



Take-Two Interactive Software, Inc.
(NASDAQ: TTWO)

**Cowen and Company 41st Annual
Technology, Media & Telecom Conference**
May 30, 2013

Forward-Looking Statements

The statements contained herein which are not historical facts are considered forward-looking statements under federal securities laws and may be identified by words such as "anticipates," "believes," "estimates," "expects," "intends," "plans," "potential," "predicts," "projects," "seeks," "will," or words of similar meaning and include, but are not limited to, statements regarding the outlook for the Company's future business and financial performance. Such forward-looking statements are based on the current beliefs of our management as well as assumptions made by and information currently available to them, which are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Actual outcomes and results may vary materially from these forward-looking statements based on a variety of risks and uncertainties including: our dependence on key management and product development personnel, our dependence on our Grand Theft Auto products and our ability to develop other hit titles for current and next-generation platforms, the timely release and significant market acceptance of our games, the ability to maintain acceptable pricing levels on our games, our ability to raise capital if needed and risks associated with international operations. Other important factors and information are contained in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2013, in the section entitled "Risk Factors," and the Company's other periodic filings with the SEC, which can be accessed at www.take2games.com. All forward-looking statements are qualified by these cautionary statements and speak only as of the date they are made. The Company undertakes no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.



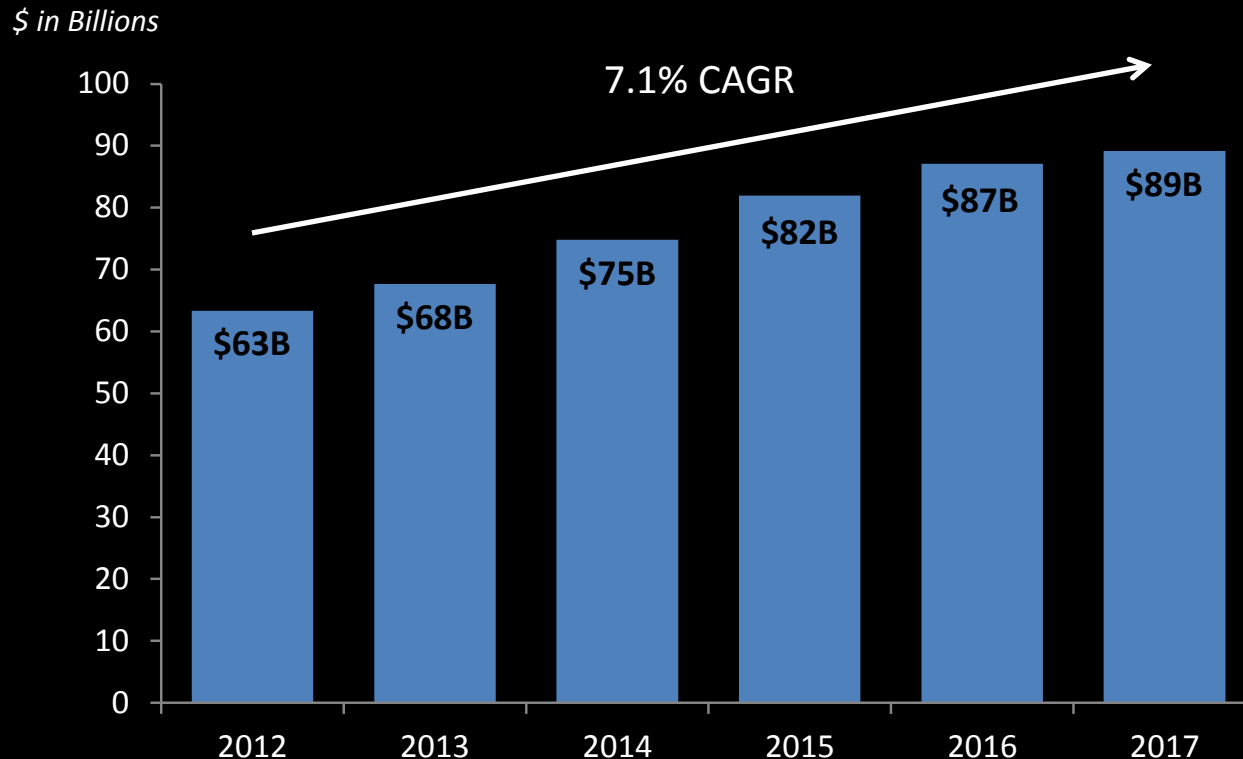
Company Overview

- A leading global producer and distributor of interactive entertainment, the strongest growth segment of the entertainment industry
- Proven organic growth strategy focused on building compelling interactive entertainment franchises
 - World-class creative teams
 - Diverse portfolio of industry-leading intellectual property
 - Actively investing in digitally delivered content, evolving business models and emerging platforms
- Solid financial foundation
- Strong recent results and outlook

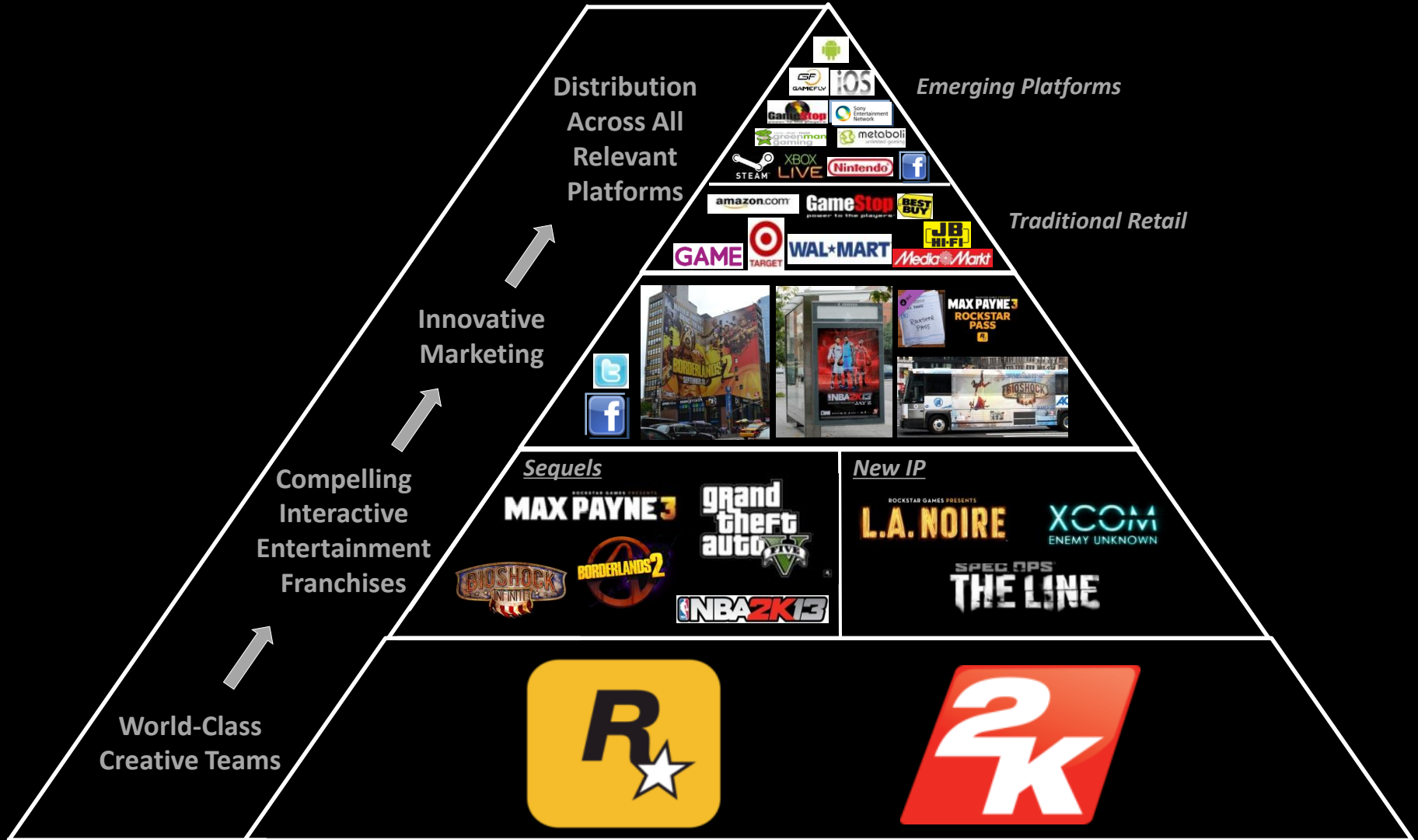


Expanding Market Opportunity

Estimated Global Video Game Market



Proven Organic Growth Strategy



World-Class Creative Teams

Approximately 1,800 in-house developers



- Groundbreaking action / adventure blockbuster titles
 - Focused on internally owned and developed intellectual property
 - 6 internal studios
-



- High-quality titles for a range of gamers across all key platforms
- Shooter, action, role-playing, strategy, sports and casual titles
- Owned and licensed mass-market brands
- 8 internal studios

World-Class Creative Teams

- Achieved highest average Metacritic score of any third-party publisher from 2008 to 2012

Rank	Third-Party Publisher	Average Metacritic Score
1	Take-Two	83
2	Electronic Arts	79
3	Capcom	75
4	Warner Bros. Interactive	75
5	Square Enix	73
6	Activision Blizzard	73
7	THQ	73
8	Ubisoft	72
9	Bethesda Softworks	72
10	Konami Digital Ent.	72
11	Sega	71
12	Namco Bandai Games	69



World-Class Creative Teams

- Developed two of the three highest-rated titles for Xbox 360 and the highest-rated title for PS3 and DS



1	Grand Theft Auto IV	2008	98
2	Uncharted 2: Among Thieves	2009	96
2	Batman: Arkham City	2011	96

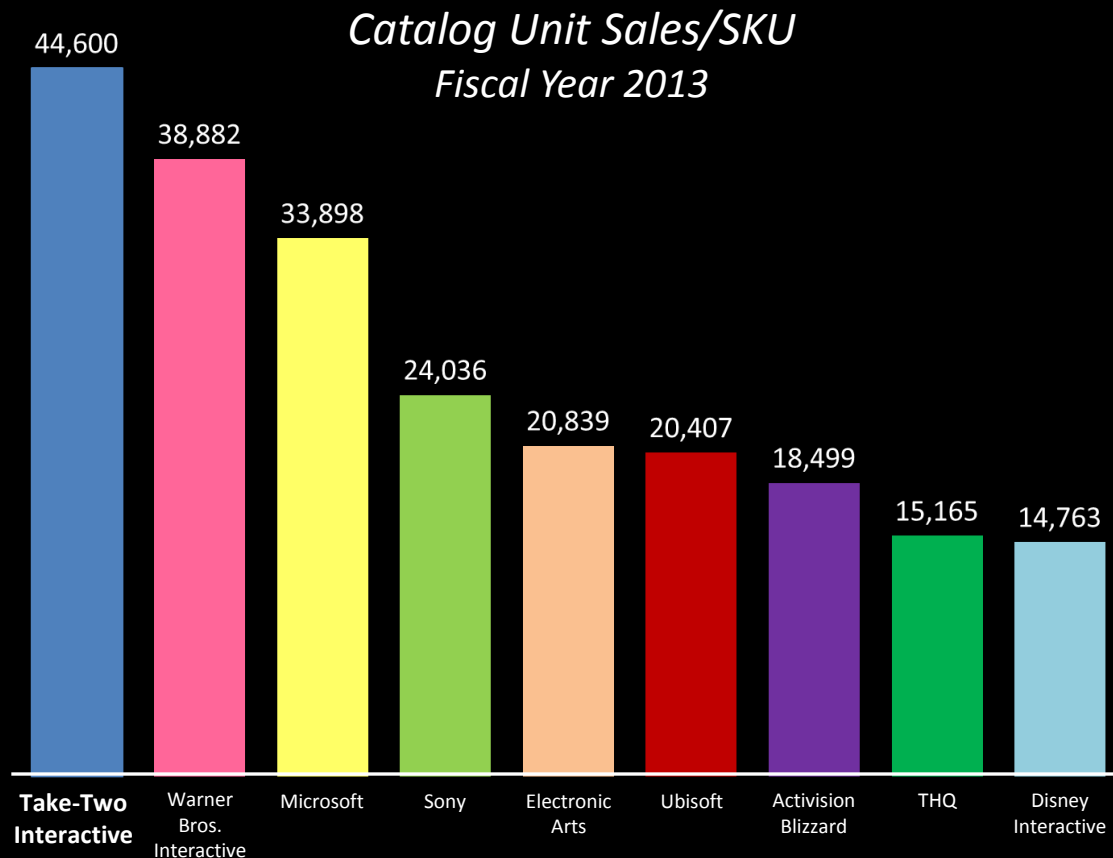
1	Grand Theft Auto IV	2008	98
2	BioShock	2007	96
2	The Orange Box	2007	96



1	Grand Theft Auto: Chinatown Wars	2009	93
1	Flipnote Studio	2009	93
3	Chrono Trigger	2008	92

World-Class Creative Teams

- Strongest catalog of any publisher on Xbox 360 and PS3



*Internal analysis based on NPD Group estimates of U.S. retail video game sales on Xbox 360 and PS3.
New releases become catalog titles 6-months after launch.*



Diverse Portfolio of Industry-Leading Intellectual Property

- 9 franchises with individual titles that have sold in 5 million or more units
 - *BioShock*
 - *Borderlands*
 - *Carnival Games*
 - *Grand Theft Auto*
 - *L.A. Noire*
 - *Max Payne*
 - *Midnight Club*
 - *NBA 2K*
 - *Red Dead*
- 7 new franchises added since 2007
 - *BioShock*
 - *Borderlands*
 - *Carnival Games*
 - *L.A. Noire*
 - *The Darkness*
 - *WWE 2K*
 - *XCOM*
- More than 35 multi-million unit selling titles



Diverse Portfolio of Industry-Leading Intellectual Property

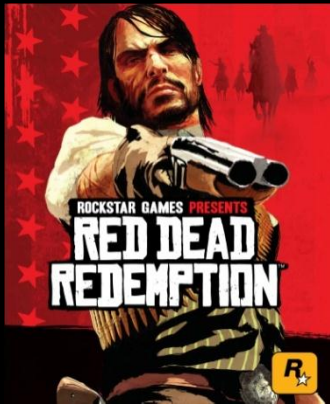
The Grand Theft Auto Franchise



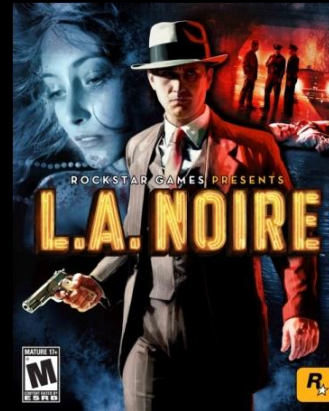
- Interactive entertainment industry's most iconic and critically acclaimed brand
- Pioneered and continues to redefine the open-world action genre
- Franchise has sold in over 125 million units
- *Grand Theft Auto IV* received the highest ever ratings on Xbox 360 and PS3, and has sold in over 25 million units ⁽¹⁾
- Highly successful additional episodes, including *The Lost and Damned* and *The Ballad of Gay Tony*
- *Grand Theft Auto V* planned for launch on September 17, 2013

Diverse Portfolio of Industry-Leading Intellectual Property

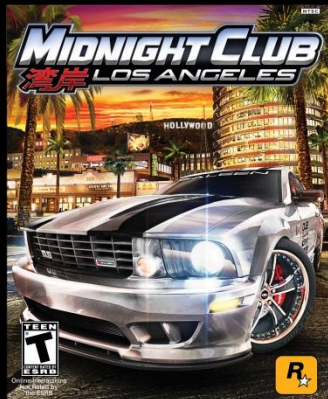
Top Rockstar Franchises



- Action/adventure game set in early 1900's Western frontier
- *Red Dead Redemption* received 95 Metacritic score and over 150 "Game of the Year" awards
- Highly successful single and multiplayer add-on content



- Cinematic crime thriller combines action with real detective work, utilizing unique facial animation technology
- First video game ever selected for the Tribeca Film Festival



- Quintessential "Street racing" series



- Popularized the third-person shooter genre

Diverse Portfolio of Industry-Leading Intellectual Property

The NBA 2K Franchise



- Top-ranked NBA simulation game for 12 consecutive years
- Three most recent annual releases sold in over 5 million units each
- *NBA 2K13* achieved the highest profitability of any sports title in 2K's history
- Strong in-game sales of virtual goods
- Extending franchise with *NBA 2K Everywhere* offerings and MMOG and mobile social format games for Asian markets

Diverse Portfolio of Industry-Leading Intellectual Property

Top 2K Franchises



- Critically acclaimed, role-playing shooter
- *Borderlands* and *Borderlands 2* each sold in 6 million units
- *Borderlands 2* received 90 Metacritic score
- Highly successful add-on content



- Unique, artistic, narrative-driven shooter
- *BioShock* is the highest-rated first-person shooter of all time
- *BioShock Infinite* is the highest rated release of 2013 to date with 94 Metacritic score



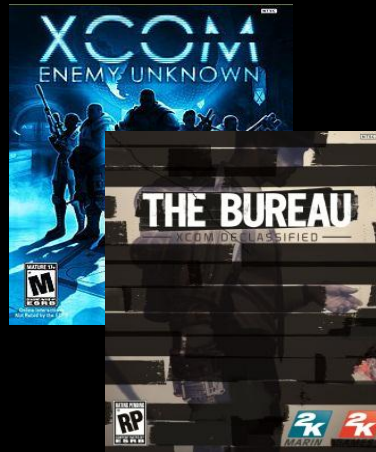
- One of world's top strategy titles for the PC
- Expanding brand with MMOG and mobile social games for Asian markets

Diverse Portfolio of Industry-Leading Intellectual Property

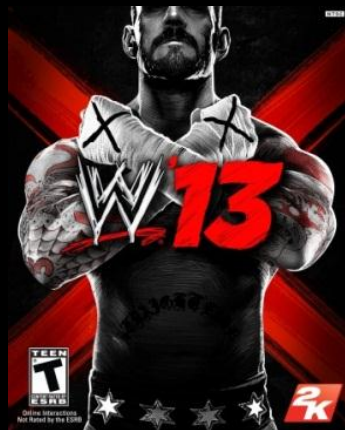
Top 2K Franchises



- Authentic, action-packed gangster saga



- *XCOM: Enemy Unknown* reimagined classic franchise as turn-based strategy game
- Received near 90 Metacritic score
- *The Bureau: XCOM Declassified* extends brand as a 3rd-person tactical shooter coming August 20, 2013

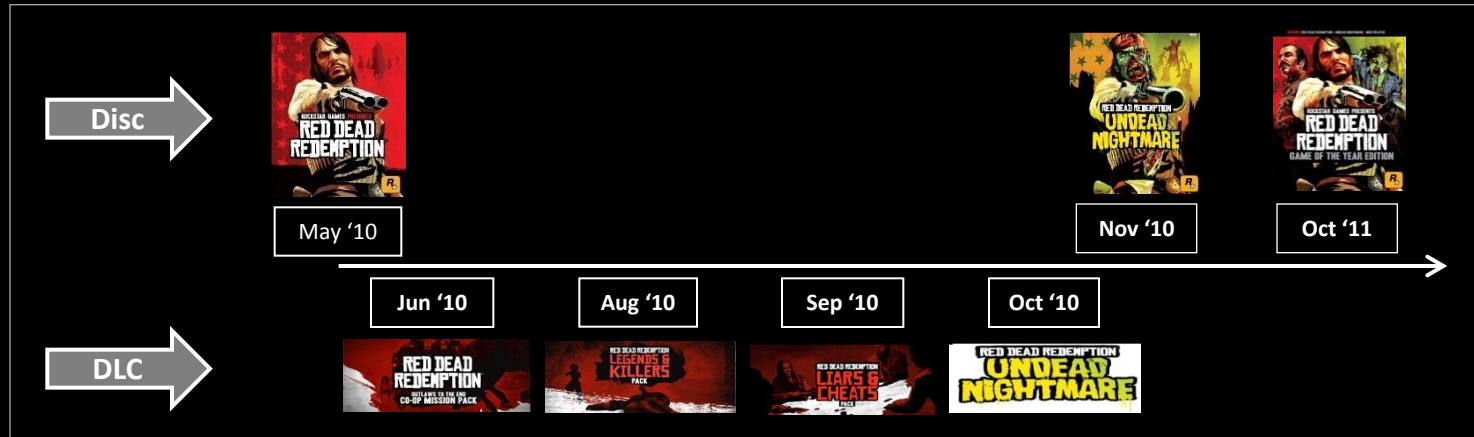


- Popular, professional wrestling video game franchise
- License acquired by 2K in February 2013
- *WWE 2K14* planned for launch October 29, 2013

Driving Value Through Evolving Business Models

- Add-on content

Highly successful Red Dead Redemption model



Innovative subscription offerings



- In-game purchases
- Free-to-play

Expanding Offerings for Tablets and Smartphones

- Core gaming experiences optimized for mobile platforms



- New intellectual property specifically for mobile platforms



- Mobile applications integrated with core console releases



- Mobile games for Asia in partnership with local experts



- NBA 2K All Stars launched in Japan

Actively Investing in Online / MMO Games

- Currently focused on Asian markets in partnership with local market leaders



– *NBA 2K Online*, launched commercially in China on October 24, 2012



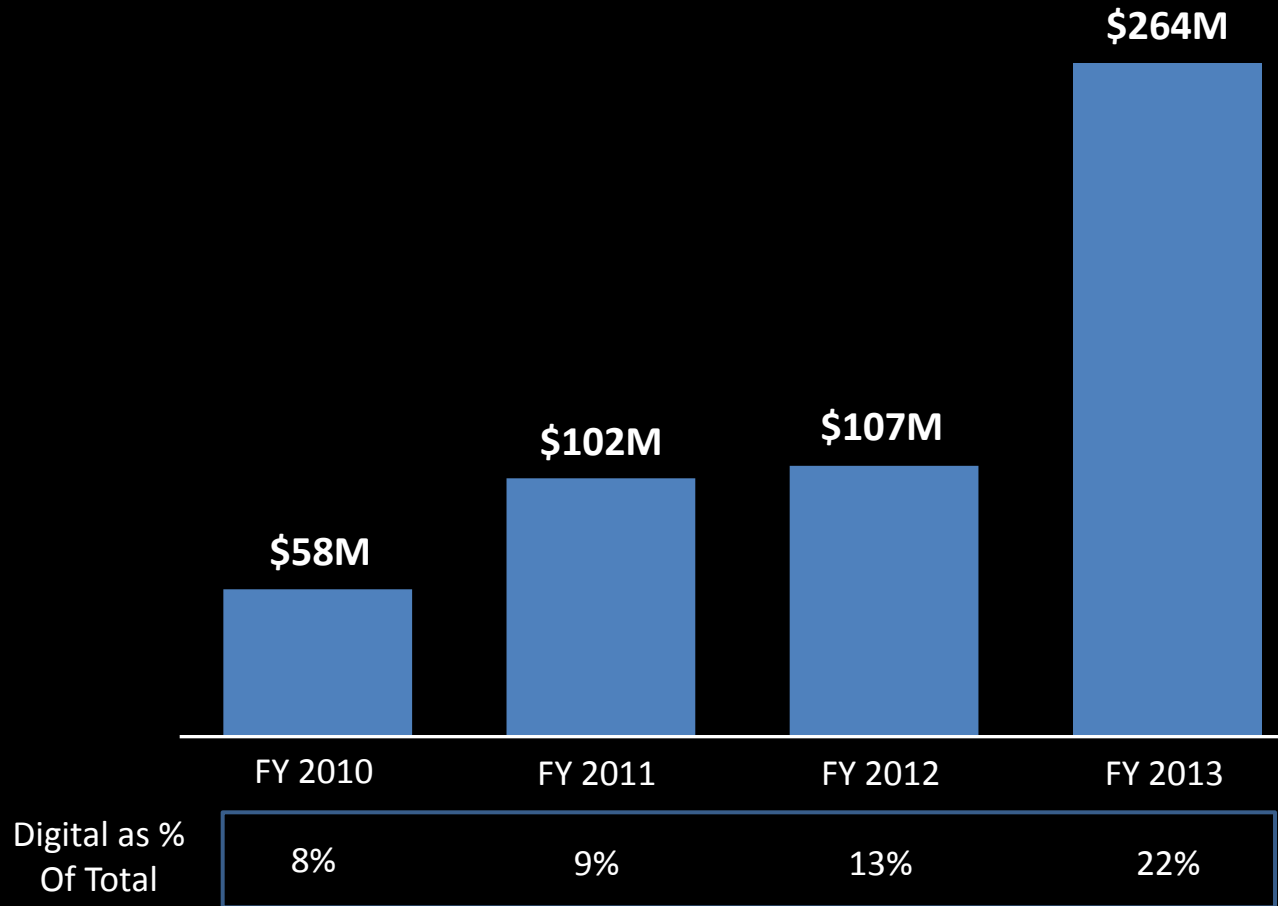
– *Pro Baseball 2K*, launched commercially in South Korea on May 2, 2013



– *Civilization Online* (working title), MMOG planned for initial release in Asian markets

Capitalizing on Growth of Digital Distribution

Revenue from Digitally Delivered Content



Note: All data is Non-GAAP. See the attached Glossary for a discussion of Non-GAAP financial measures and cautionary statement, and a reconciliation of Non-GAAP net revenues to GAAP net revenues.



Solid Financial Foundation

- Strong balance sheet and capital reserve
 - \$403 million in cash as of March 31, 2013
 - \$100 million undrawn credit line
- Global presence
 - 50% of revenue expected from outside the United States in fiscal 2014

Strong Recent Results and Outlook

- Delivered Non-GAAP net revenue of \$1.22 billion (48% growth) and EPS of \$0.36 in fiscal year 2013 ⁽¹⁾
 - Hit releases led by *Borderlands 2*, *NBA 2K13* & *BioShock Infinite*
 - Strong catalog sales and record digitally delivered revenue
- Project Non-GAAP net revenue of \$1.75-1.85 billion and EPS of \$2.05-\$2.30 in fiscal year 2014 ⁽²⁾
 - *Grand Theft Auto V* launching on September 17, 2013
- Positioned for continued Non-GAAP profitability for the foreseeable future
 - Robust development pipeline for next generation platforms

(1) GAAP net revenue was \$1.21 billion and GAAP net loss was (\$0.34) per share for fiscal year 2013. See the attached Glossary for a discussion of Non-GAAP financial measures and cautionary statement, and a reconciliation of GAAP to Non-GAAP measures.

(2) Non-GAAP financial outlook as of May 13, 2013. Excludes stock based compensation expense of \$0.37 per share, non cash amortization of \$0.17 per share, and non-cash tax expense of \$0.02 per share.



Summary

- Global interactive entertainment company focused on building compelling franchises
- World-class creative talent
- Diverse portfolio of industry-leading intellectual property
- Actively investing in digitally delivered content, evolving business models and emerging platforms
- Solid financial foundation
- Strong recent results and outlook

Glossary

Non-GAAP Financial Measures

In addition to reporting financial results in accordance with U.S. generally accepted accounting principles (GAAP), the Company uses Non-GAAP measures of financial performance. The Company believes that these Non-GAAP financial measures, when taken into consideration with the corresponding GAAP financial measures, are important in gaining an understanding of the Company's ongoing business. These Non-GAAP financial measures also provide for comparative results from period to period. Therefore, the Company believes it is appropriate to exclude the impact of certain items as follows:

- *Net effect from deferral in net revenues* - the Company defers revenue and related costs from the sale of certain titles that have undelivered elements upon the sale of the game and recognizes that revenue upon the delivery of the undelivered elements. As there is no impact to the Company's operating cash flow, management excludes the impact of deferred net revenue and related costs from its Non-GAAP financial measures when evaluating the Company's operating performance, when planning, forecasting and analyzing future periods, and when assessing the performance of its management team. In addition, we believe that these Non-GAAP financial measures provide a more timely indication of trends in our business, provide comparability with the way our business is measured by analysts, and provide consistency with industry data sources.
- *Stock-based compensation* – the Company does not consider stock-based compensation charges when evaluating business performance and management does not contemplate stock-based compensation expense in its short- and long-term operating plans. As a result, the Company has excluded such expenses from its Non-GAAP financial measures.
- *Business reorganization, restructuring and related expenses* – although the Company has incurred business reorganization expenses in the past, each charge relates to a discrete event based on a unique set of business objectives. Management does not believe these charges reflect the Company's primary business, ongoing operating results or future outlook. As such, the Company believes it is appropriate to exclude these expenses and related charges from its Non-GAAP financial measures.
- *Income (loss) from discontinued operations* – the Company does not engage in sales of subsidiaries on a regular basis and therefore believes it is appropriate to exclude such gains (losses) from its Non-GAAP financial measures. As the Company is no longer active in its discontinued operations, it believes it is appropriate to exclude income (losses) thereon from its Non-GAAP financial measures.
- *Professional fees and expenses associated with unusual legal and other matters* – the Company has incurred expenses for legal professional fees that are outside its ordinary course of business. As a result, the Company has excluded such expenses from its Non-GAAP financial measures.
- *Non-cash amortization of discount on convertible notes* – the Company records non-cash amortization of discount on convertible notes as interest expense in addition to the interest expense already recorded for coupon payments. The Company excludes the non-cash portion of the interest expense from its Non-GAAP financial measures because these amounts are unrelated to its ongoing business operations.
- *Non-cash tax expense for the impact of deferred tax liabilities associated with tax deductible amortization of goodwill* – due to the nature of the adjustment as well as the expectation that it will not have any cash impact in the foreseeable future, the Company believes it is appropriate to exclude this expense from its Non-GAAP financial measures.

These Non-GAAP financial measures are not intended to be considered in isolation from, as a substitute for, or superior to, GAAP results. These Non-GAAP financial measures may be different from similarly titled measures used by other companies.



Glossary

Reconciliation of GAAP to Non-GAAP Measures

(in millions, except per share data)

	<u>Fiscal 2010</u>	<u>Fiscal 2011</u>	<u>Fiscal 2012</u>	<u>Fiscal 2013</u>
Net Revenues				
GAAP Net Revenues	\$762.9	\$1,136.9	\$825.8	\$1,214.5
Net effect from deferral in net revenues	-	-	-	7.8
Non-GAAP Net Revenues	<u>\$762.9</u>	<u>\$1,136.9</u>	<u>\$825.8</u>	<u>\$1,222.3</u>
Net Income (Loss)				
GAAP Net Income (Loss)				\$ (29.5)
Net effect from deferral in net revenues				6.7
Stock-based compensation				35.8
Business reorganization and related				0.9
Non-cash amortization of discount on Convertible Notes				18.9
Non-cash tax expense				2.0
Discontinued operations				(1.7)
Non-GAAP Net Income (Loss)				<u>\$ 33.1</u>
Diluted Earnings (Loss) Per Share				
GAAP earnings (loss) per share				\$ (0.34)
Non-GAAP earnings (loss) per share				\$ 0.36
Number of diluted shares used in computation				
GAAP				85.6
Non-GAAP				92.3

