



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

**GLOBAL CODE OF BUSINESS CONDUCT AND ETHICS**

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## Message from Strauss

This Global Code of Business Conduct and Ethics (the “**Code**”) reflects Take-Two’s core values. It mirrors our commitment to conducting business fairly and ethically, complying with domestic and international laws, and promoting a work environment that is compassionate and inclusive, and that values honesty, openness, integrity and respect for fundamental human rights, wherever in the world we operate. As a leading developer, publisher and marketer of interactive entertainment that aims to captivate and engage audiences around the globe, strong relations with our customers, partners, suppliers, stakeholders and each other are of paramount importance.

Full compliance with the Code is mandatory for all of us. I urge you to take the time to read and fully understand it, and act according to its values. If you have any questions or concerns, please raise them with your immediate supervisor, a member of the Legal Department, or a member of the Human Resources Department. You should also feel free to discuss any of your questions or concerns with me; my door is always open.

**Strauss Zelnick** Chairman and Chief Executive Officer

- The Company is committed to providing a compassionate work environment that is based on dignity, respect, and inclusion, and is free from harassment. Employment at the Company is dependent solely upon talent, ability, and work ethic.

## 1. Applicability of Code

This Code applies to Take-Two Interactive Software, Inc. and its wholly owned subsidiaries and affiliates (the “Company”) and all of their respective directors, officers, employees, consultants, contractors, agents, and others, including third party suppliers, vendors, and partners, who do business on behalf of the Company (“Employees and other Covered Individuals”).

Wherever we do business, we must comply with applicable laws, rules, regulations and contracts that the Company has entered into. Any violation of this Code or any Company policy may result in disciplinary action, up to and including termination of employment or services. Moreover, any suspected or actual violation must be reported immediately in person or by phone to your supervisor, a member of the Legal Department, to a member of the Human Resources Department or via the hotline described in Section 19.

## 2. Purpose

The Code is a guide to ethical decision-making. The standards in the Code are mainly based on U.S. and international laws that bind us all, and in some cases exceed legal rules to reflect the Company’s values. Additional Company policies and procedures may expand upon the standards in this Code.

**Everyone, regardless of organizational level or entity, must abide by these standards, and must report any behavior that appears to violate them.**

Employees and other Covered Individuals are trained regarding compliance with this Code, and the Company’s underlying standards, policies, and procedures, upon joining the Company and periodically thereafter. We aim to refresh this training biennially. Nevertheless, if you ever have questions about the application of the Code, or where it does not address a situation that may present an ethical question, you should seek guidance from your supervisor, a member of the Legal Department, or a member of the Human Resources Department. Do not hesitate to do so; it is better to ask a question or raise a concern at an early stage than to ignore an ethical issue that could have more serious consequences in the long term.

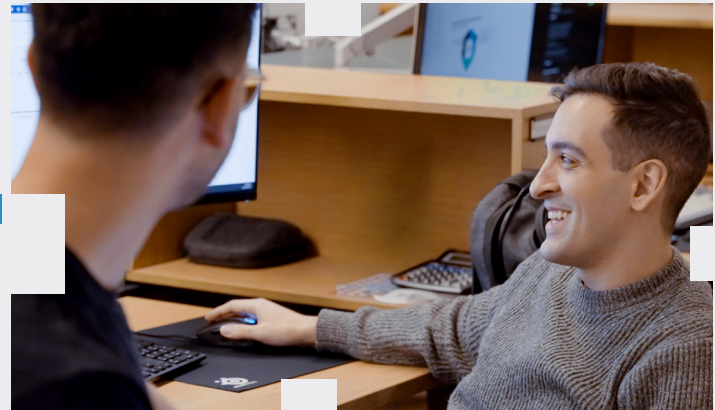
All supervisory and management personnel, including all executive officers and members of the Board of Directors of the Company, have a special responsibility to lead according to the standards of this Code. All have an “open door” policy for anyone with ethical concerns, questions, or complaints. We also maintain a confidential reporting hotline, described in Section 19. All concerns, questions and complaints will be taken seriously and handled promptly, professionally and with an appropriate level of confidentiality. We are committed to providing an environment where Employees and other Covered

Individuals can ask questions and raise concerns about business ethics without fear of retaliation. No retaliatory action will be taken for concerns, questions or complaints raised in good faith.

### 3. Inclusion, Equality, Non-Discrimination and Anti-Harassment

Our Company strives to provide an inclusive workplace in which everyone feels respected, heard and safe. Our company's culture of compassion and respect fosters a warm, welcoming environment for all qualified candidates and colleagues from a variety of social, cultural, racial, ethnic, religious, and economic backgrounds. As our Inclusion Statement makes clear, we believe our multiplicity of experiences, affiliations and perspectives contribute to a stronger, more dynamic and more cohesive organization.

Our decisions regarding employment and job progression at Take-Two are based on substantive ability, talent and work ethic - not an individual's race, color, religion, creed, sex or gender, age, national origin or ancestry, physical or mental disability, pregnancy, sexual orientation, gender identity, marital status, veteran status, genetic information, or other characteristics protected by any applicable law ("Protected Characteristics"). This commitment to Equal Employment Opportunity applies to all aspects of the employment relationship, from



recruitment and hiring through compensation, benefits, discipline and termination.

Harassment on the basis of any protected characteristic is strictly prohibited. Harassment is unwelcome verbal, non-verbal, or physical conduct that degrades or shows hostility or dislike toward an individual or his/her relatives, friends, or associates because of any Protected Characteristics, and that: (i) is severe or pervasive enough to create an intimidating, hostile, or offensive work environment; or (ii) unreasonably interferes with an individual's work performance or otherwise adversely affects the individual's terms and conditions of employment.

More specifically, sexual harassment is defined as unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when (i) submission to such conduct by a supervisory employee is made either explicitly or implicitly a term or condition of an individual's employment, (ii) submission to or rejection of such conduct by a supervisory employee is used as the basis for employment decisions affecting the individual, or (iii) such conduct is unwelcome and severe or pervasive enough to create an intimidating, hostile, or offensive work environment for a reasonable individual.

The Company has adopted a Non-Discrimination and Anti-Harassment policy for each location, which is customized to comply with local legal requirements. To obtain the policy applicable to your location, consult the local Human Resources representative.

- Take-Two is committed to promoting a work environment that values honesty, openness and integrity, and to conducting business fairly and ethically.

#### 4. Information Technology (IT) Resources & Electronic Communications

All Information Technology (IT) Resources and Information Assets, including computers, mobile devices, software, email, and messaging systems provided to Employees and other Covered Individuals for work are the property of the Company. Communications on these systems, including e-mail, chat, and messages are not private, and all data stored on these systems belong to the Company. The communications and data on these systems are Company records that, subject to applicable law, may be monitored or disclosed to third parties, at the Company's discretion. You should have no privacy expectations with respect to communications sent over these systems.

These systems must not be used to knowingly, recklessly or maliciously post, display, store, transmit, download, upload or distribute any threatening, abusive, libelous, defamatory or obscene materials of any kind. This prohibition includes any activity constituting a criminal offense, giving rise to civil liability or otherwise violating any laws or this Code.

To protect our network and information, all work must be performed using Company-managed devices. Employees must protect their account credentials

and immediately report the loss or theft of any device with access to Company Networks, as well as any suspicious communications, to the Information Security team. The Company's policy against harassment and discrimination applies fully to your use of IT Resources. Please refer to the Company's Acceptable Use Policy for more details. If you have questions, please contact the Information Security team or your local Human Resources representative.

#### 5. Protection and Proper Use of Company Assets and Property

Employees and other Covered Individuals have a duty to protect the Company's assets (including information systems and equipment, software, data, e-mail, and intellectual property) from loss, damage, misuse, theft or sabotage. They must also ensure the efficient use of the Company's assets for business purposes only. A member of the Legal Department or the Human Resources Department must approve any use of Company assets or services that is not for Company business or for the Company's benefit.

## 6. Confidential and Proprietary Information

Each of us has a duty to safeguard confidential and proprietary information about the Company, as well as non-public information that our suppliers and customers have entrusted to us. Common examples include trademarks and trade secrets, as well as financial information, corporate strategy and information about relationships with our customers and suppliers, or information concerning a game in development. If you are unsure about whether information should be treated as confidential or proprietary, consult with your immediate supervisor or a member of the Legal Department.

Confidential or proprietary information should never be discussed in public places (such as elevators, airplanes or restaurants), or be disclosed to third parties, including to family members. Your duty to preserve the Company's confidential and proprietary information continues even after you leave the Company.

## 7. Conflicts of Interest

The Company must be assured of the loyalty of each of its Employees and other Covered Individuals. A conflict occurs whenever an Employee's or other Covered Individual's private interests interfere with the interests of the Company. Employees and other Covered Individuals



must therefore refrain from entering into interests and relationships that might divide their loyalties or impair their professional judgment. Even relationships that merely give the appearance of a conflict of interest should be avoided. Some examples of potential conflicts are described below.

If you believe you cannot avoid a conflict of interest, you must fully disclose the circumstances in writing to your immediate supervisor, a member of the Legal Department, or a member of the Human Resources Department.

### **(a) Outside Employment and Directorships**

Employees may not work for, provide services to, or receive compensation for services from any competitor, customer, distributor, developer, supplier, or vendor (collectively, "Outside Business Interests") without first fully disclosing such Outside Business Interests and obtaining approval from the Legal Department, Human Resources, and, if determined to be appropriate, the Board of Directors of the Company.

Even previously approved Outside Business Interests may later present conflicts of interest. Employees have an ongoing duty to disclose to the Company any new or additional facts related to a previously approved Outside Business Interest which might create a conflict. For example, if an employee has an Outside Business Interest in an entity that the employee knows the Company is

- You are strictly prohibited from soliciting any gifts, gratuities or business favors for yourself or for the benefit of any family member or friend.

proposing to do new or additional business with, the employee must disclose that new fact to the Company immediately. The Company may revoke a prior approval of an Outside Business Interest or set additional conditions related to the Outside Business Interest or an employee's employment, if it deems necessary.

***(b) Investments***

You (or your immediate family) may not have financial interests in any competitor, customer, distributor, developer or supplier where this would influence, or appear to influence, your actions on behalf of the Company. If there is any doubt about whether an investment presents a conflict, you should discuss it in advance with your immediate supervisor, a member of the Legal Department, or a member of the Human Resources Department.

***(c) Using the Company's Time and Assets for Personal Benefit***

You may not, directly or indirectly, perform or solicit non-Company work on the Company's time, including while on paid leave from the Company. You may not solicit non-Company work on the Company's premises, or use Company assets (including equipment, computer systems, telephones, materials, resources or proprietary information) for any non-Company work.

***(d) Loans to Employees, other Covered Individuals, and other Relevant Persons***

It is Company policy not to make personal loans to Employees and other Covered Individuals, or to guarantee a personal obligation, as such can also present conflicts of interest. Loans to the Company's Executive Officers and Directors are prohibited by law.

***(e) Acceptance of Gifts and Entertainment***

You may be permitted to accept unsolicited, reasonable gifts of nominal value, such as promotional items. However, you are prohibited from accepting or soliciting any lavish gifts or entertainment, or any gifts or entertainment accompanied by an expressed or implied understanding that you are in any way obligated to do something inappropriate in exchange. You are strictly prohibited from soliciting any gifts, gratuities or business favors for yourself or for the benefit of any family member or friend.

For further guidance on the acceptance and offering of gifts, hospitality and entertainment, please also refer to Section 14 on Preventing Bribery and Corruption.

***(f) Romantic Relationships, Family Members and other Close Personal Relationships***

The Company's standards of conduct are not intended to intrude on Employees' and other Covered Individuals' personal lives. Situations may arise, however, where

relationships with romantic partners, family members and friends create conflicts of interest. Generally, you are prohibited from being in the position of supervising, reviewing or having any influence on the job evaluation or salary of your romantic partners, relatives, or close personal friends. If you have family members, romantic partners or friends who work for businesses seeking to provide goods or services to the Company, you must not use your personal influence to affect negotiations, and if you are an officer or director of the Company or involved in the decision-making process with respect to those negotiations, you must notify a member of the Legal Department of such situations in advance. If you have immediate family members, romantic partners or close friends who work for competitors, you should bring this fact to the attention of your immediate supervisor, or a member of the Legal Department, to discuss steps to minimize potential conflicts of interest.

***(g) Corporate Opportunities***

You may not take for yourself, or any other person or organization, the benefit of any business venture, opportunity or potential opportunity that you learn about in the course of your work for the Company, and that is in the scope of the Company's business, without first obtaining the Company's consent. It is never



permissible for Employees or other Covered Individuals to compete against the Company, either directly or indirectly. Employees and other Covered Individuals owe an undivided duty to the Company to advance its interests.

## 8. Accurate Books and Records

The Company is required by law and this Code to make sure that its books and records accurately and fairly represent the Company and its assets in reasonable detail. It is a violation of Company policy, and illegal, for any Employees or other Covered Individuals to cause intentionally our books and records to be inaccurate in any way. If you are asked to falsify accounting or business records, or if you are aware of anyone else in the Company doing so or being asked to do so, you must immediately notify your supervisor or a member of the Legal Department. You may also anonymously report any financial or accounting impropriety via the hotline described in Section 19.

You are required to cooperate fully with our internal and independent auditors, our internal and external legal counsel and any person acting on their behalves. In particular, we must all adhere strictly to the following requirements:

Only an authorized spokesperson for the Company may make official public statements concerning the Company, its business, its performance, or its products.

**(a) Access to Company Assets, Transactions on Management's Authorization**

Access to Company assets is permitted only in accordance with management's general or specific authorization. Transactions involving the Company must be accurately recorded to permit preparation of our financial statements in conformity with generally accepted accounting principles and related requirements, and to maintain accountability of the Company's assets.

**(b) Accurate Books**

All Company books and records must be accurate and complete. False, misleading, or incomplete entries are strictly prohibited.

**(c) Proper Payments**

You may not authorize payment of Company funds if you know or suspect that any part of the payment will be used for any purpose other than that described in the supporting documentation.

## 9. Fraud, Deception and Misstatements Prohibited

Employees and Other Covered Individuals may never commit fraud in connection with any Company business. Fraud may include various forms of untrue

statements, misrepresentations, failure to disclose material information, tax evasion, and other forms of deception, and may expose the Company to criminal or civil liability. Any actual or suspected fraud must be reported in accordance with the Company's Policy for Reporting Misconduct.

## 10. Complete, Accurate and Timely Disclosure

The Company's shares are publicly traded on the Nasdaq Stock Market. As a result, the Company is obligated to make various disclosures to the public and governmental regulators, and is committed to doing so accurately. The Company has implemented disclosure controls and procedures to ensure that its public disclosures are timely, compliant and otherwise full, fair, accurate and understandable. All Employees and other Covered Individuals responsible for the preparation of the Company's public disclosures, or who provide information as part of that process, have a responsibility to ensure that such disclosures and information are complete, accurate and in compliance with the Company's Fair Disclosure Policy.

## 11. Shareholder, Media and Government Relations

You should not give statements to shareholders, the media or any government or quasi-governmental agency without prior authorization from a member of the Company's Legal Department and Corporate Communications Department. Unless explicitly designated and authorized by the Company, no Employee or other Covered Individual may speak publicly on behalf of the Company. Only an authorized spokesperson for the Company may make official public statements concerning the Company, its business, its performance, or its products. If you are contacted by a shareholder or the media, the request should be immediately forwarded to the head of Corporate Communications or, if regarding a legal matter or an inquiry from a government or quasi-governmental agency, the Company's Chief Legal Officer. The Company's full Communications Policy is posted [here](#).

## 12. Securities Laws and Improper Use of Information

In the course of your duties, you may learn material information about the Company or other companies that is not available to the general public. "Material information" is usually defined as any information that would likely



influence a reasonable investor to buy, sell or hold stock; examples include financial results or forecasts, potential mergers, acquisitions or divestitures, significant product developments or major changes in business direction. The use of such Material Non-Public (or "inside") Information ("MNPI") for your financial benefit, or the financial benefit of your friends, family or others, is strictly forbidden.

### **(a) Insider Trading is Forbidden**

The use of MNPI to trade securities is illegal and strictly forbidden, whether done by you or any person to whom you have communicated the information. The communication of MNPI to another person so they can trade based on the information is also illegal.

These and other rules related to trading in the Company's stock are set forth in our Securities Trading Policy. Violations of this Policy may result in discipline, termination of employment, and civil and criminal penalties against the Company and you personally, up to and including large fines and jail time. If you have any questions about the Securities Trading Policy, consult a member of the Legal Department before trading.

■ Never discuss or exchange commercially sensitive information with our competitors, either directly or indirectly through a third party.

***(b) Placing Bets Related to Company Business or Based on Inside Information is Forbidden***

Placing bets, wagers or predictions for profit about the Company or related to its business is strictly forbidden.

In addition, the use of Company MNPI to place bets, wagers or predictions for profit is strictly forbidden, whether done by you or any person to whom you have communicated the inside information.

Employees and other Covered Individuals may not, directly or indirectly, place, accept or otherwise participate in any bet, wager or prediction market transaction that is related to Take-Two or its business, or that is based on, references or derives value from Company MNPI, including the performance, earnings, financial results or other material events of the Company or any other company with which the Company does business or that is involved in a potential transaction or business relationship with the Company.

If you have any questions about this prohibition, please contact a member of the Legal Department before engaging in any such activity.

### 13. Ensuring Fair Competition

Most countries have laws governing how companies may compete. These laws (known as “competition” or “antitrust” laws) seek to promote a competitive market

system. Competition law impacts almost every aspect of our business activities, including physical and digital sales, and our relationships with customers, distributors, suppliers and competitors.

These laws are broad and aggressively enforced; violations carry severe consequences, including large fines, criminal prosecution, and imprisonment. Regulators have wide-ranging enforcement powers, typically including the power to search premises, demand information and question employees. Violations can also have damaging practical consequences, such as the cost and time of investigations, and damage to relationships with regulators and our partners.

For any questions about any of the rules in this section below, or any competition law or anti-trust matters, contact a member of the Legal Department.

***(a) Dealing with Competitors***

All contact with competitors of the Company, whether formal or informal, presents a competition law risk. The following agreements, whether written or oral, formal or informal, are illegal and must be avoided:

- to set, raise or lower prices or any element of price, including relating to rebates, discounts, surcharges and margins;
- to set other terms and conditions of sale;

- to divide geographic or product markets, sales territories or customers.

Exchanging commercially sensitive information with competitors whether directly or indirectly, formally or informally, can also create serious risks for the Company. A single e-mail or conversation can be sufficient to violate competition law. Employees and other Covered Individuals must not discuss, receive, share or exchange with competitors any of the following information:

- current and future pricing, including discounts, rebates, costs and terms of sale and purchase;
- current and future volumes, revenues or market shares;
- dealings with specific customers (including both distributors and retailers) or suppliers;
- current and future commercial plans, including marketing and product plans (such as planned street dates, new releases);
- strategies or commercial positions; or
- any other information which you would normally consider confidential or on which customers could base their decision of whether to choose the Company's products.



If one of the Company's competitors voluntarily discloses such confidential information to you, report it in person or by phone to a member of the Legal Department. Do not record or forward the information to anyone other than a member of the Legal Department, do not disclose any confidential information in return, and do not change your market behavior in response. You are also required to report promptly to a member of the Legal Department (in person or by phone) any instance in which a competitor has suggested that you collaborate with them or where you suspect someone may have inappropriately shared the Company's competitively sensitive information.

Particular care should be taken when attending or participating in meetings of trade associations and similar industry organizations. While discussions of some sensitive information may, under certain circumstances, be permissible, no such discussions with competitors should take place without prior approval of a member of the Legal Department.

If, in the course of communications with an employee of a competitor (e.g. at a trade association, meeting or on a call), he or she raises any topic prohibited by these guidelines:

- you must object and make clear that you will not participate in any discussion of that topic;

## ■ Resellers such as wholesalers, distributors and retailers must always be free to set their own resale prices.

- if the competitor persists, you must immediately leave (or hang up from a phone call) in a manner which makes it clear to all present why you are leaving;
  - if minutes or notes of the meeting are being taken, request that they reflect your departure;
  - you must promptly report the incident in person or by phone to a member of the Legal Department; and
  - if you are in any doubt about the legality of the matters discussed, ask for that agenda item/issue to be postponed until you have had an opportunity to speak with a member of the Legal Department in person or by phone.
- threaten to terminate or penalize (whether in monetary terms or not) a customer due to its resale pricing or for selling below a certain price (e.g. delaying or restricting availability or lowering discounts);
  - compel customers to achieve certain margins;
  - offer lower prices or other incentives to distributors (e.g. through rebates) in return for matching a recommended resale price;
  - oblige a customer to report other customers who deviate from a certain price level; or
  - set or discuss the minimum price at which distributors sell (which includes imposing a maximum discount).

### ***(b) Dealing with Customers and Resellers***

Competition law also prohibits certain agreements or understandings (whether written or oral) between the Company and its distributors, resellers and customers, particularly in relation to pricing.

Resellers such as wholesalers, distributors and retailers must always be free to set their own resale prices. While the Company may recommend a resale price or set a maximum resale price, employees must not specify the actual or minimum price at which distributors, resellers, or customers must sell. Competition law prohibits both direct and indirect restrictions, so without the specific approval of a member of the Legal Department, Employees and other Covered Individuals must not:

Employees and other Covered Individuals must be wary of monitoring customers' prices. Before putting any such mechanism in place, please consult with a member of the Legal Department.

Other resale restrictions, such as limiting the customers to whom a reseller can resell, the territories into which the reseller can sell, and limiting whether the reseller can sell online, may also constitute a breach of competition law in certain jurisdictions. Accordingly, you should first consult a member of the Legal Department if you are planning or come across any such or similar restrictions, in practice or in contract, or any instances of indirect restrictions (whether through threats or the imposition of penalties, incentives or monitoring).



### **(c) Price Discrimination Prohibited**

United States and Canadian law both prohibit “price discrimination,” defined as the contemporaneous sale of the same or similar goods to competing buyers at different net prices. Promotions, rebates, discounts, and credit terms are all factors that may affect the net price of goods sold, and therefore must be available to buyers on an equal basis. Certain exceptions to these rules do apply, however. Because the laws concerning price discrimination are complicated and vary among jurisdictions, please consult a member of the Legal Department before offering any new form of discount to a buyer.

## **14. Preventing Bribery and Corruption**

It is illegal and unacceptable for the Company, Employees or other Covered Individuals to be in any way involved or implicated in the payment of bribes or corrupt practices. Violations of anti-bribery laws can result in severe civil and criminal penalties, including heavy fines and imprisonment.

Employees and other Covered Individuals are prohibited from giving, offering, or receiving anything of value (e.g., cash, gifts, business opportunities, charitable donations, etc.) if such is intended to secure an improper benefit. Paying or receiving bribes through third parties, agents, consultants and other intermediaries is also illegal and prohibited.

The Company and its Employees and other Covered Individuals can be held responsible for bribery committed on behalf of the Company, so we must be vigilant in monitoring and ensuring the compliance of our agents, consultants and anyone performing services on our behalf. Conducting appropriate due diligence is central to mitigating the risk of bribery and corruption.

Facilitation payments, which are small, usually cash non-receipted payments, paid to expedite a non-discretionary action or service (such as obtaining a permit or license, the unloading of cargo, passage through customs, or processing visas), are also prohibited.

### **(a) Gifts and Hospitality**

Modest gifts and corporate hospitality can be part of building and maintaining good business relationships and are often a normal courtesy. However, gifts and benefits also can be offered as a subtle form of influence to gain preferential treatment. Care should be taken to ensure that any gifts or hospitality (whether given or received) are appropriate and could not be perceived as influencing any individual or entity in an improper manner. To provide clarity regarding gifts and entertainment we may provide to (or receive from) people outside of our Company, and to avoid any suggestion of impropriety, always follow our Global Gifts and Entertainment Policy. Please note that this policy does not apply to gifts or entertainment that are unrelated to your role with the Company or involving only Company employees.

## ■ Never offer, give or receive anything in exchange for an improper benefit. Gifts of any kind to public officials are forbidden.

In general, corporate gifts, meals and entertainment may be given (except to public officials), provided that:

- they are directly related to Company business; they are not lavish;
- they are reasonable in amount and frequency, and proportionate under the circumstances;
- they are offered in good faith and in connection with the promotion, demonstration or explanation of the Company's products;
- there is no expectation that the gift, meal or entertainment is given in exchange for any return favor or business advantage from the recipient;
- there is no breach of any law, code or policy applicable to the recipient; and
- all expenses, invoices and other supporting documentation are fully and accurately recorded.

Before giving any gift or entertainment to any person or entity outside of the company on behalf of the Company, please provide notice or obtain approval as indicated in our Gifts & Entertainment Policy.

### **(b) Public Officials**

Particular care should be taken when the Company deals, directly or indirectly, with public officials, including government employees, candidates for political office, political party members, or any person acting in an official capacity on behalf of a government entity. No gifts and entertainment may be offered or provided to, or solicited

or received from, any public official or government employees without specific clearance in advance from the Company's Chief Legal Officer or a General Counsel.

### **(c) Employee Political and Civic Activity**

The Company's Employees and other Covered Individuals have the right to engage in civic activity and the political process. Subject to applicable laws and requirements and our Global Code of Business Conduct and Ethics, Employees and other Covered Individuals may participate in civic, political and/or campaign activities on their personal time (e.g., during non-working hours), and/or may donate their personal funds to such causes, provided that:

- There is no actual or apparent intent to engage in corruption, or to improperly influence the recipient of the activity or donation, or any other person;
- The activity or donation is clearly in the name of the Employee or other Covered Individual. Such person must minimize the possibility that their activity, views and/or donation will be misconstrued as those of or endorsed by the Company;
- The activity or donation is in accordance with all applicable laws and limits; and
- The activity or donation does not conflict with the Employee's or other Covered Person's duties and responsibilities to the Company.



Any Employee or other Covered Individual who intends to hold public office must notify the Chief Legal Officer in advance of seeking office, so the Company may ensure such activity does not present a conflict of interest or other breach of the Global Code of Business Conduct and Ethics.

#### **(d) Charitable Contributions**

All charitable contributions using corporate funds (“Company Contributions”) must comply with the Company’s Charitable Contribution Policy. Among other requirements, the Policy provides:

- No Company Contributions may be made using cash or cash equivalents.
- Company Contributions may not be offered, promised, provided, or solicited for the purpose of securing an improper benefit or improperly influencing a business decision or the performance of any person’s business role.
- All Company Contributions, aside from those made through our Next Legal Charitable Giving Program, must be submitted in writing and approved in advance by the Charitable Committee, via its chairperson Alan Lewis, with full disclosure of any potential conflicts of interest.
- Our full Charitable Contribution Policy can be found [here](#).

#### **(e) Anti-Money Laundering**

Anti-money laundering laws exist in many countries, imposing significant penalties for possessing, acquiring, dealing with, or hiding the proceeds of crime, as well as concealing the identity of illegally obtained money so it appears to have come from a lawful source.

Good-faith suspicions that a customer, colleague or third party has engaged in criminal conduct should be immediately reported in accordance with this Code. You should exercise particular caution when the Company is requested to receive or make payments to an entity that is not a party to the transaction, where money is routed through unrelated countries, or where payments are made or received in anonymous forms (such as cash or prepaid cards).

Conducting appropriate due diligence is central to mitigating the risk of money laundering, including to ensure that customers and partners are who they say they are and that there are no legal barriers to working with them.

Other than as set out in this Code of Conduct, you must NOT tell any person, including any person you suspect has criminal property, that you have reported the suspicion of money laundering. There are legal restrictions against “tipping off” (informing alleged criminals) which carry heavy penalties.

- The Company must comply with all tax laws and regulations, and cannot help third parties commit tax evasion.

## 15. Trade Sanctions and Export Controls

All people acting on behalf of the Company, must obey all applicable sanctions laws and export controls. We may not engage in any economic activity — including the sale of games or in-app purchases, distribution of paid or free-to-play games or content, marketing, or promotional activities, purchasing goods or services, or recruiting talent—that involves any person or entity in any sanctioned territory. Sanctioned territories currently include Iran, Cuba, North Korea, and certain Russian-controlled parts of Ukraine, including Crimea, Luhansk Peoples' Republic & Donetsk Peoples' Republic, Zaporizhzhia and Kherson Oblasts/Provinces. Certain Russian and Belarusian individuals and companies are also subject to sanctions, so please contact the Legal Department before engaging any third parties in these countries.

Export controls also restrict the cross-border movement of certain sensitive items, such as certain IT hardware or software with encryption capability. To ensure our compliance with these rules, please contact a member of the Legal Department before importing or exporting any items of a sensitive nature or that may be subject to export controls.

Employees and other Covered Individuals must act in accordance with all applicable laws relating to trade sanctions and export controls. Failure to comply with these

laws can lead to severe civil and criminal penalties, as well as significant reputational damage for the Company. Contact a member of the Legal Department with any questions you may have about these laws.

## 16. Tax Compliance

The Company and its Employees and other Covered Individuals must comply with all tax laws and regulations (including sales, income, and other taxes, customs duties and fees, and other types of direct and indirect taxes).

Moreover, the Company can be held responsible for facilitating or enabling tax evasion by third parties, including by our agents, consultants, or anyone performing services on the Company's behalf. Employees and other Covered Individuals must therefore be vigilant in monitoring for "red flags" of tax evasion, such as requests by third parties to submit or receive payment through unrelated entities or countries, requests to submit or receive payment at times unrelated to when services or goods are delivered, or any other oddly structured transactions. Any such red flags should be immediately reported to a member of the Legal Department.



## 17. Expectations of Our Suppliers

The Company undertakes due diligence to confirm our suppliers do business in a fair and ethical manner. We require they uphold the same core values and standards we set for ourselves, including to conduct business fairly and ethically, comply with all laws, and promote a fair working environment that respects fundamental human rights. As part of this, we are committed to ensuring that none of the products we develop, have manufactured or sell, including promotional materials, are made using child labor, prison labor, or in violation of any laws prohibiting modern slavery or human trafficking.

## 18. Litigation, Regulatory and Compliance Notification Policy

Any Employee or other Covered Individual who has knowledge that a lawsuit or regulatory action involving the Company has been commenced, or is anticipated, is required to notify the Chief Legal Officer in writing.

Any Employee or other Covered Individual who receives a subpoena calling for the production of Company records, or who must personally appear before any governmental or regulatory body or before any court of law in his or her capacity as an Employee or other Covered Individual, must immediately inform his or her supervisor or a member of the Legal Department, except as otherwise prohibited by law or court order.



## 19. Policy for Reporting Misconduct

Employees and other Covered Individuals are required to promptly report any actual or suspected violations of applicable laws, regulations, and the Code, including, in particular, violations involving fraud, embezzlement and kickbacks involving the Company, the Company's accounting practices, including record-keeping, internal controls, auditing, and the Company's disclosure practices.

Violations may be reported in any of the following ways:

- in person or by phone to your immediate supervisor, any member of the Legal Department, or any Human Resources Representative;
- in person or by phone to the Company's Chief Legal Officer or the head of Internal Audit;
- in person or by phone to any member of the Company's Board of Directors;
- online at [take2.ethicspoint.com](https://take2.ethicspoint.com), or by calling the designated hotline number listed below in this section. The telephone "hotline" is staffed 24 hours a day, seven days a week, by a communications specialist employed by an outside company. You may report anonymously in countries where that is permitted under local law. However, the Company encourages you to identify yourself to give the Company the best opportunity to verify the report and to conduct a meaningful investigation into the matters raised.

Any suspected violation of law, regulation or this Code, must be reported. No disciplinary, retaliatory, or adverse action of any kind will be taken against any person who makes such a report in good faith.

#### ETHICS POINT HOTLINE

LOCATION	TOLL-FREE NUMBER
Australia	1-800-76-9163
Canada	1-866-404-7401
China	400-888-0493
Czech Republic	800-144-264
Finland	0800 416141
France	0800-91-8607
Germany	0-800-225-5288, then when prompted, dial 866-404-7401
Hungary	06-800-011-11, then when prompted, dial 866-404-7401
India	000-117, then when prompted, dial 866-404-7401
Ireland	1-800-903-228
Israel	1-809-457-228
Japan	00531-11-0445 (KDD) 0066-33-830675 (Softbank) 0034-800-600326 (NTT)
Netherlands	0800-022-9111, then when prompted, dial 866-404-7401
New Zealand	000-911, then when prompted, dial 866-404-7401
Serbia	0-800-800825
Singapore	800-110-2216
South Korea	00308-13-3058
Spain	900-99-0011, then when prompted, dial 866-404-7401
Switzerland	0-800-890011, then when prompted, dial 866-404-7401
Taiwan	00-801-102-880, then when prompted, dial 866-404-7401
Turkey	0080049240880044
United Kingdom	0808-234-0382
United States	1-866-404-7401


A report of an actual or suspected violation should be as specific and detailed as possible to allow for proper and complete assessment and remediation. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review and address any violations.

All complaints will be investigated promptly and with discretion. At the conclusion of an investigation, remedial and/or disciplinary action will be taken as appropriate.

Any supervisory personnel who receive a report must immediately advise the Company's Chief Legal Officer by phone or in person, or if not possible or practicable, another member of the Legal Department.

Complaints relating to Accounting Matters will be reviewed with Audit Committee direction and oversight by the Chief Legal Officer, head of Internal Audit, or such other persons as the Audit Committee determines to be appropriate.

No disciplinary, retaliatory or adverse action of any kind will be taken against any person who in good faith reports an actual or suspected violation of applicable law, regulation, or the Code, regardless of whether such violation is ultimately determined to have occurred. No Company Employee or other Covered Individual may interfere or impede in another employee's making a report under this Policy, consistent with relevant law, including Section 806 of the Sarbanes-Oxley Act or Section 922 of the Dodd-Frank Act.



Although the company encourages internal reporting of potential violations of law or regulation, nothing in this Policy, or in any other Company policy or pronouncement, should be construed to prevent you from reporting possible violations of law or regulation to an appropriate governmental agency or governmental entity, making other disclosures protected under any whistleblower provisions provided by law or regulation, or requiring any pre-clearance from the Company to make such a report or disclosure. More information regarding the Company's Policy for Reporting Misconduct can be found [here](#).

If you are employed by or provide services to any of our entities in the Czech Republic, Finland, Ireland or Spain, please also see the Company's EU Whistleblowing Policy, which sets out additional details on the reporting process in those countries.

## 20. Audits; Investigations; Disciplinary Action

The Company will conduct periodic audits of compliance with this Code. Allegations of potential wrongdoing will be properly investigated and the results may be reported to the Board (or an appropriate Committee thereof) and, if necessary, to the appropriate authorities. While any good faith report of misconduct will be welcomed, knowingly false accusations of misconduct will subject the reporting party to disciplinary action. You are required to cooperate fully with any



internal or external investigation. You must also maintain the confidentiality of any investigation and related documentation, unless specifically authorized by the Chief Legal Officer to disclose such information or as otherwise required by law.

Appropriate internal disciplinary action for any violation of this Code may include mandatory education or counselling, oral or written reprimand or warning, a suspension with or without pay, demotion, salary reduction, dismissal, demand for restitution or civil action or referral for civil or criminal investigation and prosecution. Disciplinary action may also extend to a violator's supervisor insofar as the Company determines that the violation involved the participation of the supervisor or reflected the supervisor's lack of diligence in requiring compliance with the Code, or the supervisor's failure to properly deal with any alleged or actual violation of the Code. Any action in retaliation against an Employee or other Covered Individual, who has in good faith raised any question or concern about compliance with this Code, will not be tolerated by the Company and will be addressed promptly.

The Company strictly prohibits destroying, concealing, or altering any and all information in any form, whether hard copy or electronic, or any attempt to assist or compel others to do so, where such conduct is engaged in with the intent to obstruct or influence any pending or anticipated internal or external investigation.



## 21. Relationship with Other Company Policies

This Code should be read in conjunction with any other relevant Company policies. This Code should not be read to limit any protections or narrow any prohibitions outlined in any other Company policies. As with all of the Company's policies, this Code outlines the legal obligations Employees and other Covered Individuals have and self-imposed requirements the Company has established. This Code is not meant to be an exhaustive list of matters governing your conduct. All Employees and other Covered Individuals must conduct themselves within both the letter and the spirit of this Code and all of the Company's policies.

## 22. Waivers of the Global Code of Business Conduct and Ethics

Any request for a waiver of any standard in this Code may be granted only by the Board or the Chief Legal Officer and must be in writing. Only the Board or a designated committee of the Board may grant waivers involving any of the Company's Executive Officers or Directors, and all waivers granted to Executive Officers and Directors will be disclosed to the Company's shareholders. All personnel should be aware that the Company generally will not grant such waivers and will do so only when good cause is shown for doing so.



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