

**CD PROJEKT S.A.  
MANAGEMENT BOARD REGULATIONS**

**I. GENERAL PROVISIONS**

**§1**

The Management Board of CD PROJEKT S.A., hereafter referred to as *the Management Board* acts in compliance with the Commercial Company Code, the Company Articles and the Regulations defined herein.

**II. COMPOSITION AND APPOINTMENT OF THE MANAGEMENT BOARD**

**§2**

1. The Management Board shall be composed of two or more members. A President of the Management Board may be appointed.
2. Management Board members, including the President of the Management Board, are appointed and dismissed by the Supervisory Board.
3. Management Board members, including the President of the Management Board, are appointed to a joint two-year term.

**III. MANAGEMENT BOARD COMPETENCES AND RESPONSIBILITIES**

**§3**

1. The Management Board handles Company matters and represents the Company in courts of law and otherwise.
2. The Management Board handles all Company matters which are not reserved to the General Meeting or the Supervisory Board by the Commercial Company Code or Company Articles.
3. The Management Board, guided by the best interest of the Company, sets forth the Company business strategy, defines its main goals, and is responsible for overseeing the implementation thereof. The Management Board works to ensure that Company management practices remain transparent and consistent with the applicable legal regulations as well as with the code of best practices for publicly traded companies.
4. When undertaking business decisions, Management Board members should act within the boundaries of acceptable economic risk. Consequently, Management Board members need to be mindful of all information, analyses and opinions which should be taken into account when determining what constitutes the best interest of the Company.
5. When performing transactions with shareholders or with other parties whose interests are tied to Company interests, Management Board members should apply due diligence in ensuring that all such transactions are conducted on market terms.
6. The Management Board is responsible for internal control and risk management systems in place at the Company. These systems should be adapted to the type of activities in which the Company engages.
7. In case of any changes in the composition of the Management Board, the President of the Board and any Board Member who has resigned or been dismissed must submit an acceptance report detailing any unresolved matters, including any available documentation regarding such matters. This documentation should be submitted to newly appointed Management Board

members, or to other members of the Management Board as instructed by the Chairman of the Supervisory Board.

#### **§4**

1. If a President of the Management Board has been appointed, declarations of will in the Company's name must be made by the President of the Management Board assisted by at least one other Management Board member. If no President of the Management Board has been appointed, declarations of will in the Company's name must be made by at least two Management Board members.
2. If the Management Board consists of multiple persons, all members of the Management Board are empowered and required to jointly handle Company matters. The Management Board may choose to assign specific responsibilities to individual members by adopting a set of Management Board Organizational Bylaws.
3. Correspondence of an informational nature between the Management Board and other Company bodies, or between the Management Board and third parties, may be conducted singly by any Management Board member, as long as such correspondence does not contain any declarations of will made in the Company's name.

#### **§5**

1. No member of the Management Board may engage in competition with the Company or belong to a competing company, whether as a partner in a civil law partnership, a member of any organ of a limited company, or a member of any competing legal entity, except as explicitly approved by the Supervisory Board. This restriction also applies to Management Board members who hold at least 10% of shares or stock of a competing company, or are empowered to appoint at least one member of the management board of a competing company.
2. Management Board members are expected to inform the Supervisory Board of any actual or potential conflict of interest associated with their position.

### **III. MANAGEMENT BOARD SESSIONS, RESOLUTIONS AND MINUTES**

#### **§6**

1. If a President of the Management Board has been appointed, a session of Management Board is called by the President, either on his/her own initiative or on another member's request. If no President of the Management Board has been appointed, a session of the Management Board may be called by any of its members.
2. Management Board sessions are held as needed.
3. Management Board sessions may be attended, in addition to Management Board members, by any parties invited by the Management Board or its members, including the President of the Management Board.
4. Management Board resolutions are validly adopted if all members of the Management Board receive prior notice of the Management Board session at which a given resolution is to be adopted and more than 50% of Management Board members attend the session.
5. Sessions of the Management Board are chaired by the Management Board member who has called the session, or by any other Management Board member appointed for this purpose by the caller.

#### **§7**

1. If a President of the Management Board has been appointed, resolutions are adopted unanimously at Management Board sessions attended by at least 50% of Management Board members, including the President of the Management Board. If no President of the Management Board has been appointed, resolutions are adopted unanimously at Management Board sessions attended by at least 50% of Management Board members. No member of the Management Board, including its President, has the casting vote.
2. Management Board resolutions are required in matters which exceed the scope of ordinary business activities, in particular:
  - i. adopting Company Organizational Bylaws;
  - ii. encumbering the ownership or perpetual usufruct of real estate, or shares therein;
  - iii. incurring liabilities which exceed 5% of the Company share capital;
  - iv. purchasing, selling or encumbering shares or stock, or engaging in other capital market investments whose aggregate value during a given fiscal year exceeds 5% of the Company share capital;
  - v. purchasing or selling assets, including fixed assets, whose value exceeds 5% of the Company share capital;
  - vi. establishing foreign branches or subsidiaries of the Company;
  - vii. establishing business partnerships or purchasing debt instruments issued by entities with a registered office in Poland or abroad, except for bonds or treasury bills issued by the State Treasury;
  - viii. writing off receivables payable to the Company if the aggregate value of such receivables in a given fiscal year exceeds 100,000 PLN;
  - ix. acceding to an out-of-court settlement, withdrawing a lawsuit against a third party, relinquishing a legal claim or acceding to any legal or out-of-court claim if the value of the claim exceeds 100,000 PLN;
  - x. concluding credit agreements or granting loans or sureties, including promissory note declarations, whose value exceeds 5% of the Company share capital, or whose aggregate value, together with any previously concluded credit agreements, loans and sureties granted, exceeds 20% of the Company share capital;
  - xi. disposing of patent rights, utility models or industrial models, or trademark rights;
  - xii. concluding contracts and investment agreements which include exclusivity clauses granted by the Company to third parties;
  - xiii. approving annual budgets;
  - xiv. approving the Company financial statements, profit and loss accounts and Management Board reports and resolutions concerning allocation of profit or coverage of losses;
  - xv. convening General Meetings of Shareholders.
3. Management Board resolutions are voted upon in open ballots unless the chairman of the Management Board session decides otherwise on request of at least one Management Board member.
4. Except in matters specified in section 2 above, the Management Board may undertake decisions in the form of resolutions on request of at least one Management Board member.

## **§8**

1. Management Board resolutions adopted in the course of a Management Board term are duly numbered. The full number of each Management Board resolution consists of the number of the resolution in the given calendar year and the year of its adoption.
2. Management Board resolutions are recorded. Each Management Board resolution is issued in the form of a separate document specifying the number of votes cast for the resolution and the

outcome of voting. Resolutions are signed by all Management Board members attending the session during which the given resolution was adopted.

3. In justifiable cases, in order to facilitate business operations, the Management Board may adopt resolutions outside of sessions, either in writing or via remote communication facilities enabling simultaneous participation of all Management Board members.

4. If a resolution is to be adopted in the manner specified in section 3 above, it must first be submitted in draft form to all Management Board members via registered mail, fax, direct delivery or e-mail with confirmation of receipt. This must occur no later than one business day prior to the resolution's projected adoption date.

5. All resolutions adopted in the manner specified in section 3 above must be presented at the nearest Management Board session, along with the outcome of voting on each such resolution, and be duly included in the session's minutes in the form of appendices.

6. A resolution adopted in the manner specified in section 3 above may consist of several materially identical documents, each of which is signed by one or more Management Board members.

#### **§9**

1. Management Board sessions are minuted by the person appointed for this task by the session chairman.

2. Management Board session minutes shall include the date of the session, the session agenda, the names of attending Management Board members, a description of the proceedings, the number of votes cast on each resolution and a summary of dissenting opinions, if any.

3. All Management Board members attending the session must sign an attendance list which is annexed to the session minutes.

4. Management Board session minutes must be signed by all attending Management Board members not later than during the subsequent Management Board session.

5. Management Board session minutes are entered in a dedicated repository which is maintained at the Company office. The repository should assume the form of a binder containing the session minutes along with all relevant appendices.

6. Management Board members who do not attend a given Management Board session must familiarize themselves with the minutes and contents of any adopted resolutions, and provide a signed declaration that they have acknowledged these resolutions.

7. If a Management Board member who has not attended a given Management Board session objects to any resolution adopted at that session, they must formulate their dissent in writing, with the document annexed to the corresponding session minutes.

### **V. FINAL PROVISIONS**

#### **§10**

1. Management Board operating expenses, including expenses incurred by Management Board members in the course of discharging their duties, are reimbursed by the Company.

2. Matters not addressed by this document are regulated by the relevant provisions of the Company Articles, Commercial Company Code and other applicable legislation.

#### **§11**

These regulations enter into force on the day of their approval by the Supervisory Board.