

## DIVIDEND POLICY OF CD PROJEKT S.A.

### I. GOAL

The goal of instituting a dividend policy (the “**Policy**”) at CD PROJEKT S.A. (the “**Company**”) is to express the intent of the Company’s Management Board (the “**Management Board**”) concerning future dividend payments. The Policy specifies core guidelines which the Management Board follows in issuing recommendations regarding allocation of profit, and also regulates key formal and legal aspects pertaining to dividend payments.

### II. PROCESS OF DETERMINING THE RECOMMENDED DIVIDEND AMOUNT

1. In each financial year the Management Board submits to the Company’s Ordinary General Meeting (the “**General Meeting**”) its recommendation concerning allocation of the Company’s net profit or coverage of losses, as applicable (the “**Recommendation**”).
2. It is the Management Board’s intent to recommend to the General Meeting that the Company pays out a dividend equivalent to 25% of the Company’s net profit for the given financial year (the “**Target Dividend**”) or more, subject to the provisions of this section II.
3. Prior to issuing the Recommendation the Management Board shall, in each instance, perform an analysis of all financial and non-financial aspects which it regards as relevant for the proposed dividend amount (the “**Analysis**”). In performing the Analysis, the Management Board may take into account, among others, the Company’s financial standing, including the Company’s and the CD PROJEKT Group’s net financial result for the preceding year, their financial reserves, expected future profits and cash flows, existing and anticipated receivables and liabilities, uncovered losses from the preceding years, investment plans and the associated requirements, overall condition of the market, opportunities for growth, implementation of the Company’s strategy, applicable legal requirements and provisions of the Articles of Association of the Company, including any restrictions applicable to dividend payments – such as Art. 348 § 1 of the Code of Commercial Companies. The Management Board is not obligated to document the course or conclusions of the Analysis.
4. Should, as a result of the Analysis, the Management Board decide to recommend a dividend which is lower than the Target Dividend, including cases where no dividend at all is recommended for the given year (the “**Recommended Dividend**”), the intent of the Management Board will be to:
  - i) recommend to the General Meeting to assign a portion of profit equivalent to the difference between the Target Dividend and the Recommended Dividend (the “**Difference**”) to the Company’s reserve capital, and also
  - ii) pay out an amount equivalent to the Difference, as an amount increasing the dividend paid out by the Company in the framework of its profit allocation in the five subsequent financial years (either as a one-time increase or in parts). (For example, if the General Meeting decides on the payment, as part of the dividend for the financial year, of an amount equal to the Target Dividend and decides on a single payment of the Difference, the dividend in that year will be equal to a sum of the Target Dividend and the Difference.



5. For the purposes of this Policy, the cumulative sum of undistributed Differences from each financial year, beginning with the Difference for the financial year 2025 (if such a positive Difference for the financial year 2025 occurs), will be referred to as the dividend budget (the “**Dividend Budget**”).
6. As an exception to the rule set out in section 4 point (ii) above, during the period provided therein, the Dividend Budget (in its entirety or in part) may be allocated alternatively to the implementation of buy-back of Company’s own shares for their redemption.

### **III. DECIDING ON THE ALLOCATION OF PROFIT**

1. The Management Board adopts the Recommendation in the form of a resolution.
2. The Management Board submits the Recommendation to the General Meeting and also to the Supervisory Board of the Company, requesting an opinion (the “**Supervisory Board Opinion**”).
3. The final decision concerning allocation of profit and payment of a dividend for the given financial year rests with the General Meeting which is not bound either by the Recommendation or by the Supervisory Board Opinion.
4. The Company discloses, by issuing the corresponding current reports, the content of the Recommendation, the Supervisory Board Opinion, as well as the final decision of the General Meeting concerning allocation of the Company’s profit.

### **IV. MEANS OF PAYMENT AND IMPORTANT DATES**

1. The record date, i.e. the date on which the list of shareholders entitled to the dividend for the given financial year is assembled, as well as the payment date, are determined on a case-by-case basis by the General Meeting, pursuant to the applicable legal requirements, policies enforced by the Central Securities Depository of Poland (CSDP), and provisions of the Articles of Association of the Company.
2. The record date and payment date proposed by the Management Board are specified in the Recommendation.
3. The Company discloses, by issuing a current report, the General Meeting’s final decision concerning the record date and payment date.
4. Dividends are remitted to entitled parties through the system operated by CSDP.

### **V. ADVANCE DIVIDENDS**

The Management Board is authorized to pay out advances on anticipated dividends, subject to the provisions of the Articles of Association of the Company and the applicable laws.

### **VI. AMENDING THE DIVIDEND POLICY AND DEROGATIONS THEREFROM**

1. It is the Management Board’s intent to implement the Policy and allocate funds from the Dividend Budget towards dividend payments or allocate them for implementation of share buy-back of Company’s shares for their redemption, pursuant to the Policy. Nevertheless:



- i) should, in the Management Board opinion, a temporary derogation from the Policy be justified by the Company interest, the Management Board reserves the right to apply such a derogation;
  - ii) the Management Board is further authorized to amend the Policy, as well as to repeal it at any time of its choosing. Amending or repealing the Policy requires a suitable Management Board resolution.
2. The Management Board's decision to repeal the Policy, amend its material aspects or institute a temporary derogation therefrom, shall be publicly disclosed in the form of a current report.

#### **VII. DURATION OF THE POLICY AND CLOSING PROVISIONS**

1. The Policy enters into force on 15 January 2025 and shall apply to dividends for the financial year 2025 and subsequent years.
2. In matters not regulated by the Policy, the provisions of the Articles of Association of the Company, Code of Commercial Companies and other relevant legal acts apply as appropriate.

#### **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.*