

**Draft resolutions of the Extraordinary General Meeting of Shareholders  
of CD PROJEKT S.A. convened on 20 February 2024**

**Resolution No. 1  
of 20 February 2024  
of the Extraordinary General Meeting of Shareholders  
of CD PROJEKT S.A., headquartered in Warsaw  
*concerning the election of the General Meeting Chairperson***

**§ 1.**

The General Meeting of Shareholders, pursuant to Art. 409 § 1 and Art. 420 § 2 of the Commercial Companies Code, hereby appoints Mr./Ms. [●] as General Meeting Chairperson, with the election having taken place in a secret ballot.

**§ 2.**

The resolution enters into force as of the moment of its adoption.

**Management Board justification concerning Resolution No. 1:**

The resolution is technical in character. The requirement to elect a chairperson immediately after the opening of the General Meeting stems from Art. 409 § 1 of the Commercial Companies Code.

**Resolution No. 2  
of 20 February 2024  
of the Extraordinary General Meeting of Shareholders  
of CD PROJEKT S.A., headquartered in Warsaw  
*concerning approval of the General Meeting agenda***

**§ 1.**

The General Meeting of Shareholders hereby approves the following agenda of the General Meeting of Shareholders published on the Company website on [●] 2024 and in Current Report no. [●] of [●] 2024, to wit:

1. Opening of the General Meeting.
2. Election of the General Meeting Chairperson.
3. Determining that the General Meeting has been validly convened and is empowered to undertake binding resolutions.
4. Approval of the General Meeting agenda.
5. Adoption of a resolution regarding determination of the Earnings Condition in the Incentive Program B for 2024-2027.
6. Conclusion of the General Meeting.

**§ 2.**

The resolution enters into force as of the moment of its adoption.

**Management Board justification concerning Resolution No. 2:**

The resolution is technical in character. The requirement to approve a General Meeting agenda once the attendance list is signed and validated by the General Meeting Chairperson stems from § 6 of the General Meeting Regulations.

**Resolution No. 3**  
**of 20 February 2024**  
**of the Extraordinary General Meeting of Shareholders**  
**of CD PROJEKT S.A., headquartered in Warsaw**  
**regarding determination of the Earnings Condition**  
**in the Incentive Program B for 2024-2027**

The General Meeting of Shareholders, in relation to the adoption on 18 April 2023 of resolution no. 7 of the Extraordinary of the General Meeting of Shareholders of the Company *concerning institution of Incentive Program B for the financial years 2023-2027* (“**Incentive Program B Resolution**”), hereby decides as follows:

**§ 1.**

1. The General Meeting of Shareholders of the Company, at the request of the Management Board of the Company, hereby resolves, pursuant to § 3 Section 5 of the Incentive Program B Resolution, to determine the Earnings Condition in Incentive Program B for the financial years 2024-2027 in the amount of 3 000 000 000 (three billion) PLN.
2. The Earnings Condition corresponds to the consolidated net earnings from continuing operations of the CD PROJEKT Group in a given period of 4 (four) financial years - in accordance with the definition included in § 3 Section 1 (a) of the Incentive Program B Resolution.

**§ 2.**

The resolution enters into force as of the moment of its adoption.

**Management Board justification concerning Resolution No. 3:**

On 18 April 2023 the General Meeting of Shareholders adopted Resolution no. 7 *concerning institution of Incentive Program B for the financial years 2023-2027*. In accordance with the adopted resolution, the Earnings Condition for the respective periods of 4 (four) financial years is to be determined in each year of assignment of entitlements in Incentive Program B in a resolution adopted by the General Meeting of Shareholders at the request of the Management Board.

Thereby, the Management Board submits a request to the General Meeting of Shareholders to determine the Earnings Condition in Incentive Program B applicable to the entitlements assigned during 2024 in the amount of 3 000 000 000 (three billion) PLN.

In the Management Board’s opinion, the proposed Earnings Condition for the financial years 2024 - 2027 is ambitious and its fulfillment will depend on effective completion of projects planned in the CD PROJEKT Group Strategy and their commercial success. At the same time, it is consistent with the interest of the shareholders of the Company, as fulfillment of the proposed result will support growth in the capitalization of CD PROJEKT S.A., including its valuation on the Warsaw Stock Exchange S.A. (Giełda Papierów Wartościowych w Warszawie S.A.).