

## **CD PROJEKT S.A. MANAGEMENT BOARD ANNOUNCEMENT CONCERNING CONVOCAATION OF AN EXTRAORDINARY GENERAL MEETING**

The Management Board of CD PROJEKT S.A. (hereinafter referred to as “the **Company**”), acting pursuant to Art. 399 § 1 of the Commercial Companies Code (hereinafter referred to as “**CCC**”), in association with the filing, on 16 November 2022, pursuant to Art. 400 § 1 of CCC, by an entitled shareholder, Mr. Marcin Iwiński, of a request to convene the Extraordinary General Meeting (as previously disclosed in Current Report no. 46/2022), hereby convenes the Extraordinary General Meeting (hereinafter referred to as “the **General Meeting**”) to be held on 20 December 2022 at 10:00 a.m. CET at the Company headquarters (Warsaw, Jagiellońska 74) with the following agenda:

1. Opening of the General Meeting.
2. Election of General Meeting Chairperson.
3. Determining that the General Meeting has been validly convened and is empowered to undertake binding decisions.
4. Approval of General Meeting agenda.
5. Adoption of a resolution concerning appointment of Mr. Marcin Piotr Iwiński to the Supervisory Board of the Company.
6. Adoption of a resolution concerning changes in remuneration of members of the Supervisory Board of the Company.
7. Adoption of a resolution concerning cancellation of the 2020-2025 Incentive Program repealing the relevant General Meeting resolutions, and amending the Company Articles accordingly..
8. Adoption of a resolution concerning institution of an Incentive Program for the financial years 2023-2027.
9. Adoption of a resolution concerning issuance, in the course of implementing the Incentive Program, of subscription warrants with exclusion of pre-emption rights for existing shareholders, entitling holders to take up Series N shares, along with a conditional increase in the Company share capital through issuance of Series N shares with exclusion of pre-emption rights for existing shareholders, applying for the newly issued Series N shares to be admitted to organized trading at the Warsaw Stock Exchange, and amending the Company Articles accordingly.
10. Adoption of a resolution concerning the merger between CD PROJEKT S.A. with its subsidiary CD PROJEKT RED STORE sp. z o.o.
11. Adoption of a resolution concerning allocation of expenses related to convocation and organization of the General Meeting.
12. Conclusion of the meeting

### **Information for shareholders**

#### **Eligibility to participate in the General Meeting**

The Management Board of the Company wishes to declare that, in accordance with Art. 406<sup>1</sup> of CCC, eligibility to participate in the General Meeting is restricted to parties who will have held Company stock sixteen days prior to the date of the General Meeting, i.e. on 4 December 2022 (the date of registration for participation in the General Meeting, hereinafter referred to as “**Registration Day**”).

The list of shareholders, holding dematerialized shares, who are entitled to participate in the General Meeting is prepared by the depository agency, namely the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) on the basis of information obtained from entities operating the shareholders’ securities accounts and authorized to issue registered certificates of eligibility for participation in the General Meeting.

Requests for registered certificates of eligibility for participation in the General Meeting must be submitted to operators of securities accounts between the date of announcement of the General Meeting, i.e. 22 November 2022, and the first business day following the Registration Day, i.e. 5 December 2022.

The list of shareholders entitled to participate in the General Meeting shall be prepared on the basis of lists provided by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.). The list of shareholders entitled to participate in the General Meeting shall be made available at the Company registered office (Warsaw, Jagiellońska 74) three business days prior to the General Meeting, i.e. on 15, 16 and 19 December 2022, between 9 a.m. and 4 p.m. Each shareholder may request the list to be delivered to him/her free of charge by submitting a valid e-mail address. Such requests should be addressed to [wza@cdprojekt.com](mailto:wza@cdprojekt.com).

### **Selected rights of shareholders pertaining to the General Meeting**

A shareholder or shareholders representing at least 1/20 of the Company share capital may demand that certain items be placed on the General Meeting agenda. Such demands should be submitted to the Management Board of the Company not later than twenty-one days prior to the General Meeting date, i.e. by 29 November 2022. Each demand should be accompanied by a justification or draft resolution to be undertaken at the General Meeting and may be submitted in writing or electronically at [wza@cdprojekt.com](mailto:wza@cdprojekt.com). Shareholders are entitled to submit to the Company, prior to the General Meeting date, draft resolutions concerning matters which are included or are expected to be included in the General Meeting agenda. Such draft resolutions should be submitted in writing or by e-mail at [wza@cdprojekt.com](mailto:wza@cdprojekt.com).

While the General Meeting is in progress, any participating shareholder may introduce draft resolutions concerning the placement of additional items on the meeting agenda, as well as ask questions concerning existing agenda items.

### **Participation in the General Meeting and exercise of voting rights**

A shareholder who is also a natural person may participate in the General Meeting and exercise voting rights personally or through a proxy. Shareholders who are not natural persons may participate in the General Meeting and exercise voting rights through persons authorized to issue declarations of intent on their behalf, or through proxies. Each proxy should possess suitable authorization, issued in writing or electronically. Electronic authorization does not need to carry an electronic signature secured with a valid security certificate; however, the issuance of electronic authorization should be communicated to the Company by e-mail, at [wza@cdprojekt.com](mailto:wza@cdprojekt.com).

In order to properly authenticate the shareholder who is to be represented by a proxy, the electronic authorization should contain the following attachments:

- i. For shareholders who are natural persons – a copy of a national ID, passport or other official identification document. Additionally, shareholders who are natural persons should attach a declaration authorizing the Company to process their personal data for the purposes of authentication and assessment of the validity of the electronic authorization.
- ii. For shareholders who are not natural persons – a copy of the relevant registration document or any other document confirming that the shareholder is authorized to appoint a proxy to represent them at the General Meeting.

In case of any doubts regarding the authenticity of the abovementioned documents, the Management Board of the Company reserves the right to demand the following documents of the proxy while the attendance list is being collated:

- i. For shareholders who are natural persons – a copy of a national ID, passport or other official document confirming the shareholder’s identity, certified for authenticity by a registered notary or any other entity authorized to certify copies of such documents;
- ii. For shareholders who are not natural persons – the shareholder’s certificate of registration or any other document confirming that the shareholder is authorized to appoint a proxy to represent them at the General Meeting, or a copy thereof, certified by a registered notary or any other entity authorized to certify copies of such documents.

In order to authenticate the proxy, the Management Board of the Company reserves the right to demand the following documents of the proxy while the attendance list is being collated:

- i. For proxies who are natural persons – a copy of a national ID, passport or other official document confirming the proxy’s identity;
- ii. For proxies who are not natural persons – the proxy’s certificate of registration or any other document confirming that the natural person (or natural persons) are authorized to represent the proxy at the General Meeting, or a copy thereof, certified by a registered notary or any other entity authorized to certify copies of such documents.

The forms mentioned in Art. 402<sup>3</sup> § 1 item 5 of CCC enabling proxies to exercise voting rights are available on the Company website at [www.cdprojekt.com](http://www.cdprojekt.com).

The Company does not impose an obligation to use the abovementioned forms when appointing proxies.

The Management Board wishes to declare that, should a shareholder appoint a proxy and provide him/her with voting instructions, the Company will make no attempt to verify whether the votes cast by the proxy remain in agreement with the shareholder’s instructions. As such, voting instructions should be provided to proxies only.

The Company does not enable casting votes by traditional mail.

### **Participating in the General Meeting using electronic communication channels**

Shareholders may participate in the General Meeting using electronic communication channels. Regulations which govern participation in the General Meeting using electronic communication channels are annexed to this announcement.

The Company records the General Meeting and posts such recordings at [www.cdprojekt.com](http://www.cdprojekt.com).

Information regarding exercise of voting rights using electronic communication channels and addressing the General Meeting using electronic communication channels is annexed to this announcement.

### **General Meeting materials**

Each party entitled to participate in the General Meeting may obtain all documents which are to be submitted to the General Meeting, including draft resolutions, or, when no resolutions are foreseen, any statements of the Management Board or Supervisory Board regarding items on the General Meeting agenda or items which are to be placed on the agenda prior to the meeting. Such information shall be made available on the Company website at [www.cdprojekt.com](http://www.cdprojekt.com) and additionally at the Company registered office (Warsaw, Jagiellońska 74) between 9 a.m. and 4 p.m.

### **Supplementary information**

Information pertaining to the General Meeting will be published on the Company website at [www.cdprojekt.com](http://www.cdprojekt.com). The Management Board wishes to clarify that all matters not directly addressed in this announcement are regulated by CCC, the Company Articles and the applicable General Meeting

regulations. As such, the Management Board advises all shareholders to familiarize themselves with the abovementioned documents. Any questions or concerns related to participation in the General Meeting should be raised with the Company at +48 22 519 69 00 or by e-mail, at [wza@cdprojekt.com](mailto:wza@cdprojekt.com).