

Resolution no. [...]

of [...] 2020

of the Supervisory Board of CD PROJEKT S.A.

concerning institution of a remuneration policy at CD PROJEKT S.A.

1. Acting in compliance with the authorization issued by the General Meeting of the Company in resolution no. [...]/2020 [...] of the General Meeting of CD PROJEKT S.A. with a registered office in Warsaw (**"the Company"**) of [...] 2020, concerning [...] (**"the Remuneration Policy"**) (**"the Resolution"**), granted in accordance with Art. 90d section 7 of the Public Offerings Act (JL 2019 item 2217, as amended) and concerning development of certain aspects of the remuneration policy, the Supervisory Board hereby decides the following:

Remuneration policy

§1

General provisions

1. Within the limits defined in the Resolution, the following aspects of the Remuneration Policy are hereby defined:
 - a) description of components of Variable Remuneration,
 - b) Criteria,
 - c) delay periods applicable to disbursement of variable remuneration,
 - d) periods during which entitlements to receive Variable Remuneration in the form of financial instruments are assigned, and rules concerning sale of such instruments,
 - e) conditions under which the Company may demand reimbursement of variable remuneration from Management Board members,
 - f) non-monetary assets which may be assigned to Management Board members as part of their Fixed Remuneration (**"Additional Benefits"**),
2. Terms which are capitalized in this document should be construed in accordance with their corresponding definitions contained in the Resolution.

§2

Entitlements

1. Detailed Criteria concerning assignment and exercise of Entitlements are defined in documents which regulate the institution of a given Entitlement, in accordance with the applicable regulations – particularly terms, conditions and resolutions applicable to incentive programs.
2. Vesting Criteria for a given Entitlement may be either financial or non-financial.
3. The following are considered financial vesting Criteria for a given Entitlement:
 - a) achievement of the market goal, which is defined as a certain change in the price of Company stock on the Warsaw Stock Exchange;

- b) achievement of the result goal, which is defined as attainment by the Company, its Group or specific activity segment, of a certain earnings thresholds during a given period.
- 4. Non-financial vesting Criteria for a given Entitlement include rendition of services for the Company or its Group on the basis of employment or appointment by the Company or its Group, or any other legal contract regulating the delivery of goods or rendition of services in exchange for direct remuneration or other monetary benefits from the Company or its Group during a given period.
- 5. Assignment and vesting of Entitlements is conditioned upon positive verification of achievement of Criteria by the Supervisory Board, which is issued in the form of a resolution confirming the assignment of Entitlements and their corresponding value.

§3

Bonuses

- 1. The Supervisory Board may decide, by issuing a suitable resolution, to grant a Bonus to a member of the Management Board who has met the assignment criteria of Variable Remuneration by performing a certain task (“**the Task**”). The aforementioned resolution should also include the amount and other criteria regulating assignment of the Bonus.
- 2. The Task is defined as an activity which causes or brings about the following:
 - a. efficient management of environmental issues related to the Company’s operations, including by:
 - management of identified environmental risks or potential environmental risks related to the Company’s operations,
 - undertaking actions which mitigate the environmental damage caused by the Company, including notifying the appropriate authorities when such damage arises,
 - acting to minimize emissions, efficiently manage resources, promote recycling, replace or reduce reliance on environmentally harmful substances in the scope of the Company’s activities.
 - b. efficient management of the Company in a socially conscious manner, including by:
 - contributing to sustainable development of the Company in a way which acknowledges the health and well-being of its employees,
 - ensuring compliance with corporate governance rules applicable to WSE listed companies,
 - undertaking activities in the scope of extending support to local institutions and individual persons, cooperation with local organizations and supporting social programs targeted at children and adolescents.
 - c. accomplishing managerial objectives (“**MBO**”) defined by the Supervisory Board.
- 3. For each MBO, its expected outcome is defined along with the following (as appropriate): assessment criteria, objective weight, implementation deadline and assessment deadline.
- 4. Bonuses for carrying out Tasks are assigned once accomplishment of a given Task has been verified, along with the occurrence of the outcome defined in section 2 (above). The aforementioned verification involves acquisition of data which reflects attainment of objective performance

indicators accompanying the Task, enabling the Management Board member's efficiency in the scope of carrying out the Task to be assessed. In addition, verification of accomplishment of a given MBO by a Management Board member also involves the parameters listed in section 3 (above).

§4

Delay periods

1. A delay period is defined as the period during which Variable Remuneration is withheld following the end of the period during which the Management Board member's performance is assessed and verified for the purposes of assigning an Entitlement ("**the Delay Period**"). The length of the Delay Period is determined as part of the conditions regulating assignment of Variable Remuneration.
2. If the conditions regulating assignment of Variable Remuneration do not specify a Delay Period, the corresponding Variable Remuneration may be remitted to the Management Board member without applying a Delay Period.

§5

Assessment period and restriction of sale

1. The assessment period is the period during which eligibility to receive Variable Remuneration arises ("**the Assessment Period**").
2. For Entitlements assigned in the form of financial instruments, the shortest possible Assessment Period is the Company's fiscal year.
3. If the conditions regulating assignment of Variable Remuneration do not specify an Assessment Period, the given Management Board member becomes eligible to receive Variable Remuneration for the period indicated in the corresponding Supervisory Board resolution.
4. An incentive program which regulates introduction of Entitlements in the form of financial instruments may also introduce restrictions affecting the sale of such instruments.

§6

Reimbursement of Variable Remuneration

Disbursed Variable Remuneration is subject to reimbursement if either of the following occurs:

- a) The Variable Remuneration was assigned on the basis of erroneous information regarding the achievement of the applicable criteria by the Management Board member, for which that Management Board member is culpable,
- b) The Variable Remuneration was assigned in breach of the rules defined in the Remuneration Policy or assignment criteria of Variable Remuneration.

§7

Additional Benefits

The Company may provide a Management Board member with the following Additional Benefits during that person's tenure as member of the Company's official bodies:

- a) use of a company car, as regulated by Company by-laws,
- b) reimbursement of private healthcare costs incurred by the Management Board member with a private healthcare provider in the framework of a collective contract concluded by the Company with a selected private healthcare provider,
- c) reimbursement of sports and fitness program costs in the framework of a collective framework concluded by the Company with a selected entity,
- d) insurance related to the Management Board member's official duties,
- e) access to other benefits provided by the Company to all of its employees.

II. The resolution enters into force on the date of its adoption.