

SUPERVISORY BOARD REGULATIONS CD PROJEKT S.A.

1. GENERAL PROVISIONS

1. The Supervisory Board acts in compliance with the Commercial Companies Code, the Articles of Association of the Company, Best Practices for WSE Listed Companies, and the Regulations listed herein.
2. Technical and organizational support for the Supervisory Board's activities is provided by the Management Board of the Company.
3. Any matters which concern the Supervisory Board should be brought to the attention of the Chair of the Supervisory Board or, when this is not possible, to the Deputy Chair or the Secretary.

2. CONVENING SUPERVISORY BOARD MEETINGS

1. The Supervisory Board holds meetings as needed; however at least three meetings must be convened during each financial year.
2. The inaugural meeting of the Supervisory Board is convened by the person who held the position of Chair of the Supervisory Board during its preceding term, unless decided otherwise in a relevant resolution of the General Meeting. If a meeting is not convened in this manner, it shall instead be convened by the Management Board. Until such time as a new Chair of the Supervisory Board has been elected, the Supervisory Board is chaired by its oldest member.
3. Members of the Supervisory Board at the inaugural meeting must elect a Chair, a Deputy Chair and a Secretary from among themselves. If the composition of the Supervisory Board changes during its term, it is only necessary to reelect members to those positions which have been vacated as a result of the said changes.
4. The Supervisory Board may, at any time, relieve its Chair, Deputy Chair and Secretary from their corresponding duties.
5. Supervisory Board meetings are convened by the Chair or the Deputy Chair of the Supervisory Board.
6. A Supervisory Board meeting should be convened on request of any of its members or of the Management Board. The person submitting the request should also attach a draft meeting agenda. The Chair of the Supervisory Board convenes the meeting within two weeks of the said submission. Should neither the Chair nor the Deputy Chair of the Supervisory Board discharge the above duties in a timely fashion, the Supervisory Board meeting may be convened by any Member who had submitted the corresponding request, or by the Management Board, as appropriate.
7. In order to convene a meeting of the Supervisory Board, written invitations must be sent to all Supervisory Board members by registered mail, fax or e-mail, to addresses previously submitted to the Chair of the Supervisory Board in writing. The invitations may also be delivered personally to Supervisory Board members, with written acknowledgement of receipt.
8. The abovementioned invitations must include the date, time and venue of the meeting or a declaration that the meeting will be held using electronic remote communication tools, as well as its draft agenda.
9. Any expansion of the meeting agenda may only take place if the meeting is attended by all incumbent members of the Supervisory Board and no one objects to the proposed agenda. This restriction does not apply to procedural matters.
10. The meeting agenda may be expanded despite the non-attendance of all incumbent members of the Supervisory Board provided that the expansion is agreed upon during the meeting with absent members of the Supervisory Board using electronic remote communication tools.
11. A meeting of the Supervisory Board may be convened while forgoing the formal convocation process as long as all incumbent Members agree to this not later than on the day the meeting is to be held and confirm their consent by signing the attendance list or by using electronic remote communication tools.

3. SUPERVISORY BOARD MEETINGS

1. Supervisory Board meetings are chaired by the Chair, or, when the Chair is not present, by the Deputy Chair. If neither is present, meetings are chaired by the oldest Supervisory Board member present.
2. The Chair or another member of the Supervisory Board chairing the meeting must ensure that the meeting proceeds in accordance with its agenda, the applicable legislation, the Articles of Association of the Company and the Regulations listed herein. In particular, the Chair must counteract any abuse of power by Supervisory Board members and ensure that the Supervisory Board acts in the Company's interest.
3. Except for circumstances where a meeting is organized using direct remote communication tools under Art. 388 § 1 (1) of the Commercial Companies Code, Supervisory Board meetings are held at the Company's registered office, or at another venue specified in the invitations. Where feasible, meetings should be scheduled in such a way as to enable all members of the Supervisory Board to participate.
4. At each meeting the Chair collates an attendance list, which must be attached to the meeting minutes. If the meeting is organized using direct remote communication tools under Art. 388 § 1 (1) of the Commercial Companies Code, the attendance list shall be prepared by the Chair or by a minutes secretary appointed thereby, without the need for signatures of Supervisory Board members attending the meeting.
5. The Chair may adjourn the meeting, particularly when there is a need to obtain expert opinion, conduct consultations or work on the wording of draft resolutions.
6. The Chair may, on their own initiative or on request of another Supervisory Board member, invite third parties to participate in the meeting. This particularly concerns persons who possess specific knowledge sought by the Supervisory Board, as well as members of the Management Board and Company employees who may be asked to provide detailed explanations or opinions regarding matters covered by the agenda. Any person invited in this manner must, when vacate the meeting room when requested by a Supervisory Board member, including during voting or when certain agenda items are being discussed – particularly matters which directly concern the invited person.
7. In situations where the adoption or non-adoption of a specific resolution would materially affect a member of the Supervisory Board, persons closely related to him/her, or an entity in which the Supervisory Board member has a capital share or personal interest (i.e. when a conflict of interest might arise), the affected member should inform other Supervisory Board members of this fact and recuse themselves from further discussion and voting in the matter. A corresponding note must also be included in the meeting minutes.
8. The Chair closes the meeting once its agenda has been exhausted.

4. RESOLUTIONS ADOPTED DURING MEETINGS AND MINUTES OF SUPERVISORY BOARD MEETINGS

1. During meeting, including where direct remote communication tools are being used under Art. 388 § 1 (1) of the Commercial Companies Code, the Supervisory Board is empowered to adopt resolutions if at least four of its members attend the given meeting, and all members have been properly invited in a manner consistent with these Regulations, and notified of the content of draft resolutions in cases of meetings held using direct remote communication tools under Art. 388 § 1 (1) of the Commercial Companies Code.
2. Except as regulated by § 19 section 3 of the Articles of Association of the Company, Supervisory Board resolutions are adopted by an absolute majority of votes present. In case of a tie, the Chair of the Supervisory Board has the casting vote.
3. The Supervisory Board adopts resolutions in open ballots.
4. A secret ballot may be instituted on request of a Supervisory Board member or in circumstances specified in the Commercial Companies Code.
5. Supervisory Board resolutions should be formulated in a concise and clear manner, and not be overbroad.

6. Each resolution of the Supervisory Board must be issued as a separate document, which specifies the number of members who took part in the vote and the outcome of voting. This document must be signed by all Supervisory Board members attending the meeting. In the case of meetings held using direct remote communication tools under Art. 388 § 1 (1) of the Commercial Companies Code, signatures of members of the Supervisory Board may be placed on separate copies of the given resolution. In the case of meetings held using direct remote communication tools under Art. 388 § 1 (1) of the Commercial Companies Code, signatures of Supervisory Board members may be accompanied by qualified electronic signatures. The wording of adopted resolutions is included in the Supervisory Board meeting minutes.
7. Supervisory Board resolutions adopted at each meeting are assigned individual numbers in succession.
8. Supervisory Board meetings are recorded in minutes by its Secretary, except as specified in section 9 below.
9. The Chair may appoint a third party who is not a member of the Supervisory Board to minute Supervisory Board meetings.
10. The Supervisory Board may record its meetings as a means of supplementing the minutes.
11. Meeting minutes must contain the time and venue of the meetings, the meeting agenda, full names of all participants and the full text of any resolutions adopted at the meeting, along with the outcome of voting and dissenting opinions. A notification of dissent filed by a Supervisory Board member must also be included in the Supervisory Board's annual report on that member's request.
12. Meeting minutes must also include copies of all documents discussed at the meeting, as well as an attendance list signed by all participating Supervisory Board members, except as specified in Article 3 section 4, 2nd sentence (above).
13. Minutes are collated after the close of the meeting. Having collated the meeting minutes, the Minute-Keeper presents them to Supervisory Board members for approval at the subsequent meeting of the Supervisory Board. The minutes are signed by all Supervisory Board members attending the meeting. Refusal to sign this document should be justified in writing and included in the minutes archive.
14. The minutes archive, along with a separate archive of Supervisory Board resolutions, are to be kept at the Company headquarters.
15. Any member of the Supervisory Board may request copies of the meeting minutes or Supervisory Board resolutions.

5. SUBMITTING VOTES IN WRITING OUTSIDE OF MEETINGS, OR USING DIRECT REMOTE COMMUNICATION CHANNELS

1. The Supervisory Board may adopt resolutions by submitting votes in writing or via direct remote communication channels, as long as such channels permit simultaneous communication between all Supervisory Board members.
2. Any resolutions adopted in the manner specified in section 1 above must first be provided in draft form to all Supervisory Board members, along with a written justification of the proposed means of voting. This must be done via registered mail, fax, direct delivery or e-mail.
3. When ordering a vote on a resolution outside of a Supervisory Board meeting, the Chair may set a deadline for submitting votes. This deadline may not be shorter than 72 hours.
4. Voting on a resolution submitted in accordance with section 1 above is considered closed when all incumbent Supervisory Board members have cast their votes. In cases where a member of the Supervisory Board is unable to, or refuses to cast a vote, the Chair may declare the voting closed when at least four members of the Supervisory Board have cast their votes. The Chair shall subsequently notify all members of the Supervisory Board that voting has closed. This must be done in the same manner as specified in section 2 above.
5. Adoption of a resolution in the manner specified in section 1 above is attested to by a voting minutes which shall be signed by the Chair or the Secretary of the Supervisory Board, without undue delay, once voting has closed.

6. A resolution adopted in the manner specified in section 1 above may consist of several materially identical documents, each of which is signed by one or more Supervisory Board members.
7. Any resolutions adopted in the manner specified in section 1 above must be included in the minutes of the subsequent meeting of the Supervisory Board.
8. Should the Chair of the Supervisory Board suspect any irregularities regarding the content or means of adoption of a resolution which is submitted to a vote in writing outside of a meeting or using direct remote communication channels, or should any such irregularities be brought to the Chair's attention by another Supervisory Board member, the Chair must resubmit the resolution to a vote at the subsequent meeting of the Supervisory Board or convene an extraordinary meeting for this purpose.

6. DELEGATING SUPERVISORY BOARD MEMBERS TO DISCHARGE SUPERVISORY DUTIES

1. In pressing circumstances, the Supervisory Board may delegate individual members to singlehandedly discharge specific supervisory duties for a specified period.
2. A resolution which delegates a Supervisory Board member to singlehandedly discharge supervisory duties must specify the goal and scope of such duties, the corresponding duration, and specific tasks which the delegated member is expected to fulfill.
3. The delegated member is obligated to submit to the Supervisory Board written reports describing their discharge of supervisory duties. The reporting schedule must be specified in the corresponding resolution.

7. RESIGNATION OF SUPERVISORY BOARD MEMBER

1. The resignation of a Supervisory Board member must be tendered to the General Meeting in writing, through the Management Board.
2. A Supervisory Board member should not tender their resignation mid-term if doing so would prevent the Supervisory Board from discharging its duties, and particularly when doing so would prevent the Supervisory Board from adopting an important resolution in a timely manner.

8. CLOSING PROVISIONS

1. Pursuant to §17 of the Articles of Associations of the Company any change in these Regulations requires a corresponding Supervisory Board resolution.
2. These Regulations are enacted by CD PROJEKT S.A. Supervisory Board resolution no. 1 of 28 April 2020 and enter into force on the day of the adoption thereof.