

Warsaw, 25 May 2023

Second notification to the Company's shareholders
of the Company's intention to merge with a subsidiary company
SPOKKO sp. z o.o.

The Management Board of CD PROJEKT S.A. with its registered office in Warsaw (the “**Company**”), acting on the basis of article 504 § 1 and 2 of the Commercial Companies Code, issues the second notification to the Company’s shareholders concerning the planned merger of the Company, as the surviving company, with the company SPOKKO sp. z o.o. with a registered seat in Warsaw (the “**Target Company**”), being a subsidiary in which the Company is the sole shareholder (the “**Merger**”).

The signing of the Merger plan took place on 20 April 2023, of which the Company informed in the current report No. 14/2023, to which the full content of the plan was also attached (the “**Merger Plan**”), together with its annexes. In accordance with article 500 § 2¹ of the Commercial Companies Code, the Merger Plan will remain available to the public free of charge at least until the date of closing of the meetings (shareholders’ meeting / general meeting) of the merging companies at which resolutions on the Merger are adopted, on the Company’s website at the address: www.cdprojekt.com/pl/grupa-kapitalowa/dokumenty-korporacyjne/?typ-dokumentu=other, and on the Target Company’s website at www.spokko.com/pl under the “Informacje korporacyjne” tab (for the English language version of the website – “Corporate information” tab).

According to the Merger Plan, the Merger will be effected by transferring all assets of the Target Company to the Company in accordance with article 492 § 1 item 1 of the Commercial Companies Code (merger by acquisition) in connection with article 516 § 6 of the Commercial Companies Code. The Merger will take place without an increase of the Company’s share capital and without exchanging shares of the Target Company for shares of the Company, due to the fact that the Company holds 100% of the shares in the Target Company. The Merger will become effective on the date of its entry into the register. This entry will have the effect of deleting the Target Company from the register. As a result of the Merger, the Company will, as of the date of the Merger, enter into rights and obligations of the Target Company. The Company’s Articles of Association will not be amended in connection with the Merger.

In accordance with article 504 § 2 point 2 in connection with article 505 § 3¹ of the Commercial Companies Code, at least until the date of closing of meetings (shareholders’ meeting / general meeting) of the merging companies at which resolutions on the Merger are adopted, the following documentation will also remain publicly available, free of charge, on the websites of the Company and the Target Company at the addresses indicated above (note that the link to the English language version of the subpage for the Company is as follows: www.cdprojekt.com/en/capital-group/corporate-documents/?documenttype=other):

- 1) attachments to the Merger Plan, i.e. draft resolutions on the Merger, information that the Company’s Articles of Association are not being amended, valuation of the assets of the Target Company as of 31 March 2023, statement of accounts of the Target Company as of 31 March 2023, statement regarding the lack of a need to prepare a statement of the Company’s accounts – together with the Merger Plan document;
- 2) financial statements and Management Boards’ reports on the operations of the merging companies for the last three fiscal years, together with audit reports (and, additionally, the corresponding documentation for the 2019 financial year).

As the Merger will be carried out in accordance with article 516 § 6 of the Commercial Companies Code, neither the examination of the Merger Plan by an auditor and an opinion thereof, nor Management Boards' reports justifying the Merger are required.

In addition, shareholders of the merging companies may review the above-mentioned documents at the offices of the Company and the Target Company in Warsaw, at Jagiellońska 74, on business days, between 9:00 a.m. and 4:00 p.m., between 21 April 2023 and the closing of the meetings (shareholders' meeting / general meeting) of the merging companies at which resolutions on the Merger are adopted.