

Warsaw, 2 December 2022

**Second notification to the Company's shareholders
of the Company's intention to merge with a subsidiary company
CD PROJEKT RED STORE sp. z o. o.**

The Management Board of CD PROJEKT S.A. with its registered office in Warsaw (the "**Company**"), acting on the basis of article 504 § 1 and 2 of the Commercial Companies Code, hereby notifies the Company's shareholders for the second time on the planned merger of the Company, as the surviving company, with the company CD PROJEKT RED STORE sp. z o.o. with its registered office in Warsaw (the "**Target Company**"), being a subsidiary in which the Company is the sole shareholder (the "**Merger**").

The signing of the Merger plan took place on November 17 2022, of which the Company informed in the current report No. 48/2022, to which the full content of this plan was also attached (the "**Merger Plan**"), together with its annexes. Merger Plan, in accordance with Article 500 § 2¹ of the Commercial Companies Code, until the date of closing of the shareholders' meetings of the merging companies adopting resolutions on the Merger, will remain available to the public free of charge on the Company's website at the address: <https://www.cdprojekt.com/pl/grupa-kapitalowa/dokumenty-korporacyjne/?typ-dokumentu=other>, and on the Target Company's website - <https://pl.gear.cdprojektred.com/> under the tab "Informacje korporacyjne" (for English language version of the website - tab "Corporate Information").

According to the Merger Plan, the Merger will be effected by transferring all assets of the Target Company to the Company in accordance with Article 492 § 1 item 1 of the Commercial Companies Code (merger by acquisition) in connection with Article 516 § 6 of the Commercial Companies Code. The Merger will take place without an increase of the Company's share capital and without exchanging shares of the Target Company for shares of the Company, due to the fact that the Company holds 100% of the shares in the Target Company. The Merger will take place as of the date of its entry into the register. This entry will have the effect of deleting the Target Company from the register. As a result of the Merger, the Company will, as of the date of the Merger, enter into all rights and obligations of the Target Company. The Company's Articles of Association will not be amended in connection with the Merger.

In accordance with Article 504 § 2 point 2 in connection with Article 505 § 3¹ of the Commercial Companies Code, until the date of closing of the shareholders' meetings of the merging companies adopting resolutions on the Merger, the following documents will also remain available to the public free of charge on the websites of the Company and the Target Company, at the addresses indicated above (with the note that the link to the English-language version of the subpage for the Company is as follows: <https://www.cdprojekt.com/en/capital-group/corporate-documents/?documenttype=other>):

- 1) attachments to the Merger Plan, i.e. draft resolutions on the Merger, information on not amending the Articles of Association of the Company, valuation of the assets of the Target Company as of 31 October 2022, statement of accounts of the Target Company as of 31 October 2022, statement regarding the lack of the need to prepare the statement of accounts of the Company - together with the Merger Plan document;
- 2) financial statements and Management Boards' reports on the operations of the merging companies for the last three fiscal years, together with audit reports.



Since the Merger will be carried out in accordance with Article 516 § 6 of the Commercial Companies Code, the examination of the Merger Plan by an auditor and his opinion, as well as the preparation of the reports of the Management Boards justifying the Merger are not required. In addition, shareholders of the merging companies may review the above-mentioned documents at the offices of the Company and the Target Company in Warsaw, at Jagiellońska 74, on business days from 9:00 a.m. to 4:00 p.m., from 18 November 2022 until the closing of the shareholders' meetings of the merging companies adopting resolutions on the Merger.