

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

### **EXECUTIVE COMMITTEE CHARTER**

**December 2013**

This Executive Committee Charter (this "Charter") has been adopted by the Board of Directors (the "Board") of Take-Two Interactive Software, Inc. (the "Company").

#### **Purpose**

The Executive Committee (the "Committee") is appointed by the Board to exercise all the powers and authority of the Board in the management of the business and affairs of the Company as may be delegated to the Committee by the Board from time to time, subject to the limitations set forth in this Charter and the limitations under Section 141(c) of the General Corporation Law of the State of Delaware and other applicable laws.

#### **Committee Membership**

The Committee shall consist of no fewer than three (3) members and shall include the Chairman of the Board and at least two (2) persons who qualify as independent directors ("Independent Director") under the listing standards of the NASDAQ, SEC rules and applicable law. The Board shall determine from time to time the number of directors that shall constitute the Committee.

The members of the Committee (other than the Chairman of the Board) shall be appointed by the Board from among its members. Committee members may be removed and replaced by the Board. The Chairman of the Committee shall be an Independent Director designated by the Board from among the Independent Director members of the Committee. The Chairman of the Committee shall also act as the Lead Independent Director.

#### **Committee Administration**

The Committee shall meet at such times and with such frequency as the Committee determines in its sole discretion. The Committee may ask members of Company management or others to attend meetings and provide pertinent information as necessary or desirable. The Committee may adopt such procedures, in addition to those set forth in this Charter, as it deems appropriate and necessary to carry out its duties and responsibilities.

A majority of the members of the Committee shall constitute a quorum to transact business. Members of the Committee may participate in any meeting of the Committee by means of telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other, or by any means permitted for Board meetings by the By-laws of the Company. The Committee will keep written minutes of its meetings, which minutes shall be provided to the Board and maintained with the books and records of the Company. The Committee may designate any member of the Committee to execute documents on its behalf as the Committee deems necessary or appropriate to perform its responsibilities hereunder.

The affirmative vote of a majority of the members of the Committee will be required to approve any action of the Committee. Subject to the requirements of any applicable law, regulation or NASDAQ rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action to be so taken, is signed by all of the members of the Committee.

### **Lead Independent Director Responsibilities**

In addition to Committee responsibilities, the Lead Independent Director will perform the following duties:

1. Preside at all meetings of the Board at which the Chairman of the Board is not present, or any portion thereof, attend meetings of all committees of the Board, and convene and chair special meetings of the independent directors and other meetings as may be necessary or appropriate from time to time.
2. Coordinate and develop the agenda for and chair executive sessions of the independent directors.
3. Coordinate and develop with the Chairman of the Board the agendas for meetings of the Board and informational needs associated with those agendas and presentations.
4. Coordinate feedback to the Chairman of the Board on behalf of independent directors regarding business issues and management.
5. Meet regularly with the executive officers of the Company to discuss the business strategy of the Company in greater detail, as well as such other matters as the Lead Independent Director or such executive officers may desire.
6. Coordinate with the General Counsel responses to questions and/or concerns from stockholders or other interested parties that were communicated or addressed to the Company's independent directors.
7. Handle any matters concerning an actual or potential conflict of interest involving any other director.
8. Perform such other duties as may be requested by the Board as a whole, by the independent directors, by the Chief Executive Officer or by the Chairman of the Board.

### **Other Responsibilities of the Committee**

1. Report to the Board as requested by the Board and as the Committee deems necessary or appropriate.
2. Develop with management and monitor an orientation program for new directors and continuing education programs for directors.

Notwithstanding anything to the contrary in this Charter, the Committee will not exercise the power and authority of the Board with respect to the following actions:

- A. Amending the By-laws or Certificate of Incorporation of the Company;
- B. Filling a vacancy on the Board or any committee of the Board;
- C. Determination of officer or director compensation;
- D. Unless specifically authorized to do so by a prior resolution of the Board, take any action the responsibility for which is specifically reserved to the Board or another committee of the Board pursuant to applicable law or as memorialized in the Company's Certificate of Incorporation or Bylaws or the charter for such other Board committee; or
- E. Any transaction with any affiliate of the Company, including, without limitation, ZelnickMedia Corporation or any of its directors, officers or employees.

In addition, if any member of the Committee states that any matter under consideration by the Committee should instead be determined by the Board, such matter may not be acted upon by the Committee and shall be presented to the Board.

In addition to the activities described above, but subject to the limitation regarding ZelnickMedia Corporation and its directors, officers and employees set forth above, the Committee will perform such other functions as are necessary or appropriate in the opinion of the Board under applicable law, the Company's Certificate of Incorporation and By-laws, and the resolutions and other directives of the Board.

The Committee has the authority to retain such outside advisors, including legal counsel and other experts, as it deems necessary or appropriate, and to approve the fees and expenses of such advisors. Prior to retaining any external firm, advisor, expert or the like, the Chairman of the Committee will consult with the Company's General Counsel in order to ensure that there is no conflict of interest due to a prior or existing relationship between such party and the Company; provided, that the Committee shall have the final discretion to retain any such accountants, auditors, counsel and other advisors.

This Charter may be amended from time to time upon the approval the Board. The Committee will conduct an annual evaluation of its performance and this Charter, and will submit its findings in respect thereof to the Board. The Company's Corporate Governance Committee will assist the Committee in its review of the Committee and this Charter.

This Charter will be posted on the Company's website and will be updated as required to reflect any amendments thereto.

This Charter is in all respects subject and subordinate to the Company's Certificate of Incorporation and By-laws and the applicable provisions of the General Corporation Law of the State of Delaware.