

# SUPPLIER CODE OF CONDUCT

## 1. Introduction

- 1.1** Take-Two Interactive Software, Inc (together with its subsidiaries and affiliated companies, “**Take-Two**”) is committed to conducting business fairly and ethically, complying with domestic and international laws, and promoting a work environment that values honesty, openness, integrity, and respect for fundamental human rights, wherever in the world we operate. Our Global Code of Business Conduct and Ethics reflects this commitment.
- 1.2** We expect and require all of our suppliers, vendors, consultants, and other third parties we engage (“**Supplier**” or “**Suppliers**”) to be committed to these same values. Our Suppliers include not only traditional suppliers of goods, software and services to Take-Two, but also businesses providing services on our behalf such as distribution, marketing, shipping, lobbying, manufacturing, consulting, travel and entertainment.
- 1.3** To this end, we undertake due diligence to confirm Suppliers do business in a manner that is fair, ethical, and respectful of human rights. We also require our Suppliers to adhere to the letter and the spirit of this Supplier Code of Conduct in all business dealings with or on behalf of Take-Two. Its provisions echo those in our Global Code of Business Conduct and Ethics.
- 1.4** Suppliers should likewise ensure that all their employees, agents and subcontractors are fully compliant with all applicable laws and this Supplier Code, including through implementing adequate compliance procedures, training, and monitoring.
- 1.5** Suppliers must promptly notify Take-Two if, in the course of their work for Take-Two, they become aware that any applicable laws and/or this Supplier Code have been violated. Take-Two must be notified immediately of any criminal or civil legal actions, investigations, fines or other sanctions against the Supplier.
- 1.6** If Supplier fails to comply with applicable law or this Code, Take-Two reserves the right to require the Supplier to take steps to bring itself into compliance or, ultimately, to terminate the business relationship.
- 1.7** Take-Two reserves the right to require Supplier’s periodic certification of compliance with this Supplier Code, and to audit Suppliers on a periodic basis to ensure their compliance.

## 2. Key Applicable Laws and Requirements Under This Supplier Code

### 2.1 Competition/Antitrust Laws

In most countries, there are laws that govern the ways in which entities may compete. Generally these laws prohibit agreements and practices that reduce competition. Take-Two expects Suppliers to understand and ensure their full compliance with these laws. Examples of problematic conduct can include:

- (a) agreements to fix prices, coordinate or rig bidding activities, allocate markets or customers, or limit product or sales of products;
- (b) exchanging competitively sensitive information with competitors; or
- (c) placing certain restrictions on to whom, where and at what price products are re-sold.

## 2.2 Anti-Bribery and Corruption Laws

Take-Two expects full compliance with anti-bribery and anti-corruption laws, including the US Foreign Corrupt Practices Act and the UK Bribery Act. It is illegal and unacceptable for Suppliers to be in any way involved in the payment or receipt of bribes, or with corrupt practices. In particular:

- (a) Suppliers must not give, offer, receive, or request anything of value (e.g., cash, gifts, business opportunities, charitable donations, favors, etc.) if such is intended to secure an improper benefit. Suppliers must also not pay or receive bribes through third parties, agents, consultants and other intermediaries. Particular care should be taken when Suppliers deal, directly or indirectly, with public officials. In particular, Suppliers may not on behalf of Take-Two, or in relation to any activity of the Supplier that may benefit Take-Two, give anything of value to a public official without written approval in advance from Take-Two's Chief Legal Officer or his designee within the legal department.
- (b) Suppliers must be vigilant in monitoring and ensuring the compliance of agents, consultants and anyone performing services on their behalf. Conducting appropriate due diligence and implementing effective compliance procedures relating to third parties is central to mitigating the risk of bribery and corruption.

## 2.3 Anti-Money Laundering and Tax Compliance Laws

Anti-money laundering laws exist in many countries, imposing significant penalties for possessing or dealing with the proceeds of crime, as well as concealing the identity of illegally obtained money. Suppliers must understand and ensure full compliance with anti-money laundering laws. Suppliers must also 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) that relate to their work for Take-Two. In particular, Suppliers must be vigilant in monitoring for "red flags" in transactions that may indicate non-compliance with these laws, such as requests by third parties to submit or receive payment through unrelated entities or countries; large cash sums or anonymous payment forms (e.g. prepaid cards); or any other oddly structured transactions.

## 2.4 Fraud, Deception and Misstatements Prohibited

Suppliers may never commit fraud in connection with any business conducted with or on behalf of Take-Two. Fraud may include, but is not limited to, untrue statements, misrepresentations, failure to disclose material information, tax evasion, and other forms of dishonesty or deception, and may expose both the Supplier and Take-Two to civil or criminal liability. Any actual or suspected fraudulent activity related to Take-Two business must be promptly reported in accordance with Take-Two's policy for Reporting Misconduct.

## 2.5 Trade Sanctions and Export Control Laws

Suppliers must act in accordance with all applicable laws, rules and regulations relating to trade sanctions, export controls, and anti-boycott or blocking activity. Particular care is required at present for any transactions related directly or indirectly to Iran, Cuba, , North Korea or certain areas of Ukraine (Crimean Peninsula, Luhansk Donetsk, Zaporizhzhia and Kherson) and for any transactions which may involve a party designated under sanctions laws. Suppliers must understand and ensure full compliance with these laws.

## 2.6 Securities Law and Insider Trading

In the course of their work for Take-Two, Suppliers may be exposed to information about Take-Two or other companies that is not available to the general public. The use of such non-public or “inside” information for securities trading purposes by Suppliers or any persons to whom they have communicated the information is strictly forbidden. Such use of “inside” information is illegal and exposes the Supplier and Take-Two to civil and criminal penalties. Common examples include non-public information on financial results, financial forecasts, potential mergers, acquisitions or divestitures, significant product developments and major changes in business direction.

## 2.7 Conflicts of Interest

A conflict occurs whenever an employee, consultant, or associated person has private interests which interfere with the interests of their employer. Suppliers should have rules in place to prevent conflicts of interest within their organisation and in their dealings with Take-Two. In particular:

- (a) Suppliers must refrain from dealing with any Take-Two employee who has connections with the Supplier that could divide that employee’s loyalties or impair his or her professional judgment (e.g. where a family member or relative has an ownership or financial interest in the Supplier). Suppliers must disclose any such relationship or other actual or potential conflict of interest to Take-Two as soon as it is known.
- (b) Suppliers must also refrain from offering, providing, or soliciting gifts or entertainment that might compromise or appear to compromise the judgment or independence of a Take-Two employee (or the employee of another party).

## 2.8 Accurate Records and Proper Payments

Suppliers should ensure that all books and records are accurate and complete in respect of all business dealings with or on behalf of Take-Two. False, misleading, or incomplete entries are strictly prohibited. Suppliers must comply with all applicable laws regarding the creation, retention and disposal of business records. Suppliers should also ensure that those who sign documentation are authorized to do so, and prevent payment of funds where there is knowledge or suspicion that any part of the payment will be used for any purpose other than the purpose described in the documents supporting the payment.

## 2.9 Shareholder, Media and Government Relations

Suppliers must avoid speaking to the press, Take-Two shareholders, or to any regulatory or governmental agency on behalf of Take-Two, or representing themselves as an agent of Take-Two unless expressly authorized to do so.

## 2.10 Protection and Proper Use of Take-Two Assets and Intellectual Property

When authorized by Take-Two to use its assets (including information systems and equipment, software, data, intellectual property), Suppliers must only use those assets in the manner authorized, and must protect those assets from loss, damage, misuse, theft or sabotage.

## 2.11 Protecting Confidential Information

If Suppliers are given access to Take-Two confidential information and the personal information of Take-Two employees, customers, developers and others, Suppliers should protect that information from misuse and improper disclosure.

## 2.12 No Discrimination or Harassment

Take-Two expects all Suppliers to be committed to providing a work environment that is free from any form of discrimination or harassment, including on the basis of race, color, religion, creed, sex, age, national origin, disability, pregnancy, alienage or citizenship status, marital status or sexual orientation or any other legally protected characteristic, and from not engaging in any such activity.

## 2.13 Human Rights and Modern Slavery

Take-Two expects all Suppliers to be committed to promoting and protecting fundamental human rights, and ensuring that no activities undertaken by it or its contractors involve child labor, prison labor, or are in violation of any laws prohibiting modern slavery or human trafficking.

## 2.14 Employment Rights

Take-Two expects all Suppliers to comply with applicable laws protecting the rights of workers, including as regards to compensation and benefits, working hours, time off, access to documentation, freedom of association, collective bargaining, and immigration.

## 2.15 Health and Safety

Take-Two expects all Suppliers to comply with applicable health and safety laws, regulations and practices.

### 3. Reporting and Protection From Retaliation

- 3.1** Violations of this Supplier Code or applicable law must be reported to a member of Take-Two’s legal department or to Take-Two’s compliance hotline as set forth below.
- 3.2** Reports may also be made through Take-Two’s online portal at [www.take2.ethicspoint.com](http://www.take2.ethicspoint.com)
- 3.3** In addition, reports may be made by calling the hotline number listed below. 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.

#### ETHICS POINT HOTLINE

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

- 3.4** Suppliers providing services to any of our entities in the Czech Republic, Finland, Ireland or Spain should also refer to Take-Two's EU Whistleblowing Policy, which sets out additional details on the reporting process in those countries.
- 3.5** Reports should be as specific and detailed as possible to allow for proper and complete assessment and remediation of the issue.
- 3.6** Take-Two will not tolerate any disciplinary, retaliatory or adverse action of any kind against any individual who in good faith seeks advice or reports a possible violation of any applicable law or this Supplier Code. Take-Two's expectation is that Suppliers will provide similar treatment to any individual who in good faith seeks advice or reports a possible violation of any applicable law or this Supplier Code.

Understood and Agreed to by:

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**Supplier Name**