

BE IT RESOLVED: Shareholders request that Take-Two Interactive Software, Inc. report to shareholders on the outcomes of the Company's diversity, equity, and inclusion efforts in its human capital management strategy, by providing quantitative metrics and data on progress toward its goals. This includes, for example, the recruitment, retention, and promotion rates, in addition to pay data of employees by gender, race, ethnicity, sexual orientation, age, disability and veteran status. Disclosure of consolidated EEO-1 reporting as required by the Department of Labor would provide some reliable, comparable data to investors. The reporting should be done at reasonable expense and exclude proprietary information.

SUPPORTING STATEMENT: Quantitative data is sought so that investors are able to compare, understand, and assess the effectiveness of companies' diversity, equity, and inclusion programs.

WHEREAS: Video game makers face numerous social and governance risks, including workforce management and diversity which could impact their abilities to retain key talent. Similarly, Take-Two has noted in its Form 10-K that ineffective management of workforce, including diversity and inclusion, is a risk: "Failure to continue to attract and retain qualified management and creative personnel could adversely affect our business and prospects." The Company also notes that it "risk[s] damage to our reputation if we fail to act responsibly" regarding diversity and inclusion, workplace conduct, and human rights.

While the importance of workforce management, including diversity and inclusion, is recognized by industry analysts and Take-Two, investors have limited transparency into the Company's performance on these issues. For example, Take-Two has grown its creative staff every year since 2012, but investors do not know if hiring has kept pace with the emergence of female gamers, now comprising 45% of the market.

Numerous studies have pointed to the material benefits of effective workforce management:

- Morgan Stanley has found that retention rate data above industry peer averages "can indicate the presence of competitive advantage."
- Companies in the top quartile for gender diversity are 21 percent more likely to outperform on profitability and 27 percent more likely to have superior value creation.
- A 2019 study of the S&P 500 found that the 20 most diverse companies had an average annual five-year stock return that was 5.8 percent higher than the 20 least-diverse companies.

While Take-Two has released very limited workforce composition data, it has not shared data sufficient for investors to determine the effectiveness of its commitments and overall human capital management programs. A report such as the one requested would assist shareholders in assessing whether Take-Two is bringing new talent into the company, whether these employees are retained, how effectively their talents are nurtured and whether there is overall improvement in its management of the workforce.

We urge investors to support disclosure of Take-Two's progress toward effective human capital management.