

**Draft resolutions of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A. convened on June 14, 2024**

**Resolution No. 1
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning the election of the General Meeting Chairperson***

§ 1.

Pursuant to Art. 409 § 1 and Art. 420 § 2 of the Commercial Companies Code the General Meeting of Shareholders 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 June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning approval of the General Meeting agenda***

The General Meeting of Shareholders hereby approves the 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. Adoption of resolution concerning election of General Meeting Chairperson.
3. Determining that the General Meeting has been validly convened and is empowered to undertake binding resolutions.
4. Adoption of resolution concerning approval of General Meeting agenda.
5. Discussion concerning the Company's managerial reports, the Company's financial statement and the consolidated financial statement for 2023.
6. Adoption of resolution concerning approval of the Company's financial statement for 2023.
7. Adoption of resolution concerning approval of the consolidated financial statement of the CD PROJEKT Group for 2023.
8. Adoption of resolution concerning approval of the Management Board report on CD PROJEKT Group and CD PROJEKT S.A. activities in 2023 and CD PROJEKT Group Sustainability Report for 2023.
9. Adoption of resolution concerning the allocation of Company profit for 2023.
10. Adoption of resolution on granting discharge to Member of the Management Board Mr. Adam Kiciński on account of the performance of his duties between January 1 and December 31, 2023.

11. Adoption of resolution on granting discharge to Member of the Management Board Mr. Piotr Nielubowicz on account of the performance of his duties between January 1 and December 31, 2023.
12. Adoption of resolution on granting discharge to Member of the Management Board Mr. Adam Badowski on account of the performance of his duties between January 1 and December 31, 2023.
13. Adoption of resolution on granting discharge to Member of the Management Board Mr. Michał Nowakowski on account of the performance of his duties between January 1 and December 31, 2023.
14. Adoption of resolution on granting discharge to Member of the Management Board Mr. Piotr Karwowski on account of the performance of his duties between January 1 and December 31, 2023.
15. Adoption of resolution on granting discharge to Member of the Management Board Mr. Paweł Zawodny on account of the performance of his duties between January 1 and December 31, 2023.
16. Adoption of resolution on granting discharge to Member of the Management Board Mr. Jeremiah Cohn on account of the performance of his duties between January 1 and December 31, 2023.
17. Adoption of resolution on granting discharge to Chair of the Supervisory Board Mr. Marcin Iwiński on account of the performance of his duties between January 1 and December 31, 2023.
18. Adoption of resolution on granting discharge to Deputy Chair of the Supervisory Board Ms. Katarzyna Szwarc on account of the performance of her duties between January 1 and December 31, 2023.
19. Adoption of resolution on granting discharge to Member of the Supervisory Board Mr. Michał Bień on account of the performance of his duties between January 1 and December 31, 2023.
20. Adoption of resolution on granting discharge to Member of the Supervisory Board Mr. Maciej Nielubowicz on account of the performance of his duties between January 1 and December 31, 2023.
21. Adoption of resolution on granting discharge to Member of the Supervisory Board Mr. Jan Łukasz Wejchert on account of the performance of his duties between January 1 and December 31, 2023.
22. Adoption of resolution on expressing an opinion with regard to the Supervisory Board report concerning remuneration of members of the Management Board and Supervisory Board in 2023.
23. Adoption of resolution concerning approval of the annual report of the Company's Supervisory Board for 2023.
24. Adoption of resolution concerning amendment of Remuneration Policy of Members of the Management Board and Members of the Supervisory Board of CD PROJEKT S.A.
25. Adoption of resolution on granting discharge to Mr. Michał Nowakowski on account of the performance of his duties as member of the Management Board of CD PROJEKT RED STORE sp. z o.o. (acquired by the Company on February 28, 2023) between January 1 and February 28, 2023.
26. Adoption of resolution on granting discharge to Mr. Adam Badowski on account of the performance of his duties as member of the Management Board of SPOKKO sp. z o.o. (acquired by the Company on August 31, 2023) between January 1 and August 31, 2023.
27. Adoption of resolution on granting discharge to Ms. Marta Gutowska on account of the performance of her duties as member of the Management Board of SPOKKO sp. z o.o. (acquired by the Company on August 31, 2023) between January 1 and August 31, 2023.
28. Adoption of resolution on granting discharge to Mr. Maciej Weiss on account of the performance of his duties as member of the Management Board of SPOKKO sp. z o.o. (acquired by the Company on August 31, 2023) between January 1 and August 31, 2023.

29. Adoption of resolution on granting discharge to Mr. Mateusz Janczewski on account of the performance of his duties as member of the Management Board of SPOKKO sp. z o.o. (acquired by the Company on August 31, 2023) between January 1 and March 31, 2023.
30. Conclusion of the 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 June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning approval of the Company's financial statement for 2023**

The General Meeting of the Company, pursuant to Art. 393 item 1 and Art. 395 § 2 item 1 of the Commercial Companies Code, has decided the following:

§ 1.

The financial statement of CD PROJEKT S.A. for 2023, comprising the items listed below, is hereby approved:

1. Balance sheet as of December 31, 2023, with the balance of assets and the corresponding equity and liabilities valued at **2,517,921,352.07** (two billion five hundred seventeen million nine hundred twenty-one thousand three hundred fifty-two 07/100) PLN,
2. Income statement for the period between January 1, 2023 and December 31, 2023, showing a net profit of **474,705,302.51** (four hundred seventy-four million seven hundred and five thousand three hundred and two 51/100) PLN,
3. Statement of comprehensive income for the period between January 1, 2023 and December 31, 2023 showing an amount of total comprehensive income of **478,843,552.06** (four hundred seventy-eight million eight hundred forty-three thousand five hundred fifty two 06/100) PLN,
4. Statement of cash flows for the period between January 1, 2023 and December 31, 2023 showing a decrease in monetary assets by **107,589,602.24** (one hundred seven million five hundred eighty-nine thousand six hundred and two 24/100) PLN,
5. Statement of changes in equity showing an increase in equity by **367,029,293.41** (three hundred sixty-seven million twenty nine thousand two hundred ninety three 41/100) PLN for the period between January 1, 2023 and December 31, 2023,
6. Other supplementary information and clarifications.

§ 2.

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

Management Board justification concerning Resolution no. 3:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 1 of the Commercial Companies Code.

Resolution No. 4
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning approval of the consolidated financial statement
of the CD PROJEKT Group for 2023

Pursuant to Art. 395 § 5 of the Commercial Companies Code the General Meeting has decided the following:

§ 1.

The consolidated financial statement of the CD PROJEKT Group for 2023, comprising the items listed below, is hereby approved:

1. Consolidated balance sheet as of December 31, 2023, with the balance of assets and the corresponding equity and liabilities valued at **2,613,437,379.46** (two billion six hundred thirteen million four hundred thirty-seven thousand three hundred seventy-nine 46/100) PLN,
2. Consolidated income statement account for the period between January 1, 2023 and December 31, 2023, showing a net profit of **481,105,117.23** (four hundred eighty-one million one hundred and five thousand one hundred seventeen 23/100) PLN,
3. Consolidated statement of comprehensive income for the period between January 1, 2023 and December 31, 2023 showing a total comprehensive income attributable to owners of CD PROJEKT S.A. of **482,135,506.78** (four hundred eighty-two million one hundred and five thousand one hundred seventeen 78/100) PLN,
4. Consolidated statement of cash flows for the period between January 1, 2023 and December 31, 2023 showing a decrease in monetary assets by **99,773,071.27** (ninety nine million seven hundred seventy-three thousand seventy one 27/100) PLN,
5. Statement of changes in consolidated equity showing an increase in equity by **372,022,238.02** (three hundred seventy-two million twenty-two thousand two hundred and thirty-eight 02/100) PLN for the period between January 1, 2023 and December 31, 2023,
6. Other supplementary information and clarifications.

§ 2.

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

Management Board justification concerning Resolution no. 4:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 5 of the Commercial Companies Code.

Resolution No. 5
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning approval of the Management Board report on
CD PROJEKT Capital Group and CD PROJEKT S.A. activities in 2023
and CD PROJEKT Group Sustainability Report for 2023

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 1 of the Commercial Companies Code the General Meeting has decided the following:

§ 1.

The Management Board report on CD PROJEKT Capital Group and CD PROJEKT S.A. activities in 2023 and CD PROJEKT Group Sustainability Report for 2023 are hereby approved.

§ 2.

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

Management Board justification concerning Resolution no. 5:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 1 of the Commercial Companies Code.

Resolution No. 6

of June 14, 2024

**of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
*concerning allocation of Company profit for 2023***

Acting under Art. 395 § 2 item 2 of the Commercial Companies Code, the General Meeting hereby decides the following:

§ 1.

The General Meeting directs the net profit obtained by the Company in the 2023 financial year, in the amount of **474,705,302.51** (four hundred seventy four million seven hundred and five thousand three hundred and two 51/100) PLN, decreased by the amount of 30,617,741.79 (thirty million six hundred seventeen thousand seven hundred forty one 79/100) PLN, constituting:

- a) the negative value of the retained earnings (accumulated losses) from previous years in the amount of **1,937,508.98** (one million nine hundred thirty seven thousand five hundred and eight 98/100) PLN, resulting from the correction of the error (related to entered provisions for holiday pay for previous years); and
- b) the negative value of retained earnings (accumulated losses) of the entities acquired by the Company (SPOKKO sp. z o.o. and CD PROJEKT RED STORE sp. z o.o.) in the amount of **28,680,232.81** (twenty eight million six hundred and eighty thousand two hundred and thirty two 81/100) PLN,

that is **444,087,560.72** (four hundred and forty-four million eighty-seven thousand five hundred and sixty 72/100) PLN to be allocated as follows:

- i. the amount of **99,910,510.00** (ninety nine million nine hundred and ten thousand five hundred and ten 00/100) PLN, is to be divided among the shareholders by issuing a dividend at 1.00 (one 00/100) PLN per one share;
- ii. the remaining part of the profit, i.e. **344,177,050.72** (three hundred forty four million one hundred and seventy seven thousand fifty 72/100) PLN is to be allocated to the reserve capital of the Company.

§ 2.

In conjunction with the foregoing, the General Meeting decides to set the dividend date to June 21, 2024, and the dividend payment date to June 27, 2024.

§ 3.

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

Management Board justification concerning Resolution no. 6:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 2 of the Commercial Companies Code. The decision concerning allocation of profit acknowledges recommendations issued by the Management Board and Supervisory Board, as disclosed in the corresponding current reports issued by the Company.

Resolution No. 7
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Member of the Management Board Mr. Adam Kiciński,
on account of the performance of his duties between January 1 and December 31, 2023

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1.

The Ordinary General Meeting hereby grants discharge to Member of the Management Board Mr. Adam Kiciński, on account of the performance of his duties between January 1, 2023 and December 31, 2023.

§ 2.

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

Management Board justification concerning Resolution no. 7:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 8
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Member of the Management Board Mr. Piotr Nielubowicz,
on account of the performance of his duties between January 1 and December 31, 2023

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1.

The Ordinary General Meeting hereby grants discharge to Member of the Management Board Mr. Piotr Nielubowicz, on account of the performance of his duties between January 1, 2023 and December 31, 2023.

§ 2.

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

Management Board justification concerning Resolution no. 8:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 9
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Member of the Management Board Mr. Adam Badowski,
on account of the performance of his duties between January 1 and December 31, 2023

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1.

The Ordinary General Meeting hereby grants discharge to Member of the Management Board Mr. Adam Badowski, on account of the performance of his duties between January 1, 2023 and December 31, 2023.

§ 2.

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

Management Board justification concerning Resolution no. 9:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 10
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Member of the Management Board Mr. Michał Nowakowski
on account of the performance of his duties between January 1 and December 31, 2023

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1.

The Ordinary General Meeting hereby grants discharge to Member of the Management Board Mr. Michał Nowakowski, on account of the performance of his duties between January 1, 2023 and December 31, 2023.

§ 2.

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

Management Board justification concerning Resolution no. 10:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 11
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Member of the Management Board Mr. Piotr Karwowski
on account of the performance of his duties between January 1 and December 31, 2023

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1.

The Ordinary General Meeting hereby grants discharge to Member of the Management Board Mr. Piotr Karwowski, on account of the performance of his duties between January 1, 2023 and December 31, 2023.

§ 2.

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

Management Board justification concerning Resolution no. 11:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 12
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Member of the Management Board Mr. Paweł Zawodny
on account of the performance of his duties between January 1 and December 31, 2023

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1.

The Ordinary General Meeting hereby grants discharge to Member of the Management Board Mr. Paweł Zawodny on account of the performance of his duties between January 1, 2023 and December 31, 2023.

§ 2.

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

Management Board justification concerning Resolution no. 12:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 13
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Member of the Management Board Mr. Jeremiah Cohn
on account of the performance of his duties between January 1 and December 31, 2023

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1.

The Ordinary General Meeting hereby grants discharge to Member of the Management Board Mr. Jeremiah Cohn, on account of the performance of his duties between January 1, 2023 and December 31, 2023.

§ 2.

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

Management Board justification concerning Resolution no. 13:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 14
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Chair of the Supervisory Board Mr. Marcin Iwiński
on account of the performance of his duties between January 1 and December 31, 2023

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1.

The Ordinary General Meeting hereby grants discharge to Chair of the Supervisory Board Mr. Marcin Iwiński on account of the performance of his duties between January 1, 2023 and December 31, 2023.

§ 2.

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

Management Board justification concerning Resolution no. 14:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 15
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Deputy Chair of the Supervisory Board Ms. Katarzyna Szwarc
on account of the performance of her duties between January 1 and December 31, 2023

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1.

The Ordinary General Meeting hereby grants discharge to Deputy Chair of the Supervisory Board Ms. Katarzyna Szwarc, on account of the performance of her duties between January 1, 2023 and December 31, 2023.

§ 2.

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

Management Board justification concerning Resolution no. 15:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 16
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Member of the Management Board Mr. Michał Bień
on account of the performance of his duties between January 1 and December 31, 2023

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1.

The Ordinary General Meeting hereby grants discharge to Member of the Supervisory Board Mr. Michał Bień on account of the performance of his duties between January 1, 2023 and December 31, 2023.

§ 2.

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

Management Board justification concerning Resolution no. 16:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 17
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Member of the Supervisory Board Mr. Maciej Nielubowicz
on account of the performance of his duties between January 1 and December 31, 2023

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1.

The Ordinary General Meeting hereby grants discharge to Member of the Supervisory Board Mr. Maciej Nielubowicz on account of the performance of his duties between January 1, 2023 and December 31, 2023.

§ 2.

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

Management Board justification concerning Resolution no. 17:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 18
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Member of the Supervisory Board Mr. Jan Łukasz Wejchert
on account of the performance of his duties between January 1 and December 31, 2023

Pursuant to Art. 393 item 1 and Art. 395 § 2 item 3 of the Commercial Companies Code the General Meeting has decided the following:

§ 1.

The Ordinary General Meeting hereby grants discharge to Member of the Supervisory Board Mr. Jan Łukasz Wejchert on account of the performance of his duties between January 1, 2023 and December 31, 2023.

§ 2.

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

Management Board justification concerning Resolution no. 18:

A resolution of this kind is usually adopted at Ordinary General Meetings, as stipulated by Art. 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 19
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on expressing an opinion with regard to the CD PROJEKT S.A. Supervisory Board
report concerning remuneration of members of the Management Board
and Supervisory Board in 2023

§ 1.

Pursuant to Art. 395 § 2¹ of the Commercial Companies Code in conjunction with Art. 90g section 6 of the Act of 29 July 2005 on public offering, conditions for introducing financial instruments to organized trade and public companies the General Meeting hereby issues a positive opinion regarding the CD PROJEKT S.A. Supervisory Board Report on remuneration of members of the Management Board and Supervisory Board in 2023.

§ 2.

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

Management Board justification concerning Resolution no. 19:

A resolution of this kind is usually adopted at Ordinary General Meetings. The need to adopt this resolution follows from Art. 395 § 2¹ of the Commercial Companies Code in conjunction with Art. 90g section 6 of the Act of 29 July 2005 on public offering, conditions for introducing financial instruments to organized trade and public companies.

Resolution No. 20
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning approval of the annual report of the Company's Supervisory Board for 2023

§ 1.

Pursuant to item no. 2.11 of the Best Practice for WSE Listed Companies (2021 edition), the General Meeting hereby approves the CD PROJEKT S.A. Supervisory Board report for 2023, i.e. the Supervisory Board report on its assessment of the Company's Financial Statement for 2023, Management Board recommendation concerning allocation of net profit for 2023, Management Board report on CD PROJEKT Group and CD PROJEKT S.A. activities in 2023, the consolidated financial statement of the CD PROJEKT Group for 2023, along with the Supervisory Board report on the activities of the Supervisory Board in 2023, together with an assessment of the work of the Supervisory Board, assessment of the condition of the Company which acknowledges the adequacy and effectiveness of its internal control systems, risk management, compliance with the applicable norms and practices, internal audit, and discharge by the Company of its disclosure obligations with regard to corporate governance policies.

§ 2.

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

Management Board justification concerning Resolution no. 20:

A resolution of this kind is usually adopted at Ordinary General Meetings. It stems from item 2.11 of the Best Practice for WSE Listed Companies, 2021 edition.

Resolution No. 21
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
concerning amendment of remuneration policy of members of the Management Board
and members of the Supervisory Board of the Company

§ 1.

The General Meeting of the Company, acting pursuant to Art. 90d section 1 and Art. 90e section 4 of the Act of 29 July 2005 on public offering and conditions for introduction of financial instruments into organized trade, and on public companies (JL 2024, item 620, the “**Act on Public Offering**”), hereby amends the currently binding remuneration policy of members of the Management Board and members of Supervisory Board of CD PROJEKT S.A., adopted by way of resolution no. 19 of the Ordinary General Meeting of the Company of 28 July 2020 in such a way that its current wording is replaced by the following wording, which will therefore constitute its new consolidated text (the “**Amended Remuneration Policy**”):

Remuneration Policy
of Members of the Management Board and Members
of the Supervisory Board of CD PROJEKT S.A.

“The Remuneration Policy regulates remuneration of Members of the Management Board and Supervisory Board of the Company. It is a component of the employment and remuneration policy in force at the Company and the Group. The primary goal of the Remuneration Policy is to attract, retain and motivate personnel whose skills and experience are regarded as essential for further dynamic growth of the Company and the Capital Group, and therefore – for building long-term value for shareholders.

The following significant changes have been introduced in comparison with the previous edition of the Remuneration Policy:

- a. clarification of provisions regulating adoption and application of the Remuneration Policy by Company bodies (§3),
- b. clarification of provisions of the Remuneration Policy governing components of Fixed and Variable Remuneration, including the structuring of incentive programs (§4 and §5),
- c. introduction of a mechanism by which Members of the Supervisory Board may be provided with additional non-monetary benefits during their tenure (§6),
- d. additional provisions concerning exceptional types of remuneration which are not provided by the Company (§7),
- e. introduction of a provision concerning publication on the Company’s website of important documentation and additional information concerning remuneration offered to Persons Covered by the Policy (§11).

The previously binding provisions of the Remuneration Policy and Remuneration Reports had been endorsed by the General Meeting. The corresponding General Meeting resolutions did not express any suggestions or reservations which would call for specific amendments in the updated provisions of the Remuneration Policy. The introduced changes serve primarily to increase the efficiency of the existing remuneration system, make it easier for shareholders to comprehend its structure, and increase overall transparency in this regard. We have also introduced numerous editorial changes in order to make the text more understandable.

§1
Definitions

"Terms used in this Remuneration Policy should be construed as defined below:

Goals	as defined in §2 section 1 item (b) of the Remuneration Policy
Capital Group	The group of companies listed in the annual consolidated financial statement of the CD PROJEKT Group for the given financial period
WSE	Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.)
Criteria	as defined in §4 section 7 item (a) of the Remuneration Policy
Derogations	as defined in §5 section 1 of the Remuneration Policy
Evaluation Period	as defined in §5 section 3 of the Remuneration Policy
Person Covered by the Policy	given Member of the Management Board or the Supervisory Board of the Company; all Members of these bodies collectively – Persons Covered by the Policy
Legal Basis for Employment	contract of employment, managerial contract, contract of mandate, appointment resolution or any other similar legal link between the Company and a Person Covered by the Policy
Remuneration Policy	This Remuneration Policy of Members of the Management Board and Members of the Supervisory Board of CD PROJEKT S.A. adopted pursuant to Art. 90d section 1 of Act on Public Offering
Premium	as defined in §5 section 4 item (c) of the Remuneration Policy
Long-Term Program	as defined in §4 section 6 item (a) of the Remuneration Policy
Short-Term Program	as defined in §4 section 6 item (b) of the Remuneration Policy
Supervisory Board	Supervisory Board of the Company
The Company	CD PROJEKT S.A. with a registered seat in Warsaw
Remuneration Report	remuneration report prepared by the Supervisory Board as specified in Art. 90g of the Act on Public Offering
Financial Statement	consolidated financial statement of the Capital Group
Articles	Articles of Association of the Company
Strategy	as defined in §2 section 1 item (b) of the Remuneration Policy
Additional Benefits	as defined in §4 section 1 item (b) of the Remuneration Policy
Entitlement	as defined in §4 section 6 item (b) of the Remuneration Policy
Act on Public Offering	Act of 29 July 2005 on public offering and conditions for introduction of financial instruments into organized trade, and on public companies (JL 2024, item 620)
General Meeting	General Meeting of the Company
Fixed Remuneration	as defined in §4 section 1 of the Remuneration Policy
Remuneration from Other Contracts	as defined in §4 section 1 item (c) of the Remuneration Policy
Variable Remuneration	as defined in §4 section 3 of the Remuneration Policy
Remuneration for Performing Duties	as defined in §4 section 1 item (a) of the Remuneration Policy
Management Board	Management Board of the Company
Ordinary General Meeting	the General Meeting convened in order to debate and approve the Management Board report on Company activities and the Company Financial Statement for the preceding financial year, adopt resolutions concerning allocation of profit or coverage of losses, grant discharge to Members of Company bodies on the performance of their duties and adopt the resolution specified in Art. 90g section 6 of the Act on Public Offering
Net Profit	positive value of consolidated earnings of the Capital Group attributable to

	equity holders of the Company, reported in the consolidated financial statement of the Capital Group for the given financial period
--	---

§2 General provisions

1. The Remuneration Policy:
 - a) governs the remuneration of Persons Covered by the Policy,
 - b) aims to further the Capital Group's growth strategy, its long-term interests and the stability of the Company (hereinafter referred to as "**Strategy**"); as part of its activities and implementation in accordance with the directions of the Strategy, the Company defines short- and long-term growth goals, including market goals, earnings goals and loyalty goals (hereinafter collectively referred to as "**Goals**"), the attainment of which may affect the levels of remuneration of Persons Covered by the Policy,
 - c) takes precedence over any other Company by-laws concerning remuneration of Persons Covered by the Policy.
2. The Company shall disburse remuneration to a Person Covered by the Policy as provided for by the Remuneration Policy.
3. In adopting the Remuneration Policy, as well as in determining and changing the remuneration of Persons Covered by the Policy, objective criteria are taken into account, including the following:
 - a) scope of professional responsibility associated with the given position,
 - b) risk associated with the given position,
 - c) market standards (benchmark) regarding the expected remuneration of persons appointed to similar positions, or groups of positions,
 - d) qualifications and experience of the Person Covered by the Policy,
 - e) employment and remuneration conditions of other Company employees (i.a. by ensuring that the remuneration of Persons Covered by the Policy reflects increased risks associated with performing certain duties at the Company, compared to other employees, as well as the potential consequences of materialization of such risks for the Company and for the given Person Covered by the Policy).
4. The adoption of The Remuneration Policy and rules concerning remuneration defined therein contribute to implementation of the Strategy and the Goals by ensuring that Persons Covered by the Policy:
 - a) are strongly involved in Company matters, and dissuaded from taking excessive risks,
 - b) are motivated to pursue the Strategy and Goals,
 - c) have long-term links to the Company,
 - d) receive remuneration which is commensurate with the earnings and business performance of the Capital Group, including the Company.
5. In order to avoid conflicts of interests which may arise in conjunction with the Remuneration Policy, provisions concerning remuneration offered to Persons Covered by the Policy are shaped in such a way as to ensure that the relevant decisions are, in each case, undertaken by a different Company body than the body of which the given Person Covered by the Policy is a Member.

§3 Adoption and implementation of the Remuneration Policy

1. The resolution regarding the Remuneration Policy is adopted by the General Meeting at least once every four years.
2. In case of amendments to the Remuneration Policy, its amended provisions shall contain a description of:
 - a) material changes introduced in relation to the previous edition of the Remuneration Policy, and
 - b) the means by which the amended Remuneration Policy reflects the contents of the General Meeting resolution which provides an assessment of the Remuneration Report.

3. If the General Meeting has authorized the Supervisory Board to describe aspects of the Remuneration Policy in further detail, pursuant to the Act on Public Offering, the relevant sections are amended by the Supervisory Board. In all other circumstances the right to introduce amendments is reserved to the General Meeting.
4. The Management Board:
 - a) prepares a draft of the Remuneration Policy, submits it to the Supervisory Board for endorsement, and applies to the General Meeting for adoption of the final version of the Remuneration Policy,
 - b) provides to the Supervisory Board information necessary to ensure verification of the Remuneration Policy and implementation thereof, in particular with respect to data covered by the Remuneration Report, in time sufficient to prepare it pursuant to § 10 of the Remuneration Policy.
5. The Supervisory Board:
 - a) issues an opinion regarding the draft Remuneration Policy submitted by the Management Board, and provides a recommendation to the General Meeting regarding adoption thereof,
 - b) develops certain aspects of the Remuneration Policy within limits of authorization granted by the General Meeting,
 - c) performs verification of the Remuneration Policy and implementation thereof, performs a review of the Remuneration Policy on an at least annual basis, and determines whether the Remuneration Policy meets its stated goals and provisions. Following the aforementioned review, the Supervisory Board may submit to the General Meeting recommendations concerning suggested amendments,
 - d) prepares an annual Remuneration Report in accordance with the applicable laws.

§4

Remuneration of a Member of the Management Board

1. Members of the Management Board are eligible for fixed remuneration, which may consist of the following:
 - a) fixed part, which comprises base monthly remuneration associated with the position of Member of the Management Board (“**Remuneration for Performing Duties**”),
 - b) additional non-monetary benefits (“**Additional Benefits**”),
 - c) monthly remuneration for performing services or work for the Company other than discharging the duties of a Member of the Management Board (“**Remuneration from Other Contracts**”),
(the components listed in items (a), (b) and (c) above are jointly referred to as “**Fixed Remuneration**”).
2. Fixed Remuneration is calculated individually for each Member of the Management Board by the Supervisory Board, and is expressed in the Legal Basis for Employment or in a Supervisory Board resolution consistent with the provisions of the Remuneration Policy and in line with the responsibilities of the given Member of the Management Board.
3. Notwithstanding the Fixed Remuneration, Management Board Members may also be eligible for variable remuneration whose assignment and amount are conditioned upon fulfillment of certain financial or non-financial criteria (this is hereinafter referred to as “**Variable Remuneration**”).
4. Variable Remuneration is assigned on an individual basis to each Member of the Management Board.
5. Benefits provided to Members of the Management Board as part of their remuneration packages may be monetary or non-monetary, and may include financial instruments or non-monetary Additional Benefits specified by the Supervisory Board. The Company may also provide Additional Benefits to persons closely related to the given Member of the Management Board during their tenure.
6. Variable Remuneration may include:
 - a) the entitlement to claim subscription warrants which incorporate the right to take up Company shares or to purchase or take up Company shares in the framework of a long-term

- incentive program introduced by way of a separate General Meeting resolution (“**Long-Term Program**”),
- b) the entitlement to participate in an incentive scheme which entails monetary compensation, directly dependent on the short-term financial result of the Company, the Capital Group or the segment for which the given Member of the Management Board is directly responsible (“**Short-Term Program**”).
(The components of Variable Remuneration identified in items a) and b) above will hereinafter be collectively referred to as “**Entitlements**”),
 - c) an additional monetary premium for the performance of certain tasks or achievement of managerial goals, assigned by the Supervisory Board (this is hereinafter referred to as “**Premium**”).
7. In determining the amounts and conditions of assignment and change in remuneration offered to Members of the Management Board the Supervisory Board acknowledges the criteria listed in §2 section 3 above, the Company’s financial condition, and the following specific elements of the Remuneration Policy:
- a) a description of individual components of Fixed Remuneration and Variable Remuneration,
 - b) a clear, comprehensive and diverse set of criteria governing the financial and non-financial prerequisites for assignment of Variable Remuneration, defined in a way which balances the incentivization of achieving personal goals by Management Board Members with implementation of the Strategy or an increase in the Company’s value, with particular deference to the interests of the Capital Group, including the Company (this is hereinafter referred to as “**Criteria**”),
 - c) conditions governing:
 - delay periods applicable to disbursement of Variable Remuneration,
 - clawback of Variable Remuneration,
 - assignment of Variable Remuneration to the Members of the Management Board.
8. The Criteria are assumed to include, in particular, attainment of Goals.
9. Verification of the fulfillment of financial Criteria is based on information contained in the Financial Statement.
10. Verification of the fulfillment of non-financial Criteria involves acquisition of data which confirms attainment of standards and objective performance indicators applicable to the given task, enabling the performance of the given Member of the Management Board to be objectively assessed.

§5

Variable Remuneration – specific provisions

1. Specific conditions and provisions of the Long-Term Program and the Short-Term Program in force at the Company should be specified in the corresponding terms and conditions and resolutions adopted by appropriate bodies of the Company concerning such programs. Assignment of the Premiums, along with the amounts thereof, is determined by the Supervisory Board in the form of a resolution.
2. If the assignment or exercise of Variable Remuneration is contingent upon meeting certain conditions, the Supervisory Board shall adopt a resolution which confirms that the given Member of the Management Board has acquired the right to claim Variable Remuneration and specifies the corresponding amount.
3. Pursuant to the conditions of assignment of Variable Remuneration, such remuneration may be assigned as a result of the performance of certain tasks during the course of an evaluation period which is instituted to determine whether the Criteria have been met (“**Evaluation Period**”). In such circumstances confirmation of attainment of the Criteria and determination of the amount of Variable Remuneration for the Evaluation Period may occur not earlier than after the end of the Evaluation Period.
4. The maximum ratio between Variable Remuneration assigned during a given financial year and the corresponding Fixed Remuneration for the same year should not exceed 10:1. This ratio may

be increased if Entitlements are assigned or exercised. In such cases the ratio between Fixed Remuneration and Variable Remuneration for the given financial year should account for the outcomes of economic activity carried out by the Company or the Capital Group, attainment of Goals and increase in the price of Company shares on the WSE throughout the corresponding period.

5. The Long-Term Program may should be structured in a way which ensures:
 - a) that vesting periods applicable to participants are not shorter than three years;
 - b) that the implementation of the Long-Term Program is contingent upon meeting predetermined Criteria over a period of at least three years;
 - c) that subscription warrants offered under the program are non-transferable and non-inheritable, and that no sale restrictions apply to shares taken up or purchased in conjunction with the program;
 - d) that the program contributes to an increase in the profitability of the Company and its Capital Group, and facilitates implementation of its Strategy by forging stable bonds between Members of the Management Board and the Company, and incentivizing them to implement the Strategy, act in the interest of the Company and work towards maximizing its financial and non-financial performance indicators, as appropriate;
 - e) that the maximum number of entitlements which can be assigned to Members of the Management Board u does not exceed 50% of all entitlements assignable to participants of Long-Term Programs in force in a given period.
6. The Short-Term Program should be structured in a way which ensures that:
 - a) assignment of remuneration under the program depends on short-term earnings, and that the vesting period is not shorter than one year,
 - b) that the maximum, total value of remuneration payable to all Members of the Management Board for the given financial period (that is a specified percentage of the Net Profit) is determined in the terms and conditions of such a program by the Supervisory Board.

§6

Remuneration of a Member of Supervisory Board

1. Members of the Supervisory Board perform their duties on the basis of appointment and are eligible for remuneration in this context.
2. The remuneration of a Member of the Supervisory Board is not tied to the Company's financial results and shall not assume the form of financial instruments, except for circumstances where the right to claim financial instruments, including in connection with the Company's earnings, had been assigned prior to appointment to the Supervisory Board and is implemented during that person's tenure as a Member of the Supervisory Board.
3. The remuneration due to a Member of the Supervisory Board is determined by the General Meeting in the form of a resolution, except for a Member of the Supervisory Board who has been delegated to temporarily discharge the duties of a Member of the Management Board, where the corresponding remuneration is determined by the Supervisory Board in the form of a resolution.
4. The aforementioned General Meeting resolution may specify that Members of the Supervisory Board are entitled to a fixed monthly salary. This salary does not depend on the number of meetings in which the given Member of the Supervisory Board has taken part.
5. The remuneration of the Members of the Supervisory Board should reflect their assigned responsibilities and functions, particularly as concerns participation of the given Supervisory Board Members in committees and being delegated to singlehandedly discharge certain supervisory duties.
6. If a Member of the Supervisory Board performs specific duties and takes on additional responsibilities, for example of Chair the Supervisory Board or one of its committees, then, given the increased workload of that Member of the Supervisory Board and share of responsibilities, their remuneration may be increased in comparison to the remuneration provided to other Members of the Supervisory Board.
7. The Company may provide Supervisory Boards Members with the following additional benefits

during their tenure:

- a) private medical care coverage, in the framework of a collective contract concluded with a private medical care provider selected by the Company,
 - b) coverage of expenses related to sports and recreation activities, in the framework of a collective contract concluded with an entity selected by the Company,
 - c) other benefits offered by the Company to all its employees,
 - d) corporate insurance coverage associated with performance of duties within the Supervisory Board.
8. The benefits provided by the Company to Members of the Supervisory Board during their tenure under § 6 section 7 items (a)-(c) above may also be extended to persons closely related thereto.
 9. With regard to remuneration specified in § 6 section 4 above, it is also assigned to a Member of the Supervisory Board for the period starting at the commencement of the term of office of the Company and ending on the expiry of the mandate and is calculated on a pro rata basis, in proportion to the number of days during which he/she performed the function during that calendar month if the effect of appointment, dismissal or resignation took place during a given calendar month.

§7

Variable Remuneration of an exceptional character

1. The Company does not provide individual pension and retirement benefits to Persons Covered by the Policy and does not enroll them in early retirement programs.
2. The Company does not enter into contracts or institute internal regulations which contain compensation clauses in the event of resignation or dismissal of Persons Covered by the Policy, including in circumstances where such resignation or dismissal is a result of the Company merging with another entity, or any other change of ownership (i.e. “change of control” clauses regarding remuneration).
3. The Company does not provide Persons Covered by the Policy with welcome bonuses, and does not offer monetary incentives to candidates to participate in recruitment for positions of Persons Covered by the Policy.

§8

Persistence of the Legal Basis for Employment

1. Persons Covered by the Policy discharge their duties on the basis of appointments, pursuant to the provisions of Articles. Persons Covered by the Policy may, at any time, be dismissed by a resolution adopted by a suitably empowered body of the Company, or resign on their own accord. No contractual notice period applies to such circumstances (“notice period” clauses).
2. Members of the Management Board are appointed by the Supervisory Board for a joint four- year term unless the Articles specify otherwise.
3. Members of the Supervisory Board are appointed by the General Meeting for a joint four-year term unless the Articles specify otherwise.
4. A Member of the Management Board is eligible for Remuneration for Performing Duties for the period which begins on the day of assumption of duties at the Company and ends concurrently with their tenure and is calculated on a pro rata basis, in proportion to the number of days during which he/she performed the function during that calendar month if the effect of appointment, dismissal or resignation took place during a given calendar month. For the period of suspension in their function at the Company the Member of the Management Board is not eligible for Remuneration for Performing Duties. Detailed provisions regulating calculation and disbursement of Variable Remuneration in the event of dismissal or suspension of a Member of the Management Board are contained in resolutions adopted by suitably empowered bodies of the Company, appropriate for the given component of Variable Remuneration.
5. Members of the Management Board may also perform work or render services for the Company other than discharge of their duties as Members of the Management Board, based on fixed-term

or permanent contracts, and receive Remuneration from Other Contracts in relation to such work or services. The maximum notice period applicable to any such contracts may not be longer than three months.

6. Members of the Management Board may perform work or render services for member companies of the Capital Group other than the Company, and hold membership of their respective governing bodies and receive remuneration from such titles. The maximum notice period applicable to any such contracts concerning such work, services or holding membership may not be longer than three months.

§9

Derogations from the Remuneration Policy

1. If deemed necessary to achieve the long-term interests and ensure stability or profitability of the Company, the Company may approve a temporary derogation from the Remuneration Policy, in whole or in part, with respect to certain Persons Covered by the Policy (this is hereinafter referred to as “**Derogation**”).
2. The decision to institute a Derogation is issued by the Supervisory Board in the form of a resolution.
3. Circumstances which justify Derogation include, in particular, matters related to implementation of the Strategy and Goals, along with any circumstances which might negatively affect the Company’s ability to discharge its financial liabilities.
4. A motion to institute a Derogation may be filed by the Management Board. The motion should be accompanied by justification of the need for the proposed Derogation.
5. A resolution which approves a Derogation shall specify, among others:
 - a) duration of the Derogation,
 - b) elements of the Remuneration Policy to which the Derogation applies,
 - c) circumstances which justify the need to institute the Derogation.
6. Each Derogation shall be described in the Remuneration Report along with the information required under the Act on Public Offering.

§10

Remuneration Report

1. Each Remuneration Report covers a single financial year of the Company.
2. The Supervisory Board prepares The Remuneration Report in a timely manner so as to enable the following:
 - a) submission of the Remuneration Report to a licensed auditor for review,
 - b) inclusion in the agenda of the Ordinary General Meeting of an item concerning endorsement of the Remuneration Report.
3. The Company shall disseminate the Remuneration Report as directed by the Act on Public Offering.
4. The General Meeting resolution concerning endorsement of the Remuneration Report is advisory in character.
5. The Remuneration Report is subjected to a mandatory review by the Company’s auditor. The Management Board shall ensure that the contract covering the audit of the annual Financial Statement for the given financial year also covers a review of the Remuneration Report.

§11

Closing provisions

1. The Remuneration Policy enters into force on the day of its adoption by the appropriate governing bodies of the Company, unless the resolution concerning adoption of the Remuneration Policy specifies a different date of entry into force of the provisions thereof.
2. The Company shall post its website in the section desiccated to remuneration of members of its

corporate bodies, key documentation and information related to the remuneration system in force with regard to Persons Covered by the Policy.”

§ 2.

The General Meeting of the Company, acting pursuant to Art. 90d section 7 of the Act on Public Offering authorizes the Supervisory Board of the Company to further specify, within the limits of the amended Amended Remuneration Policy, the following elements thereof:

1. a description of the components of fixed and variable remuneration, as well as bonuses and other monetary and non-monetary benefits that may be awarded to Members of the Management Board,
 2. clear, comprehensive and differentiated financial and non-financial performance criteria for the award of variable remuneration to the Members of the Management Board, including criteria relating to the consideration of social interests, the Company's contribution to the protection of the environment and the undertaking of measures aimed at preventing and eliminating the negative social effects of the Company's activities,
 3. the periods of derogation of variable remuneration awarded to the Members of the Management Board,
 4. the Company's ability to claim reimbursement of the variable remuneration awarded to the Members of the Management Board,
 5. rules related to the granting of variable remuneration to the Members of the Management Board in the form of financial instruments of the Company, including the periods in which the entitlement to receive remuneration in this form is acquired and the rules of disposal of these financial instruments by the Members of the Management Board.
-
1. a description of individual components of fixed remuneration and variable remuneration members of the Management Board,
 2. a clear, comprehensive and diverse set of criteria governing the financial and non-financial prerequisites for assignment of variable remuneration, defined in a way which balances the incentivization of achieving personal goals by members of the Management Board with implementation of the Strategy or an increase in the Company's value, with particular deference to the interests of the CD PROJEKT Capital Group, including the Company,
 3. conditions governing:
 - a) delay periods applicable to disbursement of variable remuneration of members of the Management Board,
 - b) clawback of variable remuneration of the members of the Management Board,
 - c) assignment of variable remuneration to the members of the Management Board.

§ 3.

1. With the moment of entry into force of the Amended Remuneration Policy its currently binding wording adopted by way of resolution no. 19 of the General Meeting of the Company of 28 July 2020 shall become ineffective.
2. The resolution enters into force as of the moment of its adoption.

Management Board justification concerning Resolution no. 21:

Pursuant to Art. 90e section 4 of the Act of 29 July 2005 on public offering and conditions for introduction of financial instruments into organized trade, and on public companies (JL 2024, position 620) a resolution of the General Meeting regarding remuneration policy is adopted at least every four years. A significant change to the remuneration policy requires its adoption, by resolution, by the General Meeting.

The previously binding provisions of the remuneration policy and corresponding Remuneration Reports had been positively assessed by the General Meeting. The corresponding General Meeting resolutions did not express any suggestions or reservations which would call for specific amendments in the updated provisions of the remuneration policy. The introduced changes serve primarily to increase the efficiency

of the existing remuneration system, make it easier for shareholders to comprehend its structure, and increase overall transparency in this regard. In addition, numerous editorial changes have been made in order to make the text more understandable.

Resolution No. 22
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Mr. Michał Nowakowski on account of the performance
of his duties as member of the Management Board of CD PROJEKT RED STORE sp. z o.o.
(acquired by the Company on February 28, 2023)
between January 1 and February 28, 2023

§ 1.

Given the fact that effective February 28, 2023 a merger was carried out between the Company (as the surviving company) and CD PROJEKT RED STORE sp. z o.o. with a registered seat in Warsaw (as the target company) pursuant to Art. 492 § 1 item 1 of the Commercial Companies Code in conjunction with Art. 516 § 6 of the Commercial Companies Code, as a result of which the Company entered into the rights and obligations of the target company, i.e. CD PROJEKT RED STORE sp. z o.o., the General Meeting of the Company, acting under Art. 494 § 1 of the Commercial Companies Code in conjunction with Art. 395 § 2 item 3 and Art. 231 § 2 item 3 of the Commercial Companies Code, hereby grants discharge to Mr. Michał Nowakowski on account of the performance of his duties as member of the Management Board of CD PROJEKT RED STORE sp. z o.o. between January 1, 2023 and February 28, 2023.

§ 2.

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

Management Board justification concerning resolution no. 22:

Given that the Company acquired CD PROJEKT RED STORE sp. z o.o. on February 28, 2023, according to Art. 494 § 1 it entered into all rights and obligations of the target company. Consequently, the Ordinary General Meeting of the Company assumes the responsibilities of the approving authority of the target company, as defined in Art. 231 § 2 item 3 and Art. 228 item 1 of the Commercial Companies Code, i.e. concerning the requirement to grant discharge to members of that company's governing bodies on account of the performance of their duties.

Resolution No. 23
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Mr. Adam Badowski on account of the performance
of his duties as member of the Management Board of SPOKKO sp. z o.o.
(acquired by the Company on August 31, 2023)
between January 1 and August 31, 2023

§ 1.

Given the fact that effective August 31, 2023 a merger was carried out between the Company (as the surviving company) and SPOKKO sp. z o.o. with a registered seat in Warsaw (as the target company) pursuant to Art. 492 § 1 item 1 of the Commercial Companies Code in conjunction with Art. 516 § 6 of the Commercial Companies Code, as a result of which the Company entered into the rights and obligations of the target company, i.e. SPOKKO sp. z o.o., the General Meeting of the Company, acting under Art. 494 § 1 of the Commercial Companies Code in conjunction with Art. 395 § 2 item 3 and Art. 231 § 2 item 3 of the Commercial Companies Code, hereby grants discharge to Mr. Adam Badowski

on account of the performance of his duties as member of the Management Board of CD SPOKKO sp. z o.o. between January 1, 2023 and August 31, 2023.

§ 2.

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

Management Board justification concerning resolution no. 23:

Given that the Company acquired SPOKKO sp. z o.o. on August 31, 2023, according to Art. 494 § 1 it entered into all rights and obligations of the target company. Due to the date of the merger, the acquired company did not prepare annual reports for the full financial year 2023. Nevertheless, the members of the bodies remained in office until the date of the merger. Consequently, the Ordinary General Meeting of the Company assumes the responsibilities of the approving authority of the target company, as defined in Art. 231 § 2 item 3 and Art. 228 item 1 of the Commercial Companies Code, i.e. concerning the requirement to grant discharge to members of that company's governing bodies on account of the performance of their duties.

Resolution No. 24

of June 14, 2024

of the Ordinary General Meeting of Shareholders

of CD PROJEKT S.A., headquartered in Warsaw

on granting discharge to Ms. Marta Gutowska on account of the performance

of her duties as member of the Management Board of SPOKKO sp. z o.o.

(acquired by the Company on August 31, 2023)

between January 1 and August 31, 2023

§ 1.

Given the fact that effective August 31, 2023 a merger was carried out between the Company (as the surviving company) and SPOKKO sp. z o.o. with a registered seat in Warsaw (as the target company) pursuant to Art. 492 § 1 item 1 of the Commercial Companies Code in conjunction with Art. 516 § 6 of the Commercial Companies Code, as a result of which the Company entered into the rights and obligations of the target company, i.e. SPOKKO sp. z o.o., the General Meeting of the Company, acting under Art. 494 § 1 of the Commercial Companies Code in conjunction with Art. 395 § 2 item 3 and Art. 231 § 2 item 3 of the Commercial Companies Code, hereby grants discharge to Ms. Marta Gutowska on account of the performance of her duties as member of the Management Board of CD SPOKKO sp. z o.o. between January 1, 2023 and August 31, 2023.

§ 2.

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

Management Board justification concerning resolution no. 24:

Given that the Company acquired SPOKKO sp. z o.o. on August 31, 2023, according to Art. 494 § 1 it entered into all rights and obligations of the target company. Due to the date of the merger, the acquired company did not prepare annual reports for the full financial year 2023. Nevertheless, the members of the bodies remained in office until the date of the merger. Consequently, the Ordinary General Meeting of the Company assumes the responsibilities of the approving authority of the target company, as defined in Art. 231 § 2 item 3 and Art. 228 item 1 of the Commercial Companies Code, i.e. concerning the requirement to grant discharge to members of that company's governing bodies on account of the performance of their duties.

Resolution No. 25
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Mr. Maciej Weiss on account of the performance
of his duties as member of the Management Board of SPOKKO sp. z o.o.
(acquired by the Company on August 31, 2023)
between January 1 and August 31, 2023

§ 1.

Given the fact that effective August 31, 2023 a merger was carried out between the Company (as the surviving company) and SPOKKO sp. z o.o. with a registered seat in Warsaw (as the target company) pursuant to Art. 492 § 1 item 1 of the Commercial Companies Code in conjunction with Art. 516 § 6 of the Commercial Companies Code, as a result of which the Company entered into the rights and obligations of the target company, i.e. SPOKKO sp. z o.o., the General Meeting of the Company, acting under Art. 494 § 1 of the Commercial Companies Code in conjunction with Art. 395 § 2 item 3 and Art. 231 § 2 item 3 of the Commercial Companies Code, hereby grants discharge to Mr. Maciej Weiss on account of the performance of his duties as member of the Management Board of CD SPOKKO sp. z o.o. between January 1, 2023 and August 31, 2023.

§ 2.

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

Management Board justification concerning resolution no. 25:

Given that the Company acquired SPOKKO sp. z o.o. on August 31, 2023, according to Art. 494 § 1 it entered into all rights and obligations of the target company. Due to the date of the merger, the acquired company did not prepare annual reports for the full financial year 2023. Nevertheless, the members of the bodies remained in office until the date of the merger. Consequently, the Ordinary General Meeting of the Company assumes the responsibilities of the approving authority of the target company, as defined in Art. 231 § 2 item 3 and Art. 228 item 1 of the Commercial Companies Code, i.e. concerning the requirement to grant discharge to members of that company's governing bodies on account of the performance of their duties.

Resolution No. 26
of June 14, 2024
of the Ordinary General Meeting of Shareholders
of CD PROJEKT S.A., headquartered in Warsaw
on granting discharge to Mr. Mateusz Janczewski on account of the performance
of his duties as member of the Management Board of SPOKKO sp. z o.o.
(acquired by the Company on August 31, 2023)
between January 1 and March 31, 2023

§ 1.

Given the fact that effective August 31, 2023 a merger was carried out between the Company (as the surviving company) and SPOKKO sp. z o.o. with a registered seat in Warsaw (as the target company) pursuant to Art. 492 § 1 item 1 of the Commercial Companies Code in conjunction with Art. 516 § 6 of the Commercial Companies Code, as a result of which the Company entered into the rights and obligations of the target company, i.e. SPOKKO sp. z o.o., the General Meeting of the Company, acting under Art. 494 § 1 of the Commercial Companies Code in conjunction with Art. 395 § 2 item 3 and Art. 231 § 2 item 3 of the Commercial Companies Code, hereby grants discharge to Mr. Maciej Weiss on account of the performance of his duties as member of the Management Board of CD SPOKKO sp. z o.o. between January 1, 2023 and March 31, 2023.

§ 2.

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

Management Board justification concerning resolution no. 26:

Given that the Company acquired SPOKKO sp. z o.o. on August 31, 2023, according to Art. 494 § 1 it entered into all rights and obligations of the target company. Due to the date of the merger, the acquired company did not prepare annual reports for the full financial year 2023. Nevertheless, the members of the bodies remained in office until the date of the merger. Consequently, the Ordinary General Meeting of the Company assumes the responsibilities of the approving authority of the target company, as defined in Art. 231 § 2 item 3 and Art. 228 item 1 of the Commercial Companies Code, i.e. concerning the requirement to grant discharge to members of that company's governing bodies on account of the performance of their duties.

Disclaimer:

This English language translation has been prepared solely for the convenience of English speaking readers. Despite all the efforts devoted to this translation, certain discrepancies, omissions or approximations may exist. In case of any differences between the Polish and the English versions, the Polish version shall prevail. CD PROJEKT, its representatives and employees decline all responsibility in this regard.