TAKE-TWO INTERACTIVE SOFTWARE, INC.

CORPORATE GOVERNANCE COMMITTEE CHARTER

April 9, 2026

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

Purpose

The purpose of the Corporate Governance Committee (the "Committee") is to assist the Board in fulfilling its responsibilities with respect to Board and committee membership and other corporate governance matters and practices. In furtherance of such purpose and as set forth below, the Committee shall: (a) identify and evaluate individuals qualified to become members of the Board, consistent with applicable rules and regulations and other criteria developed by the Committee, and recommend that the Board select director nominees for each annual meeting of stockholders; (b) evaluate potential director conflicts of interest; (c) oversee the evaluation of the Board and Board committees and their respective charters and the other organizational documents and policies of the Company; (d) assist in director orientation and education and succession planning; (e) monitor compliance with, and make recommendations to the Board regarding, corporate governance matters and practices; and (f) take such other actions within the scope of this Charter as the Committee or the Board deems necessary or appropriate.

Membership

The Committee will consist of three or more members of the Board, all of whom must qualify as independent directors ("Independent Directors") under the listing standards of NASDAQ, SEC rules and applicable law, subject to any exception allowed thereunder and any waivers granted by NASDAQ.

The members of the Committee will be appointed by and serve at the discretion of the Board. Except as provided in this Charter, Committee members will be appointed annually for a term of one year or until their successors have been duly appointed and qualified. Committee members may be removed at any time, and vacancies will be filled, by a majority vote of the Board.

Unless a Chair of the Committee is appointed by the Board, the members of the Committee shall designate a Chair by majority vote of the full Committee.

A member shall promptly notify the Committee and the Board if the member is no longer an Independent Director, and such member shall automatically be removed from the Committee unless the remaining members of the Committee determine that an exception to the Independent Director requirement is available under the listing standards of the NASDAQ, SEC rules and applicable law with respect to such member's continued membership on the Committee and that such exception should be made. Meetings and Procedures

- The Committee shall fix its own rules of procedure, which shall be consistent with the Certificate of Incorporation and Bylaws of the Company and this Charter. In the event the Committee fails to adopt any particular rule of procedure, the comparable provision set forth in the Company's Bylaws applicable to Board committees (or if no such provision exists, applicable to the Board) shall apply to the Committee.

- The Committee shall meet at least two times annually and more frequently as circumstances require.

- The Chair of the Committee or a majority of the members of the Committee may call special meetings of the Committee.

- The Chair shall set the agenda of items to be addressed at each meeting and shall, if practicable, circulate the agenda to each member of the Committee in advance of each meeting (at least three days in advance in the case of the Annual Meeting).

- A majority of the members of the Committee shall constitute a quorum and the Committee may act by a majority of its members unless otherwise specified in this Charter.

- The Committee may form subcommittees for any purpose that the Committee deems appropriate and may, to the extent permitted by applicable law, delegate to such subcommittees such power and authority as the Committee deems appropriate. The Committee may, to the extent permitted by applicable law, delegate to any member thereof such power and authority to execute documents and carry out actions on behalf of the Committee as the Committee deems appropriate.

- The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee, meet with any Committee members or representatives of the Committee's counsel, officers or experts and/or provide such pertinent information as the Committee requests.

- Following each of its meetings, the Committee shall report on the meeting to the Board, which report shall include a description of all significant actions taken or matters discussed by the Committee at the meeting.

- 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.

Responsibilities and Duties

The Committee shall have the following duties and responsibilities:

- Evaluate the size and composition of the Board and develop and review criteria for potential director nominees (including the minimum qualifications and any specific qualities or skills, including such factors as business experience and diversity, necessary for directors to possess) based upon the needs of the Company from time to time, and develop clear standards for determining what constitutes an Independent Director (as more specifically set forth below).

- Actively identify and evaluate qualified individuals to become new director nominees as needed.

- Establish procedures to review and recommend, if Committee deems it appropriate, potential director nominees proposed by the Company's stockholders.

- Conduct background and qualifications checks respecting such persons as it wishes to approve as nominees to recommend to either the Company's stockholders as candidates or to the Board to fill vacancies.

- Review the suitability of each Board member for continued service when his or her term expires and when he or she has a significant change in status or outside activities.

- Evaluate potential director conflicts of interest and recommend action to take in respect thereof.

- Recommend the slate of nominees of directors to be proposed for election by the Company's stockholders and to be considered by the Board to fill vacancies.

- Determine the appropriate engagement with stockholder groups and proxy advisory firms regarding the Company's submissions to stockholders. With respect to matters related to executive compensation, this shall be done in conjunction with the Compensation Committee.

- Review with management, including the management ESG Committee, and provide oversight regarding the impact of the Company's business operations and practices with respect to issues of concern to the Company and its stockholders such as sustainability, climate change, corporate citizenship, community involvement, philanthropy, diversity and equal opportunity matters.

- Evaluate the nature, structure and operations of other Board committees.

- Make recommendations to the Board as to the qualifications of members of the Board's committees, committee member appointments and removals, and committee reporting to the Board.

- Develop and recommend to the Board for approval the Company's Corporate Governance Guidelines and such other corporate governance policies as the Committee deems appropriate, review them at least annually to ensure that they are appropriate for the Company and monitor compliance with such Guidelines and applicable laws, regulations and listing standards, and recommend any desirable changes to the Board.

- Consult with management in reviewing director and officer insurance needs and the means of satisfying them.

- Meet periodically in executive session without Company management present.

- Develop with management a succession plan for key members of management.

- Administer and oversee performance evaluations of the Board and the committees of the Board.

- Annually evaluate the performance of the Committee, including by reviewing the Committee's compliance with this Charter.

- Review and reassess annually the adequacy of this Charter and recommend to the Board any appropriate changes. Cause the Company to post updated versions of this Charter and the charters of the other committees of the Board on the Company's website and as required by applicable law and as otherwise deemed advisable by the Committee.

- Review and reassess annually the Certificate of Incorporation and Bylaws of the Company and recommend to the Board any desirable changes and review annually the efficacy of a shareholder rights' plan.

- Perform such other activities or functions and adopt such other policies and procedures consistent with this Charter, the Company's Certificate of Incorporation and Bylaws and governing law as the Committee or the Board deems necessary or appropriate.

Investigations and Studies; Outside Advisors; Reliance

- The Committee may conduct or authorize investigations into or studies of matters within the scope of the Committee's duties and responsibilities, and may retain, at the Company's expense, such experts and other professionals as it deems necessary or appropriate to carry out its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisors retained by the Committee. Without limiting the foregoing, the Committee shall have the sole authority, in its discretion, to decide whether to retain a search firm to assist the Committee in identifying, evaluating and attracting director candidates. If the Committee decides to retain such a firm, the Committee shall have the sole authority to approve the search firm's fees and other retention terms, with such fees to be borne by the Company, and to terminate the firm at any time.

- In carrying out its duties, the Committee may act in reliance on management, the independent public accountants, internal auditors, internal and outside counsel and such other outside advisors and experts as it deems necessary or appropriate. Prior to retaining any external firm, advisor, expert or the like, the Committee Chair will consult with the Company's General Counsel in order to ensure that there is no conflict of interests due to a prior and 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 is in all respects subject to the provisions of the Certificate of Incorporation and Bylaws of the Company. This Charter may be amended from time to time upon the approval of the Board.