirectly use or attempt to use their official authority or influence for the purpose of interfering with the right of a Reporting Person to make a disclosure to one of the individuals referenced above.

## Complaint Procedure

Any employee, officers and directors as well as all consultants, contractors, subcontractors or the like and all others who deal with or do business on behalf of the Company (“Reporting Person”) who believes that he or she has been subject to, or affected by, retaliatory conduct or the like as described in this Policy should report such conduct to the appropriate supervisory personnel (if such supervisory personnel is not the source of, or otherwise involved in, the retaliatory conduct), to a member of the Legal Department, or to a Human Resources representative. Any supervisory personnel who receives a report, or who is otherwise aware of retaliatory conduct or the like, is required to advise immediately the Company’s General Counsel (or if the General Counsel is the alleged source of the conduct, then another individual referenced above. If the Reporting Person believes that reporting such conduct to the appropriate supervisor is for any reason inappropriate, or if the report to the supervisor has been made and the conduct has not ceased, the Reporting Person should report the incident directly to the General Counsel (or if the General Counsel is the alleged source of the conduct, then another individual referenced above. If the reporting instructions above cannot be followed, or have been followed and the retaliatory conduct has not ceased, the Reporting Person should, and the supervisor must, report said conduct directly to the Company’s Chief Executive Officer.

All complaints will be investigated promptly and with discretion, and all information obtained will be handled confidentially, consistent with addressing the matter. At the conclusion of an investigation, remedial and/or disciplinary action will be taken as deemed appropriate. The Reporting Person reporting retaliatory conduct under this complaint procedure will be advised of the conclusion of the investigation.

In order to allow the Company to prevent and correct unlawful retaliatory conduct, it is essential that all Reporting Persons use this complaint procedure and that the Company receive timely information about every instance of such conduct. No Reporting Person will be subject to retaliation as a result of using this complaint procedure, and any retaliation or attempts at retaliation will not be tolerated by the Company and will be promptly addressed.

## Other Remedies

In addition to the complaint procedure set forth above, any Reporting Person who believes he or she has been subject to or affected by conduct in violation of this Policy may file a formal complaint with the appropriate governmental agency and/or may commence an appropriate lawsuit as permitted by applicable law. However, applicable law may impose a short time period for filing such a claim or commencing a lawsuit. Any Reporting Person who wishes to avail themselves of such remedies should consult with an attorney to ensure that those rights and remedies are preserved.