TAKE-TWO INTERACTIVE SOFTWARE, INC.

COMPENSATION COMMITTEE CHARTER

April 9, 2026

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

Purpose

The Compensation Committee (the "Committee") is responsible for formulating, evaluating and approving compensation of the Company's "officers" (as that term is defined in Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulation promulgated thereunder (the "Exchange Act")) and key employees, overseeing all compensation programs involving the issuance of the Company's stock and other equity securities of the Company, evaluating the Company's policies and practices of compensating its employees, including non-executive officers, as they relate to risk management practices and risk-taking incentives, and preparing an annual report on executive compensation for inclusion in the Company's proxy statement for each annual meeting of stockholders in accordance with applicable rules and regulations of the Securities and Exchange Commission (the "SEC").

Membership

The Committee shall consist of three or more members, each 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. In addition, each member of the Committee must also qualify as both a "nonemployee director" under Rule 16b-3 promulgated under the Exchange Act and, an "outside director" under Section 162(m) of the Internal Revenue Code of 1986, as amended ("Section 162(m)"), or, in each case, any successor provision.

The members of the Committee will be appointed by and serve at the discretion of the Board, upon the recommendation of the Corporate Governance Committee. 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 directors on the Board (upon the recommendation of the Corporate Governance Committee).

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 Board determines that an exception to the Independent Director requirement is available under the NASDAQ and 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 of the Committee 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. 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, subject to applicable law, delegate to such subcommittees such power and authority as the Committee deems appropriate. The Committee may, subject to 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 representative of the Committee's counsel, officers or experts and/or provide such pertinent information as the Committee requests, except that the Chairman and the Chief Executive Officer of the Company (the "CEO") shall not attend any portion of the meeting of the Committee at which their respective compensation is voted on or deliberated.

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:

- Establish a compensation policy for executive officers and key employees designed to (i) enhance the profitability of the Company and increase shareholder value, (ii) reward executive officers for their contribution to the Company's growth and profitability, (iii) recognize

individual initiative, leadership, achievement, and other contributions, and (iv) provide competitive compensation that will attract and retain qualified executive officers.

- Establish appropriate compensation and reimbursement policies for non-employee members of the Board and Board committees. Such compensation may include, but is not limited to, the following elements: retainer, meeting fees, committee fees, committee chair fees, equity or stock compensation, benefits and perquisites.

- Determine the extent to which (i) any executive officer shall have a role in determining or recommending the amount or form of executive officer and/or director compensation and (ii) any compensation consultant shall have a role in determining or recommending the amount or form of executive officer and/or director compensation.

- Review compensation practices and trends of other peer companies to determine the adequacy of the Company's executive officer compensation program.

- Review and consider participation and eligibility in the various components of the total executive officer compensation package.

- Oversee and provide recommendations to the Board on the Company's submissions to shareholders on matters relating to executive compensation, including advisory votes on executive compensation and equity compensation plans.

- Review the results of any advisory votes on the compensation of the Company's named executive officers and consider whether to make any adjustments to the Company's executive compensation policies and practices in light of such results.

- Annually review and approve corporate goals and objectives relevant to the Chairman, the CEO and other executive officer compensation, evaluate the Chairman's, the CEO's and other executive officers' performance in light of those goals and objectives, and approve the Chairman's, the CEO's and other executive officers' compensation levels based on this evaluation (the approval of the compensation of executive officers other than the Chairman and the CEO may be done in consultation with the Chairman and the CEO, who may not vote on such matters).

- Establish and review policies with respect to management perquisites and other non-cash benefits.

- Approve employment contracts, severance arrangements, change in control provisions and other compensatory arrangements with executive officers.

- Approve and administer cash incentives and deferred compensation plans for executive officers (including any modification to such plans) and oversight of performance objectives and funding for incentive plans in which executive officers are eligible to participate.

- Approve and oversee compensation programs and arrangements involving the use of the Company's stock and other equity securities and make grants thereunder.

- Review and analyze the Company's policies and practices of compensating its employees, including non-executive officers, as they relate to risk management practices and risk-taking incentives.

- Monitor compliance by management and directors with the Company's stock ownership requirements, if applicable.

- Review the Company's compensation recoupment or "clawback" policy, and its methods of enforcing such policy, and recommending to the Board any changes required by applicable law, SEC rules or NASDAQ listing requirements.

- Periodically review executive supplementary benefits and, as appropriate, the Company's retirement, benefit, and special compensation programs involving significant cost.

- Review matters relating to management succession, including, but not limited to, compensation for terminated executive officers.

- Prepare the Compensation Committee Report, and prepare and consider whether to recommend the Compensation Discussion and Analysis, for inclusion in the Company's proxy statement for each annual meeting of stockholders in accordance with applicable SEC rules and regulations.

- Annually review an assessment of any potential conflict of interest raised by the work of any compensation consultant (whether retained by the Committee or management) that is involved in determining or recommending executive compensation and, as necessary, review and discuss the disclosures relating to any relationships with such persons that are required to be disclosed in accordance with applicable legal authority or regulatory guidance.

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- Annually evaluate the Committee's performance, including by reviewing the Committee's compliance with this Charter, and cooperate with the Corporate Governance Committee in its evaluation thereof.

- Review and reassess the adequacy of this Charter annually and recommend to the Board any appropriate changes, and cooperate with the Corporate Governance Committee in its evaluation thereof.

- Report regularly to the Board and other committees, as applicable, with respect to compensation matters, policies and practices of the Company or any of the foregoing matters, and make recommendations to the Board or such committees, as appropriate.

- Perform any other activities or functions consistent with this Charter, the Company's Bylaws, the listing standards of the NASDAQ, SEC rules and applicable law as the Committee or the Board deems necessary or appropriate.

Investigations and Studies; Outside Advisors; Reliance

The Committee may conduct or authorize such 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. Without limiting the foregoing, the Committee shall have the sole authority, in its discretion, to decide whether to retain a compensation consultant to assist in the evaluation of executive officer and/or director compensation pursuant to this Charter. The Committee may retain such consultants only after assessing such consultant's independence in accordance with applicable NASDAQ and SEC rules and regulations. If the Committee decides to retain such a consultant, the Committee shall have the sole authority to approve the consultant's fees and other retention terms, with such fees to be borne by the Company, and to terminate the consultant at any time.

In carrying out its duties, the Committee may act in reliance on management, the independent public accountants, the 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.