

**Draft resolutions of the Extraordinary General Meeting
of CD PROJEKT S.A. convened on 28 November 2024**

**Resolution no. 1
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A., headquartered in Warsaw
*regarding 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.

Justification provided by Mr. Marcin Iwiński (shareholder):

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.

Comment of the Company's Management Board:

This draft resolution, along with its justification, was attached to the request submitted by Mr. Marcin Iwiński's, acting in his capacity as a shareholder, on 17 October 2024. The Management Board of the Company expresses no reservations with regard to the justification provided by the shareholder.

**Resolution no. 2
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A., headquartered in Warsaw
*regarding approval of the General Meeting agenda***

§ 1.

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

1. Opening of the General Meeting.
2. Election of the General Meeting Chairperson.
3. Determining that the General Meeting has been validly convened and is empowered to undertake binding resolutions.
4. Approval of the General Meeting agenda.
5. Adoption of a resolution regarding dismissal of Marcin Piotr Iwiński from the position of Member of the Supervisory Board of the Company of the current term.
6. Adoption of a resolution regarding appointment of Marcin Piotr Iwiński as Member of the Supervisory Board of the Company for a new term.
7. Adoption of a resolution regarding appointment of Beata Cichocka-Tylman as Member of the Supervisory Board of the Company for a new term.
8. Adoption of a resolution regarding appointment of David Gardner as Member of the Supervisory Board of the Company for a new term.
9. Adoption of a resolution regarding appointment of Adam Michał Kiciński as Member of the Supervisory Board of the Company for a new term.
10. Adoption of a resolution regarding appointment of Agnieszka Katarzyna Słomka-Gołębiowska as Member of the Supervisory Board of the Company for a new term.
11. Adoption of a resolution regarding amendments to § 12 of the Articles of Association of the Company.

12. Adoption of a resolution regarding amendments to § 18, § 19, § 20 and § 22 of the Articles of Association of the Company.
13. Adoption of a resolution regarding amendments to § 21 of the Articles of Association of the Company.
14. Adoption of a resolution regarding amendments to § 28 of the Articles of Association of the Company.
15. Adoption of a resolution regarding changes in remuneration of Members of the Supervisory Board of the Company.
16. Adoption of a resolution regarding amendments to the General Meeting Regulations of the Company.
17. Adoption of a resolution regarding determination of the Earnings Condition for years 2025-2028 in the Incentive Program B.
18. Adoption of a resolution regarding assignment of costs related to the convocation and organization of the General Meeting.
19. Conclusion of the General Meeting.

§ 2.

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

Justification provided by Mr. Marcin Iwiński (shareholder):

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.

Comment of the Company's Management Board:

This draft resolution, along with its justification, was attached to the request submitted by Mr. Marcin Iwiński, acting in his capacity as a shareholder, on 17 October 2024. The Management Board of the Company expresses no reservations with regard to the justification provided by the shareholder. The agenda of the General Meeting, as convened by the Management Board of the Company, includes matters proposed by the shareholder and, additionally, matters proposed by the Management Board of the Company (items 11-18 of the agenda).

**Resolution no. 3
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
regarding dismissal of Marcin Piotr Iwiński
*from the position of Member of the Supervisory Board of the Company of the current term***

§ 1.

The General Meeting of the Company, pursuant to Art. 385 § 1 of the Commercial Companies Code and § 18 section 1 of the Articles of Association of the Company, hereby dismisses Marcin Piotr Iwiński from the position of Member of the Supervisory Board of the Company of the current term, effective as of the end of day on 31 December 2024.

§ 2.

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

Justification provided by Mr. Marcin Iwiński (shareholder):

Pursuant to § 17 and § 18 section 1 of the Articles of Association of the Company, as well as to Art. 385 § 1 of the Commercial Companies Code, the Supervisory Board of the Company consists of five persons who are appointed by the General Meeting for a joint four-year term.

On 17 October 2024 four incumbent members of the Supervisory Board of the Company submitted their resignations from membership of the Supervisory Board, effective at the end of day on 31 December 2024.

In light of, among others, the foregoing, Mr. Marcin Iwiński has requested that an Extraordinary General Meeting be convened, and that its agenda include, among others, votes on new candidates for membership of the Supervisory Board whose appointment would become effective on 1 January 2025.

For formal and procedural reasons, Mr. Marcin Iwiński, who – given the above-mentioned resignations would otherwise remain the last incumbent member of the Supervisory Board of the current term – proposes the following:

- his own dismissal from the the position of Member of the Supervisory Board of the Company, effective at the end of day on 31 December 2024, and
- his reappointment to the same position effective on 1 January 2025, so that – together with the other members of the Supervisory Board – a joint new four-year term of the Supervisory Board may begin on 1 January 2025.

The draft resolution concerning Mr. Iwiński's reappointment is submitted as the next item in the meeting agenda.

Comment of the Company's Management Board:

This draft resolution, along with its justification, was attached to the request submitted by Mr. Marcin Iwiński, acting in his capacity as a shareholder, on 17 October 2024. The Management Board of the Company expresses no reservations with regard to the justification provided by the shareholder. Statements of resignation of the Supervisory Board Members were disclosed by the Company in Current Report no. 23/2024 of 17 October 2024.

Formal resignation statements submitted by the Supervisory Board Members were provided to the General Meeting as part of the attached documentation package.

**Resolution no. 4
Of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
regarding appointment of Marcin Piotr Iwiński as Member
of the Supervisory Board of the Company for a new term**

§ 1.

The General Meeting of the Company, pursuant to Art. 385 § 1 of the Commercial Companies Code and § 18 section 1 of the Articles of Association of the Company, hereby appoints Marcin Piotr Iwiński as Member of the Supervisory Board of the Company for a new term, effective as of 1 January 2025.

§ 2.

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

Justification provided by Mr. Marcin Iwiński (shareholder):

The justification for this resolution was presented above, in conjunction with the justification for the preceding resolution concerning dismissal of Mr. Marcin Iwiński from the position of Member of the Supervisory Board of the current term.

Together with his request to convene an Extraordinary General Meeting, Marcin Iwiński formally submits his candidature for membership of the Supervisory Board of the Company during its new term, along with suitable statements which – together with his resume – are attached to the request.

Mr. Marcin Iwiński has fulfilled the duties of Chair of the Supervisory Board of the Company since 1 January 2023. According to his statement, he meets the criterion specified in Art. 129 section 5 of the Act of 11 May 2017 on licensed auditors, audit firms and public supervision – as concerns skills and knowledge in the Company’s primary area of business activity.

Comment of the Company's Management Board::

This draft resolution, along with its justification, was attached to the request submitted by Mr. Marcin Iwiński, acting in his capacity as a shareholder, on 17 October 2024. The Management Board of the Company expresses no reservations with regard to the justification provided by the shareholder. The documentation submitted by Mr. Marcin Iwiński alongside his candidature was disclosed by the Company in Current Report no. 24/2024 of 17 October 2024, and was provided to the General Meeting as part of the attached documentation package.

**Resolution no. 5
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
regarding appointment of Beata Cichocka-Tylman as Member
of the Supervisory Board of the Company for a new term**

§ 1.

The General Meeting of the Company, pursuant to Art. 385 § 1 of the Commercial Companies Code and § 18 section 1 of the Articles of Association of the Company, hereby appoints Beata Cichocka-Tylman as Member of the Supervisory Board of the Company for a new term, effective as of 1 January 2025.

§ 2.

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

Justification provided by Mr. Marcin Iwiński (shareholder):

Pursuant to § 17 and § 18 section 1 of the Articles of Association of the Company, as well as to Art. 385 § 1 of the Commercial Companies Code, the Supervisory Board of the Company consists of five persons who are appointed by the General Meeting for a joint four-year term.

On 17 October 2024 four incumbent members of the Supervisory Board of the Company submitted their resignations from membership of the Supervisory Board, effective at the end of day on 31 December 2024.

In light of, among others, the foregoing, Mr. Marcin Iwiński has requested that an Extraordinary General Meeting be convened, and that its agenda include, among others, resolutions concerning the beginning of a new term of the Supervisory Board, along with votes on new candidates for membership of the Supervisory Board whose appointment would become effective on 1 January 2025 – this includes Ms. Beata Cichocka-Tylman’s candidature.

Together with his request to convene an Extraordinary General Meeting, Mr. Iwiński formally submits Ms. Beata Cichocka-Tylman’s candidature, along with suitable statements which – together with her resume – are attached to the request.

In line with the submitted statements, Ms. Beata Cichocka-Tylman:

- meets the independence criteria in the sense of Art. 129 section 3 of the Act of 11 May 2017 on licensed auditors, audit firms and public supervision, and is not factually and significantly related to any shareholder who controls at least 5% of the total number of votes at the Company,
- meets the criterion specified in Art. 129 section 1 of the said Act concerning possession of knowledge and skills in the scope of accounting or auditing financial statements, and

- meets the criterion specified in Art. 129 section 5 of the said Act concerning possession of knowledge and skills in the scope of the Company's business activity.

Comment of the Company's Management Board:

This draft resolution, along with its justification, was attached to the request submitted by Mr. Marcin Iwiński, acting in his capacity as a shareholder, on 17 October 2024. The Management Board of the Company expresses no reservations with regard to the justification provided by the shareholder. The documentation submitted by Ms. Beata Cichocka-Tylman alongside her candidature was disclosed by the Company in Current Report no. 24/2024 of 17 October 2024, and was provided to the General Meeting as part of the attached documentation package.

**Resolution no. 6
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
regarding appointment of David Gardner as Member
of the Supervisory Board of the Company for a new term**

§ 1.

The General Meeting of the Company, pursuant to Art. 385 § 1 of the Commercial Companies Code and § 18 section 1 of the Articles of Association of the Company, hereby appoints David Gardner as Member of the Supervisory Board of the Company for a new term, effective as of 1 January 2025.

§ 2.

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

Justification provided by Mr. Marcin Iwiński (shareholder):

Pursuant to § 17 and § 18 section 1 of the Company's Articles of Association, as well as to Art. 385 § 1 of the Commercial Companies Code, the Supervisory Board of the Company consists of five persons who are appointed by the General Meeting for a joint four-year term.

On 17 October 2024 four incumbent members of the Supervisory Board of the Company submitted their resignations from membership of the Supervisory Board, effective at the end of day on 31 December 2024.

In light of, among others, the foregoing, Mr. Marcin Iwiński has requested that an Extraordinary General Meeting be convened, and that its agenda include, among others, resolutions concerning the beginning of a new term of the Supervisory Board, along with votes on new candidates for membership of the Supervisory Board whose appointment would become effective on 1 January 2025 – this includes Mr. David Gardner's candidature.

Together with his request to convene an Extraordinary General Meeting, Mr. Iwiński formally submits Mr. David Gardner's candidature, along with suitable statements which – together with his resume – are attached to the request.

In line with the submitted statements, Mr. David Gardner:

- meets the independence criteria in the sense of Art. 129 section 3 of the Act of 11 May 2017 on licensed auditors, audit firms and public supervision, and is not factually and significantly related to any shareholder who controls at least 5% of the total number of votes at the Company,
- meets the criterion specified in Art. 129 section 1 of the said Act concerning possession of knowledge and skills in the scope of accounting or auditing financial statements, and
- meets the criterion specified in Art. 129 section 5 of the said Act concerning possession of knowledge and skills in the scope of the Company's business activity.

Comment of the Company's Management Board:

This draft resolution, along with its justification, was attached to the request submitted by Mr. Marcin Iwiński, acting in his capacity as a shareholder, on 17 October 2024. The Management Board of the Company expresses no reservations with regard to the justification provided by the shareholder. The documentation submitted by Mr. David Gardner alongside his candidature was disclosed by the Company in Current Report no. 24/2024 of 17 October 2024, and was provided to the General Meeting as part of the attached documentation package.

**Resolution no. 7
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
regarding appointment of Adam Michał Kiciński as Member
of the Supervisory Board of the Company for a new term**

§ 1.

The General Meeting of the Company, pursuant to Art. 385 § 1 of the Commercial Companies Code and § 18 section 1 of the Articles of Association of the Company, hereby appoints Adam Michał Kiciński as Member of the Supervisory Board of the Company for a new term, effective as of 1 January 2025.

§ 2.

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

Justification provided by Mr. Marcin Iwiński (shareholder):

Pursuant to § 17 and § 18 section 1 of the Company's Articles of Association, as well as to Art. 385 § 1 of the Commercial Companies Code, the Supervisory Board of the Company consists of five persons who are appointed by the General Meeting for a joint four-year term.

On 17 October 2024 four incumbent members of the Supervisory Board of the Company submitted their resignations from membership of the Supervisory Board, effective at the end of day on 31 December 2024. On the same day, Mr. Adam Kiciński submitted his resignation from the position of Member of the Company's Management Board with effect from the end of day on 31 December 2024 and confirmed his intention to stand as a candidate to the Company's Supervisory Board.

In light of, among others, the foregoing, Mr. Marcin Iwiński has requested that an Extraordinary General Meeting be convened, and that its agenda include, among others, resolutions concerning the beginning of a new term of the Supervisory Board, along with votes on new candidates for membership of the Supervisory Board whose appointment would become effective on 1 January 2025 – this includes Mr. Adam Kiciński's candidature.

Together with his request to convene an Extraordinary General Meeting, Mr. Iwiński formally submits Mr. Adam Kiciński's candidature, along with suitable statements which – together with his resume – are attached to the request.

In line with the submitted statements, Mr. Adam Kiciński meets the criterion specified in Art. 129 section 5 of the Act of 11 May 2017 on licensed auditors, audit firms and public supervision concerning possession of knowledge and skills in the scope of the Company's business activity.

Comment of the Company's Management Board:

This draft resolution, along with its justification, was attached to the request submitted by Mr. Marcin Iwiński, acting in his capacity as a shareholder, on 17 October 2024. The Management Board of the Company expresses no reservations with regard to the justification provided by the shareholder. Mr. Adam Kiciński's intent to stand as a candidate to the Company's Supervisory Board, along with his

resignation from the position of the Member of the Management Board, was disclosed by the Company in Current Report no. 22/2024 of 17 October 2024.

The documentation submitted by Mr. Adam Kiciński alongside his candidature was disclosed by the Company in Current Report no. 24/2024 of 17 October 2024, and was provided to the General Meeting as part of the attached documentation package.

**Resolution no. 8
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
regarding appointment of Agnieszka Katarzyna Słomka-Gołębiowska
as Member of the Supervisory Board of the Company for a new term**

§ 1.

The General Meeting of the Company, pursuant to Art. 385 § 1 of the Commercial Companies Code and § 18 section 1 of the Articles of Association of the Company, hereby appoints Agnieszka Katarzyna Słomka-Gołębiowska as Member of the Supervisory Board of the Company for a new term, effective as of 1 January 2025.

§ 2.

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

Justification provided by Mr. Marcin Iwiński (shareholder):

Pursuant to § 17 and § 18 section 1 of the Company's Articles of Association, as well as to Art. 385 § 1 of the Commercial Companies Code, the Supervisory Board of the Company consists of five persons who are appointed by the General Meeting for a joint four-year term.

On 17 October 2024 four incumbent members of the Supervisory Board of the Company submitted their resignations from membership of the Supervisory Board, effective at the end of day on 31 December 2024.

In light of, among others, the foregoing, Mr. Marcin Iwiński has requested that an Extraordinary General Meeting be convened, and that its agenda include, among others, resolutions concerning the beginning of a new term of the Supervisory Board, along with votes on new candidates for membership of the Supervisory Board whose appointment would become effective on 1 January 2025 – this includes Ms. Agnieszka Katarzyna Słomka-Gołębiowska's candidature.

Together with his request to convene an Extraordinary General Meeting, Mr. Iwiński formally submits Ms. Agnieszka Katarzyna Słomka-Gołębiowska's candidature, along with suitable statements which – together with her resume – are attached to the request.

In line with the submitted statements, Ms. Agnieszka Katarzyna Słomka-Gołębiowska:

- meets the independence criteria in the sense of Art. 129 section 3 of the Act of 11 May 2017 on licensed auditors, audit firms and public supervision, and is not factually and significantly related to any shareholder who controls at least 5% of the total number of votes at the Company,
- meets the criterion specified in Art. 129 section 1 of the said Act concerning possession of knowledge and skills in the scope of accounting or auditing financial statements.

Comment of the Company's Management Board:

This draft resolution, along with its justification, was attached to the request submitted by Mr. Marcin Iwiński, acting in his capacity as a shareholder, on 17 October 2024. The Management Board of the Company expresses no reservations with regard to the justification provided by the shareholder. The documentation submitted by Ms. Agnieszka Słomka-Gołębiowska alongside her candidature was

disclosed by the Company in Current Report no. 24/2024 of 17 October 2024, and was provided to the General Meeting as part of the attached documentation package.

**Resolution no. 9
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
concerning amendments to § 12 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 § 12 section 1 of the Articles of Association of the Company is given the following form:

1. *“Members of the Management Board are appointed and dismissed by the Supervisory Board. Members of the Management Board are appointed for a joint four-year term.”*

§ 2.

The Supervisory Board is hereby authorized to collate the unified text of the Articles of Association of the Company 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.

Justification provided by the Management Board of the Company:

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

The proposed amendment to § 12 section 1 consists in removing the reference to the already concluded term of the Management Board. This amendment only serves to clarify the relevant provision and has no effect on the ongoing term of the Management Board, calculated in full financial years, and being regulated by the appropriate rules of the Commercial Companies Code.

**Resolution no. 10
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
concerning amendments to § 18, § 19, § 20 and § 22 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 § 18 section 1 of the Articles of Association of the Company is given the following form:

1. *“Members of the Supervisory Board members are appointed and dismissed by the General Meeting. Members of the Supervisory Board are appointed for a joint four-year term. The Supervisory Board elects, from among its members, its Chair and Deputy Chair. The Supervisory Board may appoint two of its members as Chairs, in which case each of these appointees will be referred to as the Co-Chairs. Under such circumstances, the duties and prerogatives of the Chair arising under law, the Articles of Association of the Company and internal Company by-laws, will be equally discharged by each Co-Chair. In case of a dispute*

over competence between Co-Chairs, the decisive decision will rest with the Co-Chair with the longer record of work in the Supervisory Board of the Company (calculated jointly, that is also taking into account all concluded terms, and irrespective of any gaps between them)."

§ 2.

The existing § 19 section 1 of the Articles of Association of the Company is given the following form:

1. *"Except as regulated by specific provisions of the applicable laws, the Supervisory Board may adopt resolutions at meetings or outside of meetings, i.e. in writing or using means of direct remote communication. Regardless of mode, Supervisory Board resolutions are adopted by an absolute majority of votes, with the exception of matters specified in section 3 below."*

§ 3.

The existing § 19 section 2 of the Articles of Association of the Company is given the following form:

2. *"Resolutions adopted at Supervisory Board meetings are valid if all Members of the Supervisory Board have been invited to the given meeting, and at least four Members of the Supervisory Board attend the meeting. Meetings of the Supervisory Board may also be attended remotely, using means of direct remote communication."*

§ 4.

The existing § 20 section 1 of the Articles of Association of the Company is given the following form:

1. *"Either the Management Board or any Member of the Supervisory Board may demand the convening of a meeting of the Supervisory Board, and submit a draft agenda. The demand must be submitted to the person discharging the duties of the Chair of the Supervisory Board. The meeting is convened by the person discharging the duties of the Chair of the Supervisory Board no later than two weeks following submission of the corresponding demand."*

§ 5.

The existing § 20 section 3 of the Articles of Association of the Company is given the following form:

3. *"Repealed."*

§ 6.

The existing § 22 of the Articles of Association of the Company is given the following form:

"When no Chair of the Supervisory Board (including Co-Chairs) is present or able to discharge the said duties, they shall instead be discharged by the Deputy Chair."

§ 7.

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

§ 8.

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.

Justification provided by the Management Board of the Company:

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

The proposed amendments to the Articles of Association of the Company concern the operations of the Supervisory Board of the Company, with the aim to:

- introduce a statutory provision enabling the Supervisory Board to appoint two persons for the position of Chair, in which case each of these persons will be referred to as the Co-Chair (§ 18 section 1) and align the relevant provisions of the Articles of Association of the Company (§ 18 section 1, § 20 section 1 and § 22) with this change;
- clarify and streamline existing provisions which regulate the ways in which the Supervisory Board adopts its resolutions and the ways in which Supervisory Board meetings are attended by its Members (§ 19 section 1, § 19 section 2 and § 20 section 3);
- remove the reference to the already concluded term of the Supervisory Board (§ 18 section 1, third sentence). This amendment only serves to clarify the relevant provision and has no effect on the ongoing term of the Supervisory Board, calculated in full financial years, and being regulated by the appropriate rules of the Commercial Companies Code.

The implementation of an option to choose two Co-Chairs may allow to ensure even more effective supervision, better distribution of responsibilities and thus positively influence the effectiveness of operations of the Supervisory Board of the Company. The proposed solution is consistent with the model of performance of key roles in executive bodies by two persons, functioning in the Company since its beginning.

This model allows to gather wider competences and work experiences ensuring more versatile review of the Company's key decisions and thus reinforces the objectivity of supervisory actions, which is beneficial in terms of representing the interests of the shareholders.

Resolution no. 11
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
concerning amendments to § 21 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 § 21 section 2 item (b) of the Articles of Association of the Company is given the following form:

b) "approval of the establishment of Company branches,"

§ 2.

The existing § 21 section 2 item (c) of the Articles of Association of the Company is given the following form:

c) "selection of audit firms to perform audits of financial statements and attestation of sustainability reporting,"

§3.

The existing § 21 section 2 item (c) of the Articles of Association of the Company is given the following form:

d) "repealed,"

§ 4.

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

§ 5.

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.

Justification provided by the Management Board of the Company:

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

The proposed amendments embody a revision of specific duties of the Supervisory Board of the Company with the aim to align the Articles of Association of the Company with proposed legislation as well as the Company's current requirements.

The reference to proposed legislation concerns the government draft Act amending the Accounting Act, the Act on Licensed Auditors, Audit Firms and Public Supervision, and certain other acts (Sejm paper no. 726), which transposes into Polish law *Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU*. According to the proposed legislation, selection of the audit firm to perform attestation of sustainability reporting would be the responsibility of the body which approves the given entity's financial statement, unless regulated otherwise by the relevant articles of association, agreement or other legal requirements applicable to that entity. Consequently, in order to maintain consistency in the apportioning of corporate responsibilities among the Company's governing bodies, the proposed amendment to the Articles of Association of the Company names the Supervisory Board as the body responsible for performing such selection at the Company.

**Resolution no. 12
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
concerning amendments to § 28 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 § 28 section 5 of the Articles of Association of the Company is given the following form:

5. *“The use of supplementary and reserve capitals is decided by the General Meeting. Amounts from profit accumulated in the reserve capital may be allocated towards payment of dividends pursuant to Art. 348 § 1 of the Commercial Companies Code. A portion of the reserve capital equivalent to one third of the share capital may be allocated only towards coverage of losses reported in the financial statement.”*

§ 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.

Justification provided by the Management Board of the Company:

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

In accordance with Art. 348 § 1 of the Commercial Companies Code an amount to be distributed among shareholders shall not exceed the profit for the last financial year increased by undistributed profits from previous years and by such amounts transferred from the supplementary capital and reserve capitals created out of profit which may be apportioned towards payment of dividend.

In doctrine and practice doubts occasionally arise regarding the criterion for deciding whether to use the profit amounts from the supplementary capital to the payment of dividend. In some sources it is indicated that a lack of prohibition regarding use of given capital for such payment in the Articles of Association is sufficient, however it is considered safer to indicate this possibility explicitly in the Articles of Association.

In view of the above, in order to avoid any potential doubts in a situation when the Company would want to exercise such an option, the amendment to the second sentence of § 28 section 5 of the Articles of Association has been proposed. The third sentence of § 28 section 5 in turn reflects the content of Art. 396 §5 of the Commercial Companies Code.

**Resolution no. 13
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
*concerning changes in the remuneration of Members of the Supervisory Board of the Company***

The General Meeting of the Company, acting under Art. 392 § 1 of the Commercial Companies Code and § 18 section 2 of the Articles of Association of the Company hereby decides as follows:

§ 1.

The General Meeting of the Company sets:

- a) the fixed gross monthly remuneration of the Chair of the Supervisory Board of the Company (including any Co-Chairs) at 40 000 PLN (forty thousand PLN);
- b) the fixed gross monthly remuneration of the Deputy Chair of the Supervisory Board of the Company at 22 000 PLN (twenty two thousand PLN);
- c) the fixed gross monthly remuneration of Members of the Supervisory Board of the Company at 15 000 PLN (fifteen thousand PLN).

§ 2.

The General Meeting of the Company sets:

- a) the fixed gross monthly remuneration for additional participation in the Audit Committee as a Member thereof at 3 000 PLN (three thousand PLN);
- b) the fixed gross monthly remuneration for additional participation in the Audit Committee as the Chair thereof at 5 000 PLN (five thousand PLN).

§3.

The resolution enters into force on 1 January 2025.

Justification provided by the Management Board of the Company:

Under § 18 section 2 of the Articles of Association of the Company and § 6 section 3 of the Remuneration Policy of Members of the Management Board and Members of the Supervisory Board of CD PROJEKT S.A. the remuneration of Members of the Supervisory Board of the Company is determined by the General Meeting. Pursuant to the Policy, the remuneration of Supervisory Board Members should reflect their assigned responsibilities and functions, particularly as concerns participation of the given Supervisory Board Members in committees and being delegated to

singlehandedly discharge certain supervisory duties. Furthermore, If a Member of the Supervisory Board performs specific duties and takes on additional responsibilities, for example of Chair the Supervisory Board or of the Audit Committee, then, given the increased workload of that Member of the Supervisory Board and share of responsibilities, their remuneration may be increased in comparison to the remuneration provided to other Members of the Supervisory Board.

The remuneration of the Chair of the Supervisory Board remains unchanged. The proposed changes of levels of remuneration of the Deputy Chair of the Supervisory Board, Members of the Supervisory Board and Members of the Audit Committee are intended to adjust them to the level encountered at European gaming companies. In the Management Board's opinion, providing Deputy Chair, Members of the Supervisory Board and the Audit Committee with remuneration that is equitable and appropriate given their unique professional experience and sets of skills, is necessary to attract and retain the most highly qualified experts in these roles, and the adequate structure of remuneration of the Supervisory Board contributes to increasing the commitment and motivation of its members, directly influencing the effectiveness of supervision over the Company's key business areas. The proposed change also serves as an answer to the changing business and regulatory environment, which demands even more involvement and expertise from the members of the Supervisory Board. The expected higher standard of corporate supervision and the increased responsibility in the scope of e.g. in the areas of supervision over sustainability reporting and risk management result in the need to ensure adequate remuneration.

**Resolution no. 14
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
regarding amendments to the General Meeting Regulations of the Company**

The General Meeting of the Company hereby decides to amend the existing CD PROJEKT S.A. General Meeting Regulations adopted by resolution no. 23 of the Ordinary General Meeting of the Company of 7 May 2013 (the “**Regulations**”) as follows:

§ 1.

The existing § 2 section 3 of the Regulations is given the following form:

3. *“The Management Board of the Company participates in the General Meeting to the extent required to address matters on the General Meeting agenda and provide substantial answers to questions raised at the General Meeting.”*

§ 2.

The existing § 2 section 6 of the Regulations is given the following form:

6. *“Representatives of the media are allowed to participate in the General Meeting unless the General Meeting Chairman decides otherwise.”*

§ 3.

The existing § 2 of the Regulations is extended with two additional sections numbered 8 and 9 respectively:

8. *“A shareholder may participate in the General Meeting and exercise voting rights personally or through a plenipotentiary.*
9. *Plenipotentiary authorization concerning participation in the General Meeting and exercise of voting rights must be issued in writing or in electronic form. Plenipotentiary authorization issued in electronic form does not require a qualified electronic signature. The Company must be notified by the shareholder of the fact that plenipotentiary authorization concerning participation in the General Meeting in electronic form have been granted or revoked – this is*

done by sending an e-mail message sent to the address indicated each time by the Management Board in its announcement of the convocation of the General Meeting.”

§ 4.

The existing § 3 section 1 of the Regulations is given the following form:

1. *“The General Meeting is opened by the person discharging the duties of Chair of the Supervisory Board, or the Deputy Chair of the Supervisory Board. If none of those persons are present, the General Meeting may be opened by any person appointed for this task by the Management Board.”*

The existing § 3 section 2 of the Regulations is given the following form:

2. *“Repealed.”*

§ 5.

The existing § 5 section 6 of the Regulations is given the following form:

6. *“The Ballot Committee is tasked with overseeing proper conduct of voting, operation of the IT infrastructure used for voting, tallying votes and notifying the General Meeting Chairman of the outcome of voting, and performing any other actions required to facilitate voting.”*

§ 6.

The existing § 7 section 1 of the Regulations is given the following form:

“Election of Members of the Supervisory Board of the Company proceeds in agreement with the applicable legal provisions, provisions of the Articles of Association of the Company, these Regulations as well as any other internal by-laws of the Company.”

§ 7.

The existing § 7 section 2 of the Regulations is given the following form:

“Repealed.”

§ 8.

The existing § 7 section 3 of the Regulations is given the following form:

“Repealed.”

§ 9.

The existing § 7 section 4 of the Regulations is given the following form:

“Repealed.”

§ 10.

The Management Board is hereby authorized to collate the unified text of the Regulations incorporating amendments introduced by this resolution.

§ 11.

The resolution enters into force on the moment of its adoption. Amendments to the Regulations will become effective upon the opening of the subsequent General Meeting of the Company.

Justification provided by the Management Board of the Company:

Pursuant to § 11 section 1 of the General Meeting Regulations of the Company, amending the Regulations requires a corresponding General Meeting resolution. The proposed amendments to the Regulations serve, among others, the following purposes:

- aligning the Regulations with the amended Articles of Association of the Company whereby two persons may be appointed to serve as Chairs of the Supervisory Board of the Company (§ 3 section 1),
- removing obsolete provisions, i.a. referring to the position of President of the Management Board as well as to casting votes at the General Meeting with the use of magnetic cards (§ 3 section 1 and § 5 section 6),
- aligning the Regulations with the Best Practices for WSE Listed Companies, 2021 edition (§ 2 section 3),
- modifying § 7 of the Regulations in such a way that the relevant matter is regulated by the applicable laws, provisions of the Articles of Association of the Company, provisions of the General Meeting Regulations and any other internal by-laws in force at the Company,
- clarifying existing provisions to align them with current needs of the Company.

**Resolution no. 15
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw
regarding determination of the Earnings Condition
for years 2025-2028 in the Incentive Program B**

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

§ 1.

1. The General Meeting of the Company, at the request of the Management Board of the Company, acting under § 3 section 5 of the Incentive Program B Resolution, hereby resolves to determine the Earnings Condition for the financial years 2025-2028 at 4 000 000 000 (in words: four billion) PLN.
2. The Earnings Condition corresponds to the consolidated net earnings from continuing operations of the CD PROJEKT Group in a given period of 4 (four) financial years – as defined by § 3 section 1 item (a) of the Incentive Program B Resolution.

§ 2.

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

Justification provided by the Management Board of the Company:

On 18 April 2023 the General Meeting adopted resolution no. 7 which instituted Incentive Program B for the financial years 2023-2027. The Earnings Condition in the framework of Incentive Program B for each successive four-year period must be determined in the form of a General Meeting resolution adopted on the basis of a request submitted by the Management Board.

In line with the foregoing, the Management Board has submitted a request to the General Meeting to determine the Earnings Condition in the framework of Incentive Program B, applicable to entitlements which shall be granted in 2025, at 4 000 000 000 (in words: four billion) PLN.

In the opinion of the Management Board of the Company, the proposed Earnings Condition for the financial years 2025-2028 is ambitious, and achieving it will be dependent upon effective implementation of projects envisioned by the CD PROJEKT Group development strategy, and the commercial success thereof. The goal is also consistent with Company shareholders’ interest, since

achieving the proposed level of earnings will help bolster the Company's value, including the price of its stock at the Warsaw Stock Exchange.

**Resolution no. 16
of 28 November 2024
of the Extraordinary General Meeting
of CD PROJEKT S.A. headquartered in Warsaw**
regarding assignment of costs related to the convocation and organization of the General Meeting

§ 1.

The General Meeting of the Company, acting under Art. 400 § 4 of the Commercial Companies Code, hereby decides that costs related to the convocation and organization of this Extraordinary General Meeting shall be incurred by the Company.

§ 2.

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

Justification provided by the Management Board of the Company:

The requirement to adopt a resolution concerning assignment of costs related to the convocation and organization of the General Meeting arises under Art. 400 § 4 of the Commercial Companies Code. In accordance with its provisions, such a resolution is adopted when the General Meeting is convened upon request of a shareholder who represents at least one twentieth of the share capital.

Assignment to the Company of costs related to convocation and organization of this General Meeting should be regarded as justified given the fact that the resolutions which concern changes in the composition of the Supervisory Board, as proposed by the shareholder, are vital for ensuring continued operation of the Company, and also given the fact that the proposed agenda of the General Meeting was extended by the Management Board with additional resolutions.

* * *

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.