

**TAKE-TWO INTERACTIVE SOFTWARE, INC.**  
**POLICY FOR PROTECTION OF WHISTLEBLOWERS FROM RETALIATION**  
**Last Updated August 2018**

Take-Two Interactive Software, Inc. and its wholly owned subsidiaries and affiliates (the “Company”) is committed to protecting its directors, officers, employees, consultants, contractors, agents, and others who do business on behalf of the Company (“Employees and other Covered Individuals”) from interference with reporting conduct that they believe violates internal Company policy or applicable laws, rules or regulations (“Protected Disclosures”) or retaliation for having made a Protected Disclosure. Accordingly, no Company director, officer or employee may discharge, demote, suspend, threaten, harass, retaliate against, or in any manner directly or indirectly discriminate against any Employee or other Covered Individual, including in the terms and conditions of employment or retention, because of any lawful act done by that Employee or Other Covered Individual, 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. An Employee or other Covered Individual may not be discharged, demoted, suspended, threatened, harassed, or in any other way discriminated against because of any lawful act by that Employee or other Covered Individual, either: (1) to provide information, cause information to be provided, or otherwise assist in an investigation regarding any conduct that he or she 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 Employee or other Covered Individual (or such other person working for the Company who has the authority to investigate, discover or terminate misconduct); or (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 Employee or other Covered Individual 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 Employee or other Covered Individual 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 and other Covered Individuals do not directly or indirectly use or attempt to use their official authority or influence for the purpose of interfering with the right of an Employee or other Covered Individual to make a Protected Disclosure to one of the individuals referenced above.

## **Complaint Procedure**

Any Employee or other Covered Individual 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 Take-Two's Legal Department, or to a Human Resources representative. Any supervisory personnel who receives a report, or who becomes aware of retaliatory conduct, 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 or entity referenced above). If the Employee or other Covered Individual 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 Employee or other Covered Individual should report the incident directly to the General Counsel (or if the General Counsel is the alleged source of the conduct, then another individual or entity 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. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review and address any violations. At the conclusion of an investigation, remedial and/or disciplinary action will be taken as deemed appropriate.

In order to allow the Company to prevent and correct unlawful retaliatory conduct, it is essential that all Employees and other Covered Individuals use this complaint procedure and that the Company receive timely information about every instance of such conduct. No Employee or other Covered Individual will be subject to retaliation as a result of using this complaint procedure. The Company will promptly address and will not tolerate any actual or attempted retaliation.

## **Other Remedies**

In addition to the complaint procedure set forth above, any Employee or other Covered Individual 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 himself or herself of such remedies should consult with an attorney to ensure that those rights and remedies are preserved.