



TAKE-TWO INTERACTIVE SOFTWARE, INC.

2020 ANNUAL MEETING OF STOCKHOLDERS

RULES OF CONDUCT

Welcome to the 2020 Annual Meeting of Stockholders (the "Meeting") of Take-Two Interactive Software, Inc. (the "Company"). Due to the public health impact of the COVID-19 pandemic and to support the health and well-being of our stockholders, employees and communities, we are holding our annual meeting in an all-virtual format. In fairness to all persons participating in the Meeting, in order to provide stockholders an opportunity to be heard, and in the interest of conducting an orderly meeting within a reasonable time period, we will be observing the following rules of conduct:

1. **Participation.** Only stockholders of record at the close of business on July 20, 2020 or their duly authorized proxies are entitled to vote and submit questions at the Meeting. To vote or submit questions, please log in to www.virtualshareholdermeeting.com/TTWO2020 (the "Virtual Meeting Website") by entering the control number you received with your proxy materials or from the virtual meeting platform provider.
2. **Order of Business.** The only business to be conducted at the Meeting are the proposals set forth in the Notice of 2020 Annual Meeting of Stockholders and in the Proxy Statement. The business of the Meeting will follow the order shown in the Notice of Meeting as set forth on the Meeting Agenda.
3. **Chair of the Meeting.** The Chairman of the Board of Directors or his designee shall be the chair of the Meeting (the "Chair") and may make any and all determinations as to the conduct of the Meeting and the procedures to be followed during the Meeting, including these rules of conduct.
4. **Voting.** You do not need to vote at the Meeting if you have already voted in advance of the Meeting. However, if you wish to change your vote, or if you have not previously voted, you may vote online during the Meeting while the polls are open. The polls will close promptly following the presentation of the last agenda item being voted on.
5. **Questions.** Stockholders will have the opportunity to submit questions during the Meeting.
 - a. If you are a stockholder and wish to submit a question about one of the matters being voted on at the Meeting, beginning at 8:45 a.m. EDT on September 16, 2020, please log into the Virtual Meeting Website as a Stockholder by entering the 16-digit control number you received with your proxy materials.

- b. If you are a stockholder and wish to submit a question regarding a proposal, the question can be submitted online at the Virtual Meeting Website at or before the time the matters are before the Meeting for consideration. We will answer appropriate questions regarding matters being voted on at the Meeting after the presentation of all the proposals and before voting is closed.
- c. To allow the Company to answer questions from as many stockholders as possible, we will limit each stockholder to two questions. A question should be succinct and should cover only one topic. Questions from multiple stockholders on the same topic or that are otherwise related may be grouped, summarized and answered together.
- d. When submitting a question, you are required to provide your name and your relationship to the Company.
- e. If a stockholder has a question or comment not related to a proposal, those questions will be addressed after the polls have closed, and after the close of business of the Meeting.
- f. Because time is limited at the Meeting, we may not be able to answer all questions that are submitted. If there are any questions that are not answered, such questions can be raised separately after the Meeting by contacting our Investor Relations department via our Corporate website at www.take2games.com.
- g. Questions or comments unrelated to the Meeting or of individual concern as opposed to general concern to all stockholders may be submitted by contacting our Investor Relations department via our Corporate website at www.take2games.com.
- h. The Company does not intend to answer questions that are, among other things:
 - i. irrelevant to the business of the Company;
 - ii. related to personal grievances;
 - iii. derogatory references to individuals or that are otherwise in bad taste;
 - iv. repetitious of statements already made by another stockholder;
 - v. a matter of individual concern that is not a matter of interest to stockholders generally; or
 - vi. out of order or not otherwise suitable for the conduct of the Meeting as determined by the Chair or our Corporate Secretary in their reasonable judgment.

6. Issues During the Meeting.

- a. If you encounter any difficulties accessing the Meeting during the check-in or meeting time, please call the technical support line displayed on the Virtual Meeting Website.
- b. In the event of a technical malfunction, or other significant problem that disrupts

the Meeting, the Chair may adjourn, recess or expedite the Meeting or take such other action that the Chair determines is appropriate in light of the circumstances.

**Thank you in advance for your cooperation and thank you for your continued interest
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Take-Two Interactive Software, Inc.

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