

RNS Further re

## Correction to Scheme Document

### CODEMASTERS GROUP HOLDINGS PLC

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Codemasters Group Holdings PLC  
01 December 2020

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**FOR IMMEDIATE RELEASE**

**1 December 2020**

**RECOMMENDED CASH AND SHARE ACQUISITION**  
of  
**CODEMASTERS GROUP HOLDINGS PLC ("CODEMASTERS")**  
by  
**TAKE-TWO INTERACTIVE SOFTWARE, INC. ("TAKE-TWO")**  
to be effected by means of a Scheme of Arrangement  
under Part 26 of the Companies Act 2006  
**Correction to Scheme Document**  
and  
**Total Voting Rights**

Further to the announcement released on 30 November 2020 by Codemasters regarding the publication of the scheme document (the "**Scheme Document**") in connection with the recommended offer by Take-Two to acquire the entire issued and to be issued share capital of Codemasters, Codemasters confirms a correction to its issued share capital figure and, accordingly, a correction to all references to its issued share capital and total voting rights set out in the Scheme Document published on 30 November 2020.

Following an allotment of an aggregate of 9,862 ordinary shares of 1p each ("**Ordinary Shares**") made on 24 November 2020 pursuant to the exercise of outstanding options, Codemasters confirms that as at 30 November 2020, and as at the Last Practicable Date, it had 152,421,128 Ordinary Shares in issue and admitted to trading on AIM.

As at 30 November 2020, and as at the Last Practicable Date, the Company did not hold any Ordinary Shares in treasury. Therefore, the total number of voting rights in the Company as at 30 November 2020, and as at the Last Practicable Date, is 152,421,128. The International Securities Identification Number (ISIN) of the Ordinary Shares is GB00BFWZ2G72.

All references in the Scheme Document to Codemasters' issued share capital and to the total voting rights in Codemasters as at the Last Practicable Date should therefore be read as if they were references to 152,421,128 Ordinary Shares and 152,421,128 total voting rights respectively (instead of 152,411,266 Ordinary Shares and 152,411,266 total voting rights). As a result, the reference in paragraph 1(b) of Part 10 (*Sources of Information and Bases of Calculation*) of the Scheme Document to 3,987,332 Ordinary Shares that, as at the Last Practicable Date, may be issued on the exercise of outstanding options under the Codemasters Share Option Schemes should be read as a reference to 3,977,470 Ordinary Shares being subject to such outstanding options.

This announcement is made both in accordance with Rule 2.9 of the Takeover Code and in accordance with the FCA's Disclosure Guidance and Transparency Rule 5.6.1. The above figure of 152,421,128 total voting rights may be used by shareholders as the denominator for the calculation by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

Unless otherwise defined, all capitalised terms in this announcement shall have the same meaning given to them in the Scheme Document.

**Enquiries:**

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*The Acquisition shall be implemented solely by means of the Scheme Document (or in the event that the Acquisition is to be implemented by means of a Takeover Offer, the Offer Document), which contains the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition.*

*Codemasters and Take-Two urge Codemasters Shareholders to read the Scheme Document because it contains important information relating to the Acquisition.*

*This announcement does not constitute a prospectus or prospectus equivalent document.*

***Publication on website***

*In accordance with Rule 26.1 of the Takeover Code, a copy of this announcement will be available (subject to certain restrictions relating to persons resident in Restricted Jurisdictions) at <https://www.codemasters.com/investors/#take-two-interactive> by no later than 12.00 noon (London time) on the Business Day following this announcement.*

*Neither the content of the website nor the content of any other website accessible from hyperlinks on such website is incorporated into, or forms part of, this announcement.*

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