

English translation

Draft resolutions of the Ordinary General Meeting of Shareholders of CD PROJEKT S.A. convened on June 23, 2026

Resolution No. 1 of June 23, 2026 of the Ordinary General Meeting of CD PROJEKT Spółka Akcyjna with a registered office in Warsaw *concerning the election of the General Meeting Chairperson*

§ 1.

The General Meeting of the Company, 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 June 23, 2026 of the Ordinary General Meeting of CD PROJEKT Spółka Akcyjna with a registered office in Warsaw *concerning approval of the General Meeting agenda*

§ 1.

The General Meeting of the Company hereby approves the agenda of the General Meeting of Shareholders published on the Company website on [] 2026 and in Current Report no. [] of [] 2026, 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. Adoption of resolution concerning consideration and approval of the Company's financial statement for 2025.
6. Adoption of resolution concerning consideration and approval of the consolidated financial statement of the CD PROJEKT Group for 2025.
7. Adoption of resolution concerning consideration and approval of the Management Board Report on CD PROJEKT Group activities, for the financial year ending on 31 December 2025, including the sustainability reporting for that period.
8. Adoption of resolution concerning the allocation of Company profit for 2025.
9. Adoption of resolution on granting of discharge to Mr. Adam Badowski on account of the performance of his duties as a Member of the Management Board between January 1 and December 31, 2025.
10. Adoption of resolution on granting discharge to Mr. Michał Nowakowski on account of the performance of his duties as a Member of the Management Board between January 1 and December 31, 2025.

11. Adoption of resolution on granting of discharge to Mr. Piotr Nielubowicz on account of the performance of his duties as a Member of the Management Board between January 1 and December 31, 2025.
12. Adoption of resolution on granting of discharge to Mr. Piotr Karwowski on account of the performance of his duties as a Member of the Management Board between January 1 and December 31, 2025.
13. Adoption of resolution on granting of discharge to Mr. Paweł Zawodny on account of the performance of his duties as a Member of the Management Board between January 1 and December 31, 2025.
14. Adoption of resolution on granting of discharge to Mr. Jeremiah Cohn on account of the performance of his duties as a Member of the Management Board between January 1 and December 31, 2025.
15. Adoption of resolution on granting of discharge to Mr. Marcin Iwiński on account of the performance of his duties as Chair (Co-Chair) of the Supervisory Board between January 1 and December 31, 2025.
16. Adoption of resolution on granting of discharge to Mr. Adam Kiciński on account of the performance of his duties as Chair (Co-Chair) of the Supervisory Board between January 1 and December 31, 2025.
17. Adoption of resolution on granting of discharge to Mr. David Gardner on account of the performance of his duties as a Deputy Chair of the Supervisory Board between January 1 and December 31, 2025.
18. Adoption of resolution on granting of discharge to Ms. Agnieszka Słomka-Gołębiowska on account of the performance of her duties as a Member of the Supervisory Board between January 1 and December 31, 2025.
19. Adoption of resolution on granting of discharge to Ms. Beata Cichocka-Tylman on account of the performance of her duties as a Member of the Supervisory Board between January 1 and December 31, 2025.
20. Adoption of resolution on expressing an opinion with regard to the Company's Supervisory Board Report on remuneration of Members of the Management Board and Supervisory Board in 2025 .
21. Adoption of resolution approval of the Report of the Company's Supervisory Board for 2025 .
22. Adoption of resolution concerning amendments to § 1 of the Articles of Association of the Company.
23. Adoption of resolution concerning changes to the Remuneration Policy for Members of the Management Board and Supervisory Board of the Company.
24. Adoption of resolution concerning introduction of the Short-Term Incentive Program for the Management Board and Managerial Personnel at the CD PROJEKT Group.
25. Adoption of resolution concerning creation of a reserve capital to facilitate implementation of the Short-Term Incentive Program for the Management Board and Managerial Personnel at the CD PROJEKT Group.
26. Adoption of resolution concerning approval and authorization of the Management Board to carry out buy-back of Company shares which shall be offered to Participants of the Short-Term Incentive Program for the Management Board and Managerial Personnel at the CD PROJEKT Group.
27. 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 23, 2026
of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw
*concerning consideration and approval of the Company's financial statement for 2025***

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.

Following its prior consideration, the General Meeting of the Company hereby approves the financial statement of CD PROJEKT S.A. for 2025, comprising the items listed below:

1. Balance sheet as of December 31, 2025, with the balance of assets and the corresponding equity and liabilities valued at **PLN 3,507,416 thousand**,
2. Income statement for the period between January 1, 2025 and December 31, 2025, showing a net profit of **PLN 635,209 thousand**,
3. Statement of comprehensive income for the period between January 1, 2025 and December 31, 2025 showing an amount of total comprehensive income of **PLN 637,130 thousand**,
4. Statement of cash flows for the period between January 1, 2025 and December 31, 2025 showing an increase in monetary assets by **PLN 43,414 thousand**,
5. Statement of changes in equity showing an increase in equity by **PLN 557,144 thousand** for the period between January 1, 2025 and December 31, 2025,
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 23, 2026
of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw
*concerning consideration and approval of the consolidated
financial statement of the CD PROJEKT Group for 2025***

The General Meeting of the Company, pursuant to Art. 395 § 5 of the Commercial Companies Code has decided the following:

§ 1.

Following its prior consideration, the General Meeting of the Company hereby approves the consolidated financial statement of the CD PROJEKT Group for 2025:

1. Consolidated balance sheet as of December 31, 2025, with the balance of assets and the corresponding equity and liabilities valued at **PLN 3,503,320 thousand**,
2. Consolidated income statement account for the period between January 1, 2025 and December 31, 2025, showing a net profit of **PLN 594,708 thousand**,
3. Consolidated statement of comprehensive income for the period between January 1, 2025 and December 31, 2025 showing a total comprehensive income of **PLN 589,728 thousand**,
4. Consolidated statement of cash flows for the period between January 1, 2025 and December 31, 2025 showing a decrease in monetary assets by **PLN 10,771 thousand**,
5. Statement of changes in consolidated equity showing an increase in equity by **PLN 515,800 thousand** for the period between January 1, 2025 and December 31, 2025,

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 23, 2026
of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw
*concerning consideration and approval of the Management Board Report on
CD PROJEKT Group activities, for the financial year ending on 31 December 2025,
including the sustainability reporting for that period***

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.

Following its prior consideration, the General Meeting of the Company hereby approves the Management Board Report on CD PROJEKT Group activities in 2025, including the sustainability reporting for that period.

§ 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. The need to adopt a resolution on the General Meeting's approval of the Management Board Report stems from Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code.

**Resolution No. 6
of June 23, 2026
of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw
*concerning the allocation of Company profit for 2025***

The General Meeting of the Company, pursuant to Art. 395 § 2 item 2 of the Commercial Companies Code, hereby decides the following:

§ 1.

The General Meeting directs the net profit obtained by the Company in the 2025 financial year, in the amount of PLN 635,208,677.41, decreased by the amount of PLN 25,739,304.00 constituting the negative value of the retained earnings (accumulated losses) from previous years, disclosed in connection with the restatement of data for the comparative period, the remaining part of the profit, that is the amount of PLN 609,469,373.41 in such a way to transfer this entire amount to the supplementary capital of the Company.

§ 2.

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 Management Board's recommendation concerning the allocation of the net profit of CD PROJEKT S.A. for 2025 in its entire amount to the supplementary capital of the Company and, therefore non-payment of dividend, is driven by the implementation of the CD PROJEKT Group's strategic objectives. CD PROJEKT RED studio is currently conducting intensive development work on multiple projects, which is in line with the ambitious growth plans of the Company and the Group and requires securing financial resources for future investment projects and publishing expenditures. Moreover, the Management Board's intent is to maintain a financial reserve to ensure flexibility in the Company's day-to-day operations and to enable the active pursuit of emerging business development opportunities. In view of the above, in the opinion of the Management Board, retaining the generated funds within the Company will, in the long term, contribute to an increase in its value and deliver benefits to shareholders.

Resolution No. 7
of June 23, 2026
of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw
on granting of discharge to Mr. Adam Badowski
on account of the performance of his duties as a Member of the Management Board
between January 1 and December 31, 2025

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

§ 1.

The General Meeting of the Company hereby grants discharge to Mr. Adam Badowski, on account of the performance of his duties as a Member of the Management Board of the Company between January 1, 2025 and December 31, 2025.

§ 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. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 8
of June 23, 2026
of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw
on granting of discharge to Mr. Michał Nowakowski
on account of the performance of his duties as a Member of the Management Board
between January 1 and December 31, 2025

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

§ 1.

The General Meeting of the Company hereby grants discharge to Mr. Michał Nowakowski on account of the performance of his duties as a Member of the Management Board of the Company between January 1, 2025 and December 31, 2025.

§ 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. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 9
of June 23, 2026
of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw
*on granting of discharge to Mr. Piotr Nielubowicz
on account of the performance of his duties as a Member of the Management Board
between January 1 and December 31, 2025***

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

§ 1.

The General Meeting of the Company hereby grants discharge to Mr. Piotr Nielubowicz, on account of the performance of his duties as a Member of the Management Board of the Company between January 1, 2025 and December 31, 2025.

§ 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. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 10
of June 23, 2026
of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw
*on granting of discharge to Mr. Piotr Karwowski
on account of the performance of his duties as a Member of the Management Board
between January 1 and December 31, 2025***

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

§ 1.

The General Meeting of the Company hereby grants discharge to Mr. Piotr Karwowski, on account of the performance of his duties as a Member of the Management Board of the Company between January 1, 2025 and December 31, 2025.

§ 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. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 11
of June 23, 2026**

**of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw
*on granting of discharge to Mr. Paweł Zawodny
on account of the performance of his duties as a Member of the Management Board
between January 1 and December 31, 2025***

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

§ 1.

The General Meeting of the Company hereby grants discharge to Mr. Paweł Zawodny on account of the performance of his duties as a Member of the Management Board of the Company between January 1, 2025 and December 31, 2025.

§ 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. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 12
of June 23, 2026
of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw
*on granting of discharge to Mr. Jeremiah Cohn
on account of the performance of his duties as a Member of the Management Board
between January 1 and December 31, 2025***

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

§ 1.

The General Meeting of the Company hereby grants discharge to Mr. Jeremiah Cohn, on account of the performance of his duties as a Member of the Management Board of the Company between January 1, 2025 and December 31, 2025.

§ 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. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 13
of June 23, 2026
of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw
*on granting of discharge to Mr. Marcin Iwiński
on account of the performance of his duties as Chair (Co-Chair) of the Supervisory Board
between January 1 and December 31, 2025***

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

§ 1.

The General Meeting of the Company hereby grants discharge to Mr. Marcin Iwiński on account of the performance of his duties as Chair (Co-Chair) of the Supervisory Board of the Company between January 1 and December 31, 2025.

§ 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. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 14
of June 23, 2026
of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw
on granting of discharge to Mr. Adam Kiciński
on account of the performance of his duties as Chair (Co-Chair) of the Supervisory Board
between January 1 and December 31, 2025**

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

§ 1.

The General Meeting of the Company hereby grants discharge to Mr. Adam Kiciński on account of the performance of his duties as Chair (Co-Chair) of the Supervisory Board of the Company between January 1, 2025 and December 31, 2025.

§ 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. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 15
of June 23, 2026
of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw
on granting of discharge to Mr. David Gardner
on account of the performance of his duties as Deputy Chair of the Supervisory Board
between January 1 and December 31, 2025**

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

§ 1.

The General Meeting of the Company hereby grants discharge to Mr. David Gardner on account of the performance of his duties as a Deputy Chair of the Supervisory Board of the Company between January 1, 2025 and December 31, 2025.

§ 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. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 16
of June 23, 2026
of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw
on granting discharge to Ms. Agnieszka Słomka-Gołębiowska
on account of the performance of her duties as a Member of the Supervisory Board
between January 1 and December 31, 2025

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

§ 1.

The General Meeting of the Company hereby grants discharge to Ms. Agnieszka Słomka-Gołębiowska on account of the performance of her duties as a Member of the Supervisory Board of the Company between January 1, 2025 and December 31, 2025.

§ 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. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 17
of June 23, 2026
of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw
on granting discharge to Ms. Beata Cichocka-Tylman
on account of the performance of her duties as a Member of the Supervisory Board
between January 1 and December 31, 2025

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

§ 1.

The General Meeting hereby grants discharge to Ms. Beata Cichocka-Tylman on account of the performance of her duties as a Member of the Supervisory Board of the Company between January 1, 2025 and December 31, 2025.

§ 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. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code.

Resolution No. 18
of June 23, 2026
of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw
on expressing an opinion with regard to the Company's Supervisory Board

***Report on remuneration of Members of the Management Board
and Supervisory Board in 2025***

§ 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 2025.

§ 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. 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. 19

of June 23, 2026

**of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw**

concerning approval of the Report of the Company's Supervisory Board for 2025

§ 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 2025.

§ 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. It stems from item 2.11 of the Best Practice for WSE Listed Companies, 2021 edition.

Resolution No. 20

of June 23, 2026

**of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw**

concerning amendments to § 1 of the Articles of Association of the Company

The General Meeting of the Company, acting under Art. 430 § 1 of the Commercial Companies Code, hereby decides to amend the Articles of Association of the Company as follows:

§ 1.

The existing § 1 of the Articles of Association of the Company is given the following form:

“The Company conducts operations under the name CD PROJEKT RED Spółka Akcyjna and may also use the name CD PROJEKT RED S.A.”

§ 2.

The Supervisory Board is hereby authorized to collate the unified text of the Articles of Association incorporating amendments introduced by this resolution.

§ 3.

The resolution enters into force on the moment of its adoption. The resolution will become effective on the date the amended Articles of Association of the Company are registered by the appropriate registry court.

Management Board justification concerning Resolution no. 20:

Pursuant to Art. 430 § 1 of the Commercial Companies Code, amending the Articles of Association requires a corresponding General Meeting resolution.

The proposal presented by the Company's Management Board to change the company name to "CD PROJEKT RED Spółka Akcyjna" is related to the intention to unify the Company's name with that of the CD PROJEKT RED studio. The studio's operations currently correspond to the Company's core business activities, which consist of the development and publishing of video games, as well as the management of the Company's intellectual property, including through the creation and licensing of related products. In the opinion of the Management Board, the new company name will ensure full brand consistency and facilitate the identification of the Company with its products on the global market.

**Resolution no. 21
of 23 June 2026
of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw
concerning changes to the Remuneration Policy
for Members of the Management Board and
Supervisory Board of the Company**

§ 1.

The General Meeting of the Company, acting on the basis of Art. 90d section 1 and Art. 90e section 4 of the Act of 29 July 2005 on public offering and conditions for introducing financial instruments to organized trade, and on public companies (JL 2025, item 592; "**Act on Public Offering**"), hereby amends the existing Remuneration Policy for Members of the Management Board and Supervisory Board of CD PROJEKT S.A., instituted on the basis of resolution 19 of the Ordinary General Meeting of the Company of 28 July 2020 and then amended by way of resolution 21 of the Ordinary General Meeting of the Company of 14 June 2024 (the "**Remuneration Policy**"), in such a way that:

1. The second paragraph of the preamble of the Remuneration Policy is replaced with the following:

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

- a. *in § 4 - part of the description of Variable Remuneration has been modified by indicating that, with respect to the Short-Term Program, this remuneration may be granted not only as monetary remuneration, but also in the form of financial instruments,*
- b. *in § 5 - the provision of the Compensation Policy detailing the structure of the Short-Term Program has been amended to reflect the change introduced in §4."*

2. The third paragraph of the preamble of the Remuneration Policy is:

"The previously binding provisions of the Remuneration Policy and Remuneration Reports had been endorsed by the General Meeting. The corresponding resolutions of the General Meeting on this matter 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 flexibility of the existing remuneration system by specifying that, under the Short-Term Program, remuneration may also be granted in the form of financial instruments, and by aligning the specific provisions of the Policy to reflect this possibility."

3. The current § 4. section 6 item b) of the Remuneration Policy is replaced with the following:

- b. *“the entitlements to participate in an incentive scheme which entails:*
- i) monetary compensation; or*
 - ii) acquisition of subscription warrants which incorporate the right to take up Company shares, or*
 - iii) purchase of Company shares from the Company, or*
 - iv) subsidy from the Company to purchase a certain number of Company shares*
- depending 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”),*

4. The current § 5. section 6 of the Remuneration Policy is replaced with the following:

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, while additional criteria for awarding such compensation (financial and non-financial) may be established;*
 - 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, or in the General Meeting resolution;*
 - c) shares acquired by participants may be subject to a lock-up period of no less than one year from the date of acquisition by the participant;*
 - 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.”*

§ 2.

1. The General Meeting of the Company hereby adopts the consolidated text of the Remuneration Policy, taking into account the amendments described in § 1 above, in the wording constituting Appendix No. 1 to this resolution.
2. This resolution shall enter into force on the moment of its adoption.

Management Board justification concerning Resolution no. 21:

Pursuant to Article 90e(4) of the Act on Public Offering and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies of 29 July 2005 (consolidated text: Journal of Laws of 2025, item 592), any material change to the remuneration policy requires its adoption, by way of a resolution, by the General Meeting.

The previously binding provisions of the Remuneration Policy and Remuneration Reports had been endorsed by the General Meeting. The corresponding resolutions of the General Meeting on this matter 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 flexibility of the existing remuneration system by specifying that, under the Short-Term Program, remuneration may also be granted in the form of financial instruments, and by aligning the specific provisions of the Policy to reflect this possibility.

**Resolution no. 22
of 23 June 2026**

**of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw**
*concerning introduction of the Short-Term Incentive Program
for the Management Board and Managerial Personnel at the CD PROJEKT Group*

Whereas:

1. Currently in force at CD PROJEKT S.A. (the “**Company**”) is a short-term incentive program for Members of the Company’s Management Board (the “**Management Board**”), covering monetary remuneration which is directly tied to the short-term financial performance of the CD PROJEKT Capital Group, which is understood as the group of companies enumerated in the annual consolidated financial statement of the CD PROJEKT Group for the given reporting period (the “**Group**”); this program is settled in annual cycles;
2. Persons appointed by the Management Board to manage individual strategic areas of the Capital Group’s business (“**Managerial Personnel**”) also obtain annual monetary bonuses tied to the annual financial performance of the Group or a distinct segment thereof;
3. It has been proposed to replace the existing short-term incentive program for Members of the Management Board and the annual financial bonuses assigned to Managerial Personnel with a new short-term incentive program covering Members of the Management Board as well as Managerial Personnel; this program would be based on the Company’s stock, with an option for settlement in the form of cash payments;
4. In order to protect the current shareholders against stock dilution, the new program will - in case of settlement with shares - involve solely shares bought back on the market;
5. The new short-term incentive program would be distinct from the existing long-term stock-based incentive programs currently in force at the Company;
6. Consequently, the General Meeting of the Company (the “**General Meeting**”), pursuant to Art. 395 § 5 of the Code of Commercial Companies, hereby adopts this resolution (the “**Resolution**”) and decides as follows:

**SHORT-TERM INCENTIVE PROGRAM FOR THE MANAGEMENT BOARD AND
MANAGERIAL PERSONNEL AT THE CD PROJEKT CAPITAL GROUP**

**§ 1.
GENERAL PROVISIONS**

1. It is decided that the Company shall institute and implement a Short-Term Incentive Program for the Management Board and Managerial Personnel at the CD PROJEKT Capital Group (the “**STI Program**”), which will involve persons specified in item 7 below, each of whom shall be individually named in the Enrollment Resolution as defined in §. 2 section 1 of the Resolution (“**Participants**”).
2. The goal of the STI Program is to further align the goals of Participants (the Management Board and Managerial Personnel) with those of the shareholders, and thereby reinforce the engagement of the Management Board and Managerial Personnel in building long-term value of the Company at the Warsaw Stock Exchange, and also to incentivize Participants to work towards maximizing financial performance and implementing annual operational and financial goals of the Capital Group. The STI Program is furthermore intended to achieve greater flexibility in the way variable annual remuneration is assigned, by permitting some of this remuneration to be assigned in the form of Company stock. Finally, the STI Program serves to uniformize existing incentive schemes and streamline the remuneration structure for the Management Board and Managerial Personnel.
3. Detailed provisions and conditions concerning the STI Program not otherwise specified in this Resolution, particularly conditions for participation in the STI Program, rights and obligations of Participants, expiration of entitlements, specific deadlines for performance of certain actions by Company bodies and by Participants and clawback of improperly assigned remuneration, shall be determined by the Supervisory Board of the Company in the form of the Terms and

Conditions of the STI Program (the “**Terms and Conditions**”). The STI Program shall enter into force at the Company at the moment the Terms and Conditions are approved by the Supervisory Board, with the added provision that the initial Vesting Period will correspond to the financial year beginning on 1 January 2026.

4. The STI Program, except as specified in the following sentence, and in section 5 below, will remain in force at the Company until such time as the General Meeting adopts a resolution concerning its termination. The General Meeting authorizes the Supervisory Board to suspend the STI Program or to terminate the STI Program in case of:
 - a. material legislative changes which affect implementation of the STI Program, or
 - b. other material changes which affect the Company and which may affect implementation of the STI Program, including material organizational, structural changes, changes in ownership, or economic changes.
5. Should a decision to terminate the STI Program be made by the General Meeting or by the Supervisory Board, the STI Program shall cease to operate on the date indicated in the aforementioned decision. Termination or suspension of the STI Program has no bearing on Entitlements (defined in § 2 section 3 of this Resolution) assigned to Participants for whom a suitable Verification Resolution confirming fulfillment of Conditions (as defined in § 3 section 1 of this Resolution) was adopted prior to the date of termination or suspension thereof.
6. Participants, following the close of each financial year at the Company, i.e. the period between 1 January and 31 December of each successive year (“**Vesting Period**”) and subject to provisions and Conditions specified in this Resolution and in the Terms and Conditions, shall be entitled to:
 - a. purchase Company shares from the Company at a price equivalent to their nominal value (“**Shares**”) which will have previously been acquired by the Company in the framework of a buy-back program consistent with Art. 4 of this Resolution or another valid legal basis (“**Purchase**”), or
 - b. receive a subsidy from the Company for the purpose of purchasing a specific number of Shares by the Participant, drawing upon funds assigned for that purpose by the Company (“**Subsidy**”), or
 - c. receive a monetary payment (“**Payment**”).
7. The following individuals may become Participants of the STI Program:
 - a. Members of the Management Board of the Company or other member companies of its Group,
 - b. Managerial Personnel employed by the Company or other member companies of its Group; in particular – individuals who have entered into a contract of employment, or another civil law contract, with the Company or another member company of its Group, and
 - c. Managerial Personnel collaborating with the Company or another member company of its Group.
8. Members of the Supervisory Board cannot participate in the STI Program. If a Participant received Entitlements prior to their appointment to the Supervisory Board, that Participant may exercise such Entitlements within the scope of (i) Vesting Periods, which ended prior to their appointment, and (ii) part of the Vesting Period in which the appointment took place - proportionally to the period of participation in the STI Program prior to that date. The Terms and Conditions shall specify detailed rules of exercising Entitlements by a Participant who was appointed to the Supervisory Board during the given Vesting Period.

§ 2.

STRUCTURE OF THE STI PROGRAM

1. Enrollment of Participants in the STI Program occurs:
 - a. in the case of the Management Board – on the basis of a Supervisory Board resolution specifying the list of persons entitled to participate in the STI Program and assigning variable remuneration to individual Members of the Management Board in the

framework of the short-term incentive program specified in the Remuneration Policy for Members of the Management Board and Supervisory Board of the Company.

- b. in the case of Managerial Personnel – on the basis of a Management Board resolution specifying the list of persons entitled to participate in the STI Program,
 - „**Enrollment Resolution**”.
2. The Company may assign not more than 12.8% of its net profit towards Exercise of Entitlements assigned following each Vesting Period while the STI Program remains in force. The aforementioned net profit is defined as the positive consolidated net earnings of the CD PROJEKT Capital Group attributable to equity holders of CD PROJEKT S.A. as listed in the annual consolidated financial statement of the CD PROJEKT Group for the given Vesting Period (“**Profit**”). In the event of a net loss, i.e. negative consolidated net earnings of the CD PROJEKT Capital Group attributable to equity holders of CD PROJEKT S.A. as listed in the annual consolidated financial statement of the CD PROJEKT Capital Group for the given Vesting Period (“**Loss**”), during the subsequent Vesting Period Profit shall be calculated in an incremental manner as the aggregate value of Profit achieved during that Vesting Period, and Loss incurred in any previous Vesting Period heretofore unaccounted for, pursuant to conditions detailed in the Terms and Conditions. The Terms and Conditions shall furthermore specify means of allocating Profit to specific groups of Participants on a percentage basis.
3. The Enrollment Resolution shall specify, for each Participant, a percentage of Profit which, given fulfillment of Conditions, may be assigned to that Participant for the given Vesting Period (“**Entitlement**”; also referred to in plural form as “**Entitlements**”). The value of Entitlements assigned to a Participant covers all personnel-related or function-related costs incurred by the Company or another member company of its Group in relation to the Exercise thereof, i.e. all legally required deductions on the Participant’s side, as well as on the side of the Company or another member company of its Group, arising in connection with Exercise of Entitlements for the given Vesting Period. The Terms and Conditions may specify means by which such charges are calculated and deductions.
4. Pursuant to this Resolution and the Terms and Conditions, Entitlements may be exercised through:
 1. Purchase, or
 2. Subsidy, or
 3. Payment
 - (“**Exercise**”).
5. The decision whether to facilitate Exercise of Entitlements through Purchase or Subsidy shall be made by the Supervisory Board (in the case of Participants who are Members of the Management Board) based on a suitable Management Board recommendation, or by the Management Board (in the case of all other Participants), following the close of each Vesting Period, pursuant to detailed conditions specified in the Terms and Conditions. Exercise of Entitlements through Payment shall be permissible in all cases, when requested by the given Participants in a manner consistent with the Terms and Conditions.
6. The first Vesting Period shall last between 1 January 2026 and 31 December 2026. Enrollment Resolutions and participation agreements concerning the STI Program shall specify that, effective on 1 January 2026, the STI Program supersedes all short-term bonus and incentive schemes with the Participants may have previously been covered by, provided that the settlement of remuneration covered by those bonus and short-term incentive schemes for the period ending on 31 December 2025, was conducted in accordance with the existing rules.
7. The Supervisory Board or the Management Board, as appropriate, may adopt more than one Enrollment Resolution, in particular when personnel-related changes occur, or when there is a need to amend the conditions specified therein.
8. If Entitlements are to be exercised through Purchase, this process will not involve the preparation and publication of a prospectus, pursuant to exceptions specified in Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, or other legal acts, as long as the relevant exceptions are applicable in the framework of legal regulations existing at the moment

the Shares are offered to Participants. With regard to Participants employed by member companies of the Group whose registered offices are situated outside of the European Union, Exercise of Entitlements through Purchase or Subsidy shall remain consistent with local legislation appropriate for the given Participant's country of residence.

§ 3.

CONDITIONS APPLICABLE TO THE STI PROGRAM

1. Exercise of Entitlements, pursuant to this Resolution and to the Terms and Conditions, for each Vesting Period shall be conditioned upon meeting the following conditions (the "**Conditions**"):
 - a. the financial condition, which is defined as achieving Profit in the amount of at least PLN 50,000,000.00 (in words: fifty million) for the given Vesting Period,
 - b. the loyalty condition, which is defined as the existence of a civil law contract between the Participant and the Company or another member company of its Group, as specified in the Terms and Conditions,
 - c. optionally, additional conditions applicable to individual Participants or groups of Participants, as specified in the Enrollment Resolution or the Terms and Conditions, based on key performance indicators (KPIs) – financial and otherwise – which contribute to promoting the Company's and its Group's strategy, long-term interests, and overall stability. Fulfillment of these conditions shall be assessed for each Vesting Period in the corresponding Verification Resolutions.
2. The Terms and Conditions may mandate that Exercise of Entitlements be additionally conditioned upon meeting certain technical criteria, such as possession by the Participant of a suitable securities account, and on supplying details of this account to the Company.
3. The Terms and Conditions shall specify circumstances under which Participants may cease to be covered by the STI Program, including as a result of:
 - a. termination of the STI Program,
 - b. dissolution or termination of the legal relationship between the Participant and the Company or another member company of its Group – with potential provisions specifying the exact effect of this fact upon the Participant's enrollment in the program, depending on the underlying causes,
 - c. expiration of the Participants membership of the Management Board of the Company or of another member company of its Group,
 - d. involvement by the Participants in activities which may be construed as an egregious breach of professional responsibilities, or which are harmful to the interest of the Company or other member companies of its Group,
 - e. death of the Participant.

§ 4.

EXERCISE THROUGH PURCHASE

1. In the event of a decision to allow Exercise of Entitlements through Purchase, the Management Board may, if needed, apply to the General Meeting to authorize a buy-back of Company shares pursuant to Art. 362 section 1 item 8 of the Commercial Companies Code or other relevant legislation. This authorization may be invoked, while the STI Program remains in force, to facilitate Exercise of Entitlements through Purchase. The Management Board may issue multiple requests to the General Meeting to adopt the aforementioned resolution while the STI Program remains in force.
2. The Company is also permitted to purchase Shares under Art. 362 section 1 item 2 of the Commercial Companies Code in order to facilitate Exercise of Entitlement through Purchase, as long as the applicable legal conditions are fulfilled.
3. In the event of Exercise of Entitlements through Purchase, Shares shall be offered to Participants at their nominal value.
4. The quantity of Shares offered to Participants in the framework of Purchase for the given Vesting Period will be calculated in accordance with the Terms and Conditions.
5. The Terms and Conditions will specify detailed rules concerning Exercise of Entitlements through Purchase.

§ 5.

EXERCISE THROUGH SUBSIDY

1. In the event of a decision to allow Exercise of Entitlements through Subsidy, the Management Board may, if needed, apply to the General Meeting to create a supplementary capital for this purpose, pursuant to the Articles of Association of the Company and, among others, Art. 396 section 5 in conjunction with Art. 345 section 4 of the Commercial Companies Code.
2. In the event of Exercise of Entitlements through Subsidy, Shares will be purchased by an investment broker contracted by the Company, and deposited directly in the Participants' securities accounts operated by that broker.
3. In the framework of Exercise of Entitlements through Subsidy, Participants will be required to pay the purchase price of Shares equivalent to the nominal value thereof, with the remainder of the purchase price, including any applicable purchasing fees, covered by the Company.
4. Shares purchased in the framework of Exercise of Entitlements through Subsidy shall at no point during the course of the STI Program be in the Company's possession or under its control.
5. The Terms and Conditions will specify detailed rules concerning Exercise of Entitlements through Subsidy.

§ 6.

EXERCISE THROUGH PAYMENT

In the event of a decision to allow Exercise of Entitlements through Payment, the Company shall remit the monetary value of the Entitlement (less any costs specified in § 2 section 3 of this Resolution) to the Participant under conditions specified in the Terms and Conditions.

§ 7.

RESERVE CAPITAL

1. In order to facilitate Exercise of Entitlements through Purchase or Subsidy (including coverage of the related expenses), during the course of the STI Program the General Meeting may, upon the Management Board's request, create a dedicated reserve capital pursuant to the Commercial Companies Code (the "**Reserve Capital**").
2. In order to facilitate Exercise of Entitlements, the Reserve Capital may include funds reassigned from the Company's supplementary capital on the basis of appropriate General Meeting resolutions. The Management Board may also apply to the General Meeting to assign a portion of Profit obtained during each financial year during which the STI Program remains in force to the Reserve Capital.

§ 8.

VERIFICATION OF CONDITIONS

1. The Management Board (and with respect to Members of the Management Board – the Supervisory Board) will perform verification of the fulfillment of Conditions for each Participant for each Vesting Period. This will be done by adopting a suitable resolution (the "**Verification Resolution**") within 30 days following publication by the Company of the consolidated financial statement of the Capital Group for the given Vesting Period.
2. Should the Verification Resolution confirm fulfillment of all Conditions applicable to the given Participant, Exercise of Entitlements will ensue as specified in the Terms and Conditions.
3. Shares acquired by Participants of the STI Program through Purchase or Subsidy will be covered by a lock-up period spanning one year from the date of acquisition of these shares by the given Participant. Additional restrictions on the sale of shares may be specified in the Terms and Conditions.
4. Should the Supervisory Board (in relation to the Management Board) or the Management Board (in relation to all other Participants) declare the impossibility of facilitating Exercise of Entitlements for the given Vesting Period through Purchase or Subsidy, the Company will instead facilitate Exercise of Entitlements for the given Vesting Period, in full or in part, as appropriate, through Payment, as specified in this Resolution and in the Terms and Conditions.

The criteria for declaring the impossibility of facilitating Exercise of Entitlements through Purchase or Subsidy shall be specified in the Terms and Conditions.

5. The Terms and Conditions may additionally regulate, in the framework of Exercise of Entitlements for the given Vesting Period, potential prolongation of the Company's contractual obligation to offer to transfer Shares to a Participant, or deferment of the purchase of Shares in the course thereof, under conditions specified in the Terms and Conditions; however, under no circumstances may the corresponding period be longer than 3 years following adoption of the Verification Resolution for the given Vesting Period.

§ 9.

MISCELLANEOUS PROVISIONS

1. The Management Board and the Supervisory Board are hereby authorized to undertake all factual and legal actions required to implement this Resolution, and to undertake all factual and legal actions required to institute and implement the STI Program (including, in particular, to adopt the Terms and Conditions and undertake all actions specified therein).
2. The Management Board is authorized to conclude any contracts required to facilitate implementation of the STI Program with the selected investment broker, or multiple investment brokers. This authorization also extends to other legal entities which need to be contracted in order to facilitate implementation of the STI Program.
3. Acquisition of Shares by Participants in the Exercise of Entitlements through Purchase or Subsidy shall be carried out in a manner consistent with all applicable legislation and regulations of the National Securities Depository (KPDW), and, with regard to Participants who are not residents of the Republic of Poland, with all legal requirements appropriate for their country of residence or employment.

§ 10.

This Resolution enters into force on the date of its adoption, with the added provision that the STI Program will enter into force at the Company on the date its Terms and Conditions are adopted.

Management Board justification concerning Resolution no. 22:

In the opinion of the Management Board of the Company, the proposed introduction of a Short-Term Incentive Program for the Management Board and Management Personnel in the CD PROJEKT Group will further strengthen the alignment of interests between the Program participants and the shareholders, which will translate into even greater engagement of the Management Board and Management Personnel in building the Company's long-term value on the Warsaw Stock Exchange. The introduction of the Program will enable effective motivation of eligible persons to maximize performance and achieve the Group's operational and financial objectives on an annual basis. It will also increase flexibility in the payment of short-term remuneration by enabling the settlement of entitlements in Company shares, and will contribute to the harmonization of existing incentive programs and the remuneration structure for the Management Board and Management Personnel.

As a result of the Program's implementation, the current method of paying short-term remuneration in cash may be replaced by the payment of equivalent variable compensation in the form of Company shares purchased on the market for this purpose. Shares acquired by Program participants will be subject to a one-year lock-up period. The introduction of the Program merely changes the form of compensation and does not affect the Group's future costs (excluding fees paid to an investment firm).

Resolution no. 23

of 23 June 2026

**of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw**

concerning creation of a reserve capital to facilitate implementation of the Short-Term Incentive Program for the Management Board and Managerial Personnel at the CD PROJEKT Group

Whereas:

1. The Ordinary General Meeting of CD PROJEKT S.A. with a registered office in Warsaw (“**the Company**”) adopted resolution 22 of 23 June 2026 instituting a Short-Term Incentive Program for the Management Board and Managerial Personnel at the CD PROJEKT Group (“**the Resolution**”) (“**STI Program**”);
2. Implementation of the STI Program may be carried out through:
 - a. purchase of Company shares (“**Shares**”) by participants of the STI Program (“**Participants**”) at a price equivalent to their nominal value, where the Shares will have previously been bought back by the company in the framework of a buy-back program consistent with Art. 4 of the Resolution or another applicable legal basis (“**Purchase**”), or
 - b. subsidizing the purchase of a specific number of Company shares by the Participant, drawing upon funds assigned for this purpose by the Company (“**Subsidy**”), or
 - c. assignment of a monetary benefit to the Participant;
3. Art. 7 of the Resolution enables the General Meeting of the Company (“**the General Meeting**”) to create a dedicated reserve capital in order to facilitate implementation of the STI Program,
4. The Management Board of the Company (the “**Company**”) has decided to request that the General Meeting establish a reserve capital in accordance with the terms set forth below and set the maximum limit of funds, which based on this authorization the Management Board can transfer from the supplementary capital to such a capital at the amount of PLN 500,000,000.00 (in words: five hundred million zlotys). The limit amount has been estimated based on the performance target (condition) set for the fiscal years 2026–2029 under the Company’s independently functioning Incentive Program B (pursuant to Resolution No. 3 of the General Meeting of March 11, 2026) amounting to 5 billion PLN, and corresponds to 10% of this condition.

Now, therefore, the Ordinary General Meeting, acting on the basis of Art. 362 section 2 item 3 of the Act of 15 September 2000 – Code of Commercial Companies (JL 2024, item 18, as amended) (“**CCC**”) in conjunction with Art. 362 section 2 of CCC, and Art. 345 section 8 of CCC in conjunction with Art. 345 section 4 of CCC and Art. 396 sections 4 and 5 of CCC, as well as Art. 7 of the Resolution, decides as follows:

§ 1.

1. To enable implementation of the STI Program the Ordinary General Meeting hereby approves the creation of a reserve capital from the Company’s supplementary capital, allocating funds which, pursuant to Art. 348 section 1 of CCC, may be divided among the Company’s shareholders, with the purpose to facilitate vesting of the STI Program through Purchase or Subsidy, and to cover any overheads related thereto, including buy-back of Company shares by the Company, or subsidizing purchases of Shares by Participants (“**the Reserve Capital**”). Except as provided in the Resolution, the General Meeting authorizes the Management Board of the Company (“**the Management Board**”) to transfer appropriate funds to the Reserve Capital. The Reserve Capital may be drawn upon solely to further goals indicated in this section; any other use of the Reserve Capital requires a separate General Meeting resolution.
2. The Ordinary General Meeting determines that the total amount the Management Board may transfer to the Reserve Capital from the Company’s supplementary capital (allocating funds which, pursuant to Art. 348 section 1 of CCC, may be divided among the Company’s shareholders) shall not exceed 500 000 000.00 (five hundred million) PLN (“**Limit**”). The Limit is aggregate, and shall remain in force throughout the implementation of the STI Program unless the General Meeting decides otherwise.
3. The authorization granted to the Management Board in sections 1 and 2 above is of an executory character, and serves to enable successive transfers within the framework of the General Meeting’s decision expressed in the Resolution.

4. The Management Board is authorized to carry out one or multiple transfers, depending on the requirements of the STI Program and in line with its underlying provisions, of appropriate funds from the Company's supplementary capital to the Reserve Capital, while ensuring that the Limit is respected. Each transfer counts towards the Limit and the aggregate amount transferred may not exceed the Limit. Each transfer of financial resources to the Reserve Capital requires a Management Board resolution which shall specify, at a minimum, (i) the amount transferred, and (ii) the intended use of the transferred resources in the context of Purchase or Subsidy.
5. The General Meeting may, while the STI Program remains in force, transfer additional funds to the Reserve Capital in the framework of annual allocation of the Company's net profit obtained during specific years covered by the STI Program, or from the Company's supplementary capital. Such transfers shall not entail an increase in the Limit unless the General Meeting decides otherwise.
6. At the moment the Company discharges its obligations related to Purchase or Subsidy with respect to Participants for the final vesting period covered by the STI Program, which shall be attested to by a separate resolution of the Management Board, the Reserve Capital shall be automatically dissolved. Notwithstanding the foregoing, the General Meeting may decide to dissolve the Reserve Capital ahead of time. At the moment the Reserve Capital is dissolved, any unused portion thereof shall be automatically reassigned to the Company's supplementary capital unless the General Meeting decides otherwise. The Management Board resolution indicated in the first sentence of this section should specify the unused amount subject to reassignment.

§ 2.

Any capitalized term used in this resolution and not defined herein shall be construed in a manner consistent with its definition in the Resolution.

§ 3.

This resolution enters into force on the date of its adoption.

Management Board justification concerning Resolution no. 23:

The Management Board of the Company decided to submit to the Ordinary General Meeting of the Company a motion to establish a reserve capital out of the Company's supplementary capital, from the amount which, in accordance with Article 348 §1 of the Polish Commercial Companies Code, may be allocated for distribution among the shareholders of the Company, for the purpose of implementing the Short-Term Incentive Program for the Management Board and Managerial Personnel at the CD PROJEKT Capital Group (the "**Incentive Program**"), the introduction of which at the Company is contemplated by proposed Resolution No. 22 of the Ordinary General Meeting of the Company *concerning introduction of the Short-Term Incentive Program for the Management Board and Managerial Personnel at the CD PROJEKT Capital Group*. The option for establishment of such a capital was included in § 7 of abovementioned resolution.

The resolution specifies the maximum limit of the reserve capital up to which the Management Board of the Company will be authorized to transfer funds from the supplementary capital of the Company to the aforementioned reserve capital for the purpose of funding it. The limit amount has been estimated based on target (condition) concerning earnings set for financial years 2026 - 2029 in the Incentive Program B separately operating at the Company (pursuant to resolution no. 3 of the General Meeting of 11 March 2026), amounting to PLN 5 billion, and corresponds to 10% of this condition. The creation of this reserve capital should be sufficient to fund several phases of the Incentive Program. The proposed draft also provides that, regardless of the aforementioned limit, the General Meeting may transfer additional amounts to the reserve capital as part of the annual distribution of the Company's net profit, or from the Company's supplementary capital.

**Resolution no. 24
of 23 June 2026
of the Ordinary General Meeting
of CD PROJEKT Spółka Akcyjna
with a registered office in Warsaw**
*concerning approval and authorization of the Management Board to carry out buy-back of
Company shares which shall be offered to Participants of the Short-Term Incentive Program for
the Management Board and Managerial Personnel at the CD PROJEKT Group*

Whereas:

1. The Ordinary General Meeting of CD PROJEKT S.A. with a registered office in Warsaw (“**the Company**”) adopted resolution no. 22 of 23 June 2026 instituting a Short-Term Incentive Program for the Management Board and Managerial Personnel at the CD PROJEKT Group (“**the Resolution**”) (“**STI Program**”);
2. Implementation of the STI Program may be carried out through:
 - a) purchase of Company shares (“**Shares**”) by participants of the STI Program (“**Participants**”) at a price equivalent to their nominal value, where the Shares will have previously been bought back by the company in the framework of a buy-back program consistent with Art. 4 of the Resolution or another applicable legal basis, or
 - b) subsidizing the purchase of a specific number of Company shares by the Participant, drawing upon financial resources assigned for this purpose by the Company, or
 - c) assignment of a monetary benefit to the Participant;
3. Art. 4 of the Resolution provides for implementation of the STI Program by extending, on behalf of the Company, an offer to Participants to purchase shares which will have previously been bought back by the Company on the market;
4. The Management Board of the Company (“**the Management Board**”) has decided to apply to the General Meeting of the Company (“**the General Meeting**”) to authorize buy-back of fully paid up Shares pursuant to Art. 362 section 1 item 2 of the Act of 15 September 2000 – Code of Commercial Companies (JL 2024, item 18, as amended) (“**CCC**”) in order to enable exercise of Entitlements assigned to Participants in the framework of the STI Program;

Now, therefore, the General Meeting, acting on the basis of (i) Art. 362 section 1 item 2 of CCC in conjunction with Art. 362 section 2 of CCC and Art. 393 section 6 of CCC, as well as Art. 4 section 2 of the Resolution, and acknowledging (ii) Regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (JL EU L. 2014.173.1, as amended) (“**MAR Regulation**”) and (iii) Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing the MAR Regulation with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures (JL EU L. 2016.173.34, as amended) (“**Delegated Regulation**”), decides as follows:

§ 1.

The General Meeting hereby authorizes buy-back of Shares in order to offer them for purchase by employees or by persons who will have been employed at the Company or another company affiliated therewith over a period of at least three years as defined in Art. 362 section 1 item 2 of CCC, on the following conditions:

1. Purchasing Shares will take place in the exercise of some or all Entitlements assigned to Participants for each Vesting Period comprising the STI Program;
2. In all cases, Shares should be offered for purchase by Participants within one year of the date of their acquisition by the Company;
3. The Shares purchased by the Company will be offered for purchase, in appropriate quantities, by specific Participants, pursuant to the terms and conditions of the STI Program;
4. The total amount which may be assigned by the Company to purchase Shares in the exercise of Entitlements following each Vesting Period, inclusive of all purchasing costs, may not exceed 12.8% of the net profit, which is defined as the positive consolidated net earnings of

the CD PROJEKT Group attributable to equity holders of CD PROJEKT S.A. as listed in the annual consolidated financial statement of the CD PROJEKT Group for the given Vesting Period. The condition specified in this section does not supersede the limitations associated with (i) availability of funds in the Reserve Capital, and (ii) the Limit specified in resolution no. 23 of 23 June 2026 concerning creation of a reserve capital to facilitate implementation of the Short-Term Incentive Program for the Management Board and Managerial Personnel at the CD PROJEKT Group;

5. The Management Board is authorized to purchase Shares following the adoption date of this resolution throughout the duration of the STI Program; however, in each case the total nominal value of Shares purchased in this manner may not exceed 20% of the Company's share capital existing as of the purchase date, inclusive of the nominal value of other (previously purchased) Shares which have not yet been disposed of or retired;
6. Shares shall be purchased either directly or through an investment firm contracted for this purpose by the Company, pursuant to requirements arising from exercise of Entitlements throughout the STI Program and consistent with the provisions thereof;
7. During each year covered by the STI Program the Company may carry out single or multiple purchase transactions: (i) concluded on the regulated market of the Warsaw Stock Exchange, (ii) executed and managed by an investment firm or credit institution pursuant to Art. 4 section 2 item b of the Delegated Regulation, or (iii) concluded outside of the regulated market by means of a public tender; in one or more of the aforementioned ways, as decided by the Management Board. Transactions specified in item (iii) above may forgo disclaimers specific to buy-back programs under the MAR Regulation;
8. The purchase price of each Share shall be determined on a case-by-case basis by the Management Board, with the added provision that, in the scope of unconditionally applicable legal requirements, the per-Share purchase price will be determined in a manner consistent with Art. 5 of the MAR Regulation and the Delegated Regulation;
9. In the scope of unconditionally applicable legal requirements, the buy-back will be carried out in a manner consistent with the MAR Regulation and the Delegated Regulation; consequently, the Management Board will apply the requirements contained therein while purchasing Shares. This concerns, in particular, detailed disclosure requirements related to buy-back of Shares;
10. At its discretion and within limits imposed by the applicable legislation, the Management Board may:
 - a) determine periods during which shares will be purchased (bought back) in the framework of the STI Program,
 - b) discontinue purchasing (buying back) Shares before the expiration of the period determined in accordance with item (a) above, or before the funds allocated towards buying back Shares during the given year have been fully exhausted,
 - c) refrain from purchasing (buying back) Shares in whole or in part,
 - d) at any moment, forgo purchasing (buying back) Shares,
 - e) decide to continue or resume purchasing (buying back) Shares, having previously exercised the authorization specified in items (b)-(d) above.

§ 2.

In order to facilitate buy-back of Shares, the Management Board will draw upon funds contained in the Reserve Capital, created on the basis of Ordinary General Meeting resolution no. 23 of 23 June 2026, as enabled by the amount allocated to that capital under the aforementioned resolution. The total purchase price of Shares, inclusive of any purchasing costs, shall in no circumstances exceed the amount allocated to the Reserve Capital from funds which, pursuant to Art. 348 section 1 of CCC, may be divided among the Company's shareholders. The General Meeting may adopt a separate resolution creating another reserve capital to facilitate implementation of this resolution.

§ 3.

The Management Board is hereby authorized to:

1. undertake any factual and legal actions required to facilitate buy-back of Shares consistent with the provisions of this resolution, the terms and conditions of the STI Program, and – in the scope of unconditionally applicable legal requirements – the MAR Regulation and the Delegated Regulation;
2. determine, prior to commencement of buy-back of Shares, any other relevant conditions and circumstances related to buy-back of Shares in the framework of the STI Program, while acknowledging the requirements and restrictions specified in this resolution as well as – in the scope of unconditionally applicable legal requirements – the MAR Regulation and the Delegated Regulation;
3. place, on behalf of the Company, any purchase and settlement orders, and undertake any other actions required in the process of settling the Share purchase transactions, and
4. select and conclude contracts with appropriate entities, in particular investment firms and banks, concerning subcontracting of actions required in the course of buy-back of Shares by the Company (including granting the appropriate authorizations thereto).

§ 4.

If, following submission of Share purchase offers to Participants in the course of exercising their Entitlements following the given Vesting Period, not all Shares have been distributed to the Participants, and the Company retains any Shares, the Management Board shall be authorized to (1) allocate such Shares towards Exercise of Entitlements for subsequent Vesting Periods, respecting the deadlines specified in Art. 1 section 2 of this resolution, (2) resell such Shares – under the condition that this resale does not violate the Company’s obligation to offer Shares to Participants within one year of the acquisition thereof, or (3) conditioned upon obtaining the required permits from the Company’s governing bodies – proceed with retirement of such Shares.

§ 5.

The Company is authorized to purchase Shares on the basis of this resolution throughout the duration of the STI Program.

§ 6.

Any capitalized term used in this resolution and not defined herein shall be construed in a manner consistent with its definition in the Resolution.

§ 7.

This resolution enters into force on the date of its adoption.

Management Board justification concerning Resolution no. 24:

The Management Board of the Company decided to submit to the Annual General Meeting of the Company a motion to grant consent to acquire its own shares by the Company for the purpose of execution of Entitlements granted to Participants of the Short-Term Incentive Program for the Management Board and Managerial Personnel of the CD PROJEKT Capital Group (the “**Incentive Program**”), the implementation of which in the Company is contemplated by proposed Resolution No. 22 of the Ordinary General Meeting of the Company concerning introduction of the Short-Term Incentive Program for the Management Board and Managerial Personnel at the CD PROJEKT Group.

For the purposes of implementing the proposed resolution, the Company may use the reserve capital created pursuant to proposed Resolution No. 23 of the Ordinary General Meeting of the Company concerning creation of a reserve capital to facilitate implementation of the Short-Term Incentive Program for the Management Board and Managerial Personnel at the CD PROJEKT Group. Adoption of the resolution will enable the exercise of all, or part of the Entitlements granted to Participants after each settlement period of the Incentive Program, through submission to participants of an offer to acquire the Company’s own shares from the Company on terms specified in the resolution.

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.